

KASNEB

CS PART II SECTION 4

LAW AND PROCEDURE OF MEETINGS

FRIDAY: 25 November 2016.

Time Allowed: 3 hours.

Answer ALL questions. Marks allocated to each question are shown at the end of the question.

QUESTION ONE

- (a) With specific reference to meetings of the National Assembly or similar organ in your country:
- (i) Highlight the stipulated quorum required for the House or a committee of the whole House. (2 marks)
 - (ii) Discuss the procedure to be followed when a quorum is not present during the proceedings of the House. (8 marks)
- (b) (i) Outline two essential requirements that must be met by a written resolution for it to have effect. (2 marks)
- (ii) The Court in the case of *Re Sanitary Carbon Company (1877)* appeared to lend support to the decision in *Sharpe V. Dawes* that a meeting of a company attended by one shareholder only was not validly constituted.

With reference to the above statement, explain four exceptions to the rule in *Re Sanitary Carbon Company (1877)*. (8 marks)

(Total: 20 marks)

QUESTION TWO

- (a) You are the company secretary of October Limited Company (OLC). Esinasi Muhonja, a shareholder of OLC Ltd., has approached you and is seeking advice on the procedure to be followed when moving a motion.

Advise Esinasi Muhonja on the procedure for moving a motion. (10 marks)

- (b) With reference to the law on defamation:
- (i) Explain the meaning of the term "qualified privilege" as used as a defence for defamation. (2 marks)
 - (ii) Discuss four circumstances under which the defence of qualified privilege could arise. (8 marks)

(Total: 20 marks)

QUESTION THREE

- (a) It is a requisite requirement of every meeting that there should be an authority in whom rests the power to conduct and control the proceedings. The chairman as commonly called, presides over the meeting.

With regard to the above, describe the following:

- (i) Four qualities that the chairman of a meeting should possess. (8 marks)
 - (ii) Two circumstances when members present at a general meeting shall elect a chairman. (2 marks)
- (b) In the context of public meetings, explain the following:
- (i) Public gathering. (2 marks)
 - (ii) Public place. (2 marks)
 - (iii) Difference between "hours of darkness" and "hours of daylight". (2 marks)
 - (iv) Two conditions to be met before a person could be allowed to be outside their premises during curfew hours. (4 marks)

(Total: 20 marks)

QUESTION FOUR

- (a) Discuss the provisions governing the convention and notice of meeting where the liquidator forms a view that the company is unable to pay its debts. (10 marks)
 - (b) (i) Highlight four motions of the County Assembly which might be moved without notice. (4 marks)
 - (ii) Explain the provisions governing voting in the County Assembly. (6 marks)
- (Total: 20 marks)**

QUESTION FIVE

- (a) With respect to conduct and management of board meetings, explain the provisions governing:
 - (i) Minutes of directors meetings. (6 marks)
 - (ii) Convening directors meetings. (4 marks)
 - (b) Explain the validity of acts of meetings of directors. (5 marks)
 - (c) Directors might make decisions through written resolutions.
Describe the process of proposing directors' written resolution. (5 marks)
- (Total: 20 marks)**
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