

related to penalties for violations of provisions, false statements, or destruction of records.

Section 79z-4, acts Aug. 26, 1935, ch. 687, title I, §30, 49 Stat. 837; Pub. L. 100-181, title IV, §405, Dec. 4, 1987, 101 Stat. 1260, related to studies and investigations of public utility companies.

Section 79z-5, acts Aug. 26, 1935, ch. 687, title I, §31, 49 Stat. 837; Oct. 28, 1949, ch. 782, title XI, §1106(a), 63 Stat. 972; Pub. L. 101-550, title I, §104(a), Nov. 15, 1990, 104 Stat. 2713, related to hiring and leasing authority of Securities and Exchange Commission.

Section 79z-5a, act Aug. 26, 1935, ch. 687, title I, §32, as added Pub. L. 102-486, title VII, §711, Oct. 24, 1992, 106 Stat. 2905, related to exempt wholesale generators of electrical energy.

Section 79z-5b, act Aug. 26, 1935, ch. 687, title I, §33, as added Pub. L. 102-486, title VII, §715, Oct. 24, 1992, 106 Stat. 2912, related to treatment of foreign utilities.

Section 79z-5c, act Aug. 26, 1935, ch. 687, title I, §34, as added Pub. L. 104-104, title I, §103, Feb. 8, 1996, 110 Stat. 81, related to exempt telecommunications companies.

Section 79z-6, acts Aug. 26, 1935, ch. 687, title I, §35, formerly §32, 49 Stat. 837; renumbered §34, Pub. L. 102-486, title VII, §711, Oct. 24, 1992, 106 Stat. 2905; renumbered §35, Pub. L. 104-104, title I, §103, Feb. 8, 1996, 110 Stat. 81, set forth separability clause.

EFFECTIVE DATE OF REPEAL

Repeal effective 6 months after Aug. 8, 2005, with provisions relating to effect of compliance with certain regulations approved and made effective prior to such date, see section 1274 of Pub. L. 109-58, set out as an Effective Date note under section 16451 of Title 42, The Public Health and Welfare.

CHAPTER 2D—INVESTMENT COMPANIES AND ADVISERS

SUBCHAPTER I—INVESTMENT COMPANIES

Sec.	
80a-1.	Findings and declaration of policy.
80a-2.	Definitions; applicability; rulemaking considerations.
80a-3.	Definition of investment company.
80a-3a.	Protection of philanthropy under State law.
80a-4.	Classification of investment companies.
80a-5.	Subclassification of management companies.
80a-6.	Exemptions.
80a-7.	Transactions by unregistered investment companies.
80a-8.	Registration of investment companies.
80a-9.	Ineligibility of certain affiliated persons and underwriters.
80a-10.	Affiliations or interest of directors, officers, and employees.
80a-11.	Offers to exchange securities.
80a-12.	Functions and activities of investment companies.
80a-13.	Changes in investment policy.
80a-14.	Size of investment companies.
80a-15.	Contracts of advisers and underwriters.
80a-16.	Board of directors.
80a-17.	Transactions of certain affiliated persons and underwriters.
80a-18.	Capital structure of investment companies.
80a-19.	Payments or distributions.
80a-20.	Proxies; voting trusts; circular ownership.
80a-21.	Loans by management companies.
80a-22.	Distribution, redemption, and repurchase of securities; regulations by securities associations.
80a-23.	Closed-end companies.
80a-24.	Registration of securities under Securities Act of 1933.
80a-25.	Reorganization plans; reports by Commission.
80a-26.	Unit investment trusts.
80a-27.	Periodic payment plans.
80a-28.	Face-amount certificate companies.

Sec.	
80a-29.	Reports and financial statements of investment companies and affiliated persons.
80a-30.	Accounts and records.
80a-31.	Accountants and auditors.
80a-32.	Filing of documents with Commission in civil actions.
80a-33.	Destruction and falsification of reports and records.
80a-34.	Unlawful representations and names.
80a-35.	Breach of fiduciary duty.
80a-36.	Larceny and embezzlement.
80a-37.	Rules, regulations, and orders.
80a-38.	Procedure for issuance of rules and regulations.
80a-39.	Procedure for issuance of orders.
80a-40.	Hearings by Commission.
80a-41.	Enforcement of subchapter.
80a-42.	Court review of orders.
80a-43.	Jurisdiction of offenses and suits.
80a-44.	Disclosure of information filed with Commission; copies.
80a-45.	Reports by Commission; hiring and leasing authority.
80a-46.	Validity of contracts.
80a-47.	Liability of controlling persons; preventing compliance with subchapter.
80a-48.	Penalties.
80a-49.	Construction with other laws.
80a-50.	Separability.
80a-51.	Short title.
80a-52.	Effective date.
80a-53.	Election to be regulated as business development company.
80a-54.	Acquisition of assets by business development companies.
80a-55.	Qualifications of directors.
80a-56.	Transactions with certain affiliates.
80a-57.	Changes in investment policy.
80a-58.	Incorporation of subchapter provisions.
80a-59.	Functions and activities of business development companies.
80a-60.	Capital structure.
80a-61.	Loans.
80a-62.	Distribution and repurchase of securities.
80a-63.	Accounts and records.
80a-64.	Preventing compliance with subchapter; liability of controlling persons.

SUBCHAPTER II—INVESTMENT ADVISERS

80b-1.	Findings.
80b-2.	Definitions.
80b-3.	Registration of investment advisers.
80b-3a.	State and Federal responsibilities.
80b-4.	Reports by investment advisers.
80b-4a.	Prevention of misuse of nonpublic information.
80b-5.	Investment advisory contracts.
80b-6.	Prohibited transactions by investment advisers.
80b-6a.	Exemptions.
80b-7.	Material misstatements.
80b-8.	General prohibitions.
80b-9.	Enforcement of subchapter.
80b-10.	Disclosure of information by Commission.
80b-10a.	Consultation.
80b-11.	Rules, regulations, and orders of Commission.
80b-12.	Hearings.
80b-13.	Court review of orders.
80b-14.	Jurisdiction of offenses and suits.
80b-15.	Validity of contracts.
80b-16.	Omitted.
80b-17.	Penalties.
80b-18.	Hiring and leasing authority of Commission.
80b-18a.	State regulation of investment advisers.
80b-18b.	Custody of client accounts.
80b-18c.	Rule of construction relating to the Commodities Exchange Act.
80b-19.	Separability.
80b-20.	Short title.
80b-21.	Effective date.

SUBCHAPTER I—INVESTMENT COMPANIES

§ 80a-1. Findings and declaration of policy**(a) Findings**

Upon the basis of facts disclosed by the record and reports of the Securities and Exchange Commission made pursuant to section 79z-4¹ of this title, and facts otherwise disclosed and ascertained, it is found that investment companies are affected with a national public interest in that, among other things—

(1) the securities issued by such companies, which constitute a substantial part of all securities publicly offered, are distributed, purchased, paid for, exchanged, transferred, redeemed, and repurchased by use of the mails and means and instrumentalities of interstate commerce, and in the case of the numerous companies which issue redeemable securities this process of distribution and redemption is continuous;

(2) the principal activities of such companies—investing, reinvesting, and trading in securities—are conducted by use of the mails and means and instrumentalities of interstate commerce, including the facilities of national securities exchanges, and constitute a substantial part of all transactions effected in the securities markets of the Nation;

(3) such companies customarily invest and trade in securities issued by, and may dominate and control or otherwise affect the policies and management of, companies engaged in business in interstate commerce;

(4) such companies are media for the investment in the national economy of a substantial part of the national savings and may have a vital effect upon the flow of such savings into the capital markets; and

(5) the activities of such companies, extending over many States, their use of the instrumentalities of interstate commerce and the wide geographic distribution of their security holders, make difficult, if not impossible, effective State regulation of such companies in the interest of investors.

(b) Policy

Upon the basis of facts disclosed by the record and reports of the Securities and Exchange Commission made pursuant to section 79z-4¹ of this title, and facts otherwise disclosed and ascertained, it is declared that the national public interest and the interest of investors are adversely affected—

(1) when investors purchase, pay for, exchange, receive dividends upon, vote, refrain from voting, sell, or surrender securities issued by investment companies without adequate, accurate, and explicit information, fairly presented, concerning the character of such securities and the circumstances, policies, and financial responsibility of such companies and their management;

(2) when investment companies are organized, operated, managed, or their portfolio securities are selected, in the interest of directors, officers, investment advisers, depositors, or other affiliated persons thereof, in the in-

terest of underwriters, brokers, or dealers, in the interest of special classes of their security holders, or in the interest of other investment companies or persons engaged in other lines of business, rather than in the interest of all classes of such companies' security holders;

(3) when investment companies issue securities containing inequitable or discriminatory provisions, or fail to protect the preferences and privileges of the holders of their outstanding securities;

(4) when the control of investment companies is unduly concentrated through pyramiding or inequitable methods of control, or is inequitably distributed, or when investment companies are managed by irresponsible persons;

(5) when investment companies, in keeping their accounts, in maintaining reserves, and in computing their earnings and the asset value of their outstanding securities, employ unsound or misleading methods, or are not subjected to adequate independent scrutiny;

(6) when investment companies are reorganized, become inactive, or change the character of their business, or when the control or management thereof is transferred, without the consent of their security holders;

(7) when investment companies by excessive borrowing and the issuance of excessive amounts of senior securities increase unduly the speculative character of their junior securities; or

(8) when investment companies operate without adequate assets or reserves.

It is declared that the policy and purposes of this subchapter, in accordance with which the provisions of this subchapter shall be interpreted, are to mitigate and, so far as is feasible, to eliminate the conditions enumerated in this section which adversely affect the national public interest and the interest of investors.

(Aug. 22, 1940, ch. 686, title I, § 1, 54 Stat. 789.)

REFERENCES IN TEXT

Section 79z-4 of this title, referred to in text, was repealed by Pub. L. 109-58, title XII, § 1263, Aug. 8, 2005, 119 Stat. 974.

TRANSFER OF FUNCTIONS

For transfer of functions of Securities and Exchange Commission, with certain exceptions, to Chairman of such Commission, see Reorg. Plan No. 10 of 1950, §§ 1, 2, eff. May 24, 1950, 15 F.R. 3175, 64 Stat. 1265, set out under section 78d of this title.

§ 80a-2. Definitions; applicability; rulemaking considerations**(a) Definitions**

When used in this subchapter, unless the context otherwise requires—

(1) "Advisory board" means a board, whether elected or appointed, which is distinct from the board of directors or board of trustees, of an investment company, and which is composed solely of persons who do not serve such company in any other capacity, whether or not the functions of such board are such as to render its members "directors" within the definition of that term, which board has advisory

¹ See References in Text note below.