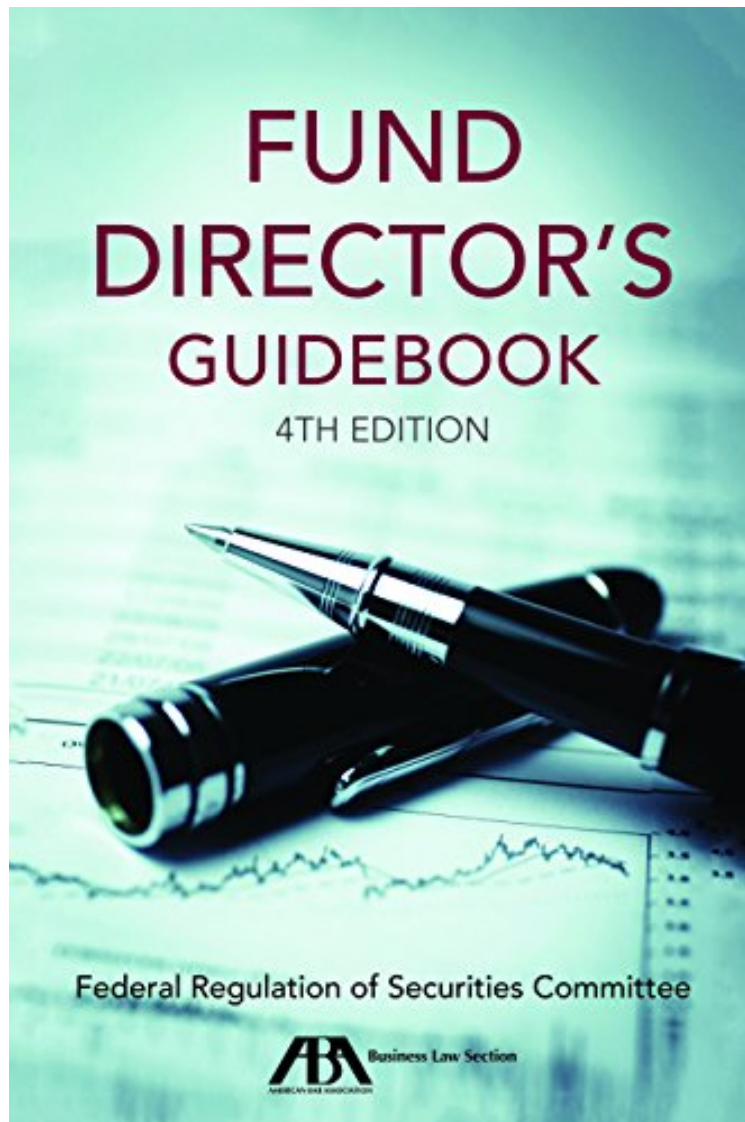


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Fund Directors Guidebook

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This guide covers open-end funds (typically referred to as mutual funds), closed-end funds and exchange-traded funds. It is intended to assist directors of investment companies registered under the Investment Company Act of 1940 in

fulfilling their responsibilities. Since 2006 when the third edition was published, there have been significant developments affecting funds in the wake of the 20082009 financial crisis and the resulting legislation, the Dodd-Frank Act. There also has been increased civil litigation involving funds and their service providers, and a more active role of the SEC and its staff in asserting securities law fund-related violations, including SEC enforcement actions against independent directors brought under the 1940 act's compliance rule. This guidebook provides directors with an overview of the functions, responsibilities, and potential liabilities of fund directors; information about the structure and operations of the board and its relationship to the investment adviser, the distributor, and others; assistance to directors in discharging their responsibilities; suggestions as to how independent directors can best fulfill their responsibilities.

About the AuthorABA Business Law Section Committee on Federal Regulation of Securities which is compiled of the premier lawyers in the country who practice in this specialty area.