

Provided that—

- (a) a director shall not be liable if he proves that the contravention was not due to any misconduct or negligence on his part; and
- (b) proceedings to recover any such loss, damage, or costs shall not be commenced after the expiration of two years from the date of the contravention.

#### DIVISION (3)—FINANCIAL AND BORROWING PROSPECTUSES

83. (1) Every prospectus issued by or on behalf of a company shall—

- (a) be dated, and a copy thereof shall be filed with the Registrar on or before that date, which shall, unless the contrary be proved, be taken as the date of the issue of the prospectus; and
- (b) state on its face that a copy has been filed with the Registrar—

and the copy filed with the Registrar shall be signed by every person who is a director or proposed director of the company on the date of publication or by his agent authorized in writing.

(2) The Registrar shall not file any prospectus unless it is dated and signed in manner required by subsection (1).

(3) Every company and person who makes default in complying with or contravenes any requirement of this section shall be guilty of an offence against this Act.

(4) This section shall apply to a prospectus issued in relation to an intended company, or by or on behalf of any person who is or has been engaged or interested in the formation or promotion of the company, or, prior to the date of the statutory meeting, in the organization of a company.

84. (1) In the case of a company having a share capital every prospectus to which section 83 applies shall state—

- (a) the date of incorporation of the company; the address of its registered office; the extent of the liability of members of the company; and the contents of its memorandum and articles as to the amount of the authorized capital and the shares or classes of shares into which it is divided, and as to the amount or rate of commission, or, in the case of debentures, of discount, which the company is authorized to pay or allow, under this Act, and the amounts of capital subscribed and paid up respectively, and the amount (if any) due from the company in respect of mortgages;
- (b) particulars of the plan of operations of the business which the company proposes to carry on by means of the proceeds of the subscription invited by the prospectus, and the place where the operations or business will be carried on;
- (c) the number of shares or the amount of debentures offered by the prospectus, and the amount payable on the application for and the allotment of each share or debenture, and the amount or rate of any commission or discount to be paid or allowed thereon;
- (d) the amount fixed as the minimum subscription on which the directors may proceed to allotment, with an itemized account