

KASNEB

CS PART II SECTION 4

LAW AND PROCEDURE OF MEETINGS

FRIDAY: 27 November 2015.

Time Allowed: 3 hours.

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

QUESTION ONE

- (a) Outline six ways of safeguarding against falsification of minutes kept in minute books. (6 marks)
- (b) You are a Certified Secretary in public practice and have accepted the responsibility of organising the first annual general meeting of a family-owned limited company in real estate business. The chairman is 75 years old and also the majority shareholder. He does not understand the purpose of keeping minutes of a meeting of family business.
- Advise the chairman on the following:
- (i) The general duty of preparing and keeping minutes. (2 marks)
- (ii) The procedure of approving and signing of minutes by the chairman. (4 marks)
- (c) Discuss the rules governing an annual general meeting where the annual reports are not ready or available at the time of convening the meeting. (8 marks)
- (Total: 20 marks)**

QUESTION TWO

- (a) A chairperson is usually considered as the highest power within an organisation and very often what he prefers becomes policy or practice.
- In light of the above statement, highlight four actions that a chairperson must refrain from doing during a meeting. (4 marks)
- (b) Discuss six provisions regulating the appointment of county government committees. (6 marks)
- (c) Examine three rules that ought to be complied with when voting and passing resolutions outside a meeting of committee members. (6 marks)
- (d) Outline four rules that govern the minutes of members of a county assembly. (4 marks)
- (Total: 20 marks)**

QUESTION THREE

- (a) Contrast between "resolutions requiring special notice" and "special resolutions". (4 marks)
- (b) With reference to electronic communication in the context of company meetings:
- (i) Citing examples, explain the term "electronic communication". (2 marks)
- (ii) List three benefits of electronic communication to the shareholders and the company. (3 marks)
- (iii) Draft an ordinary resolution to authorise the use of electronic communication to shareholders of a listed company. (3 marks)
- (iv) Prepare eight guidelines for approval by the board during the next board meeting on election to receive documents in electronic form or via a website by shareholders of a listed company. (8 marks)
- (Total: 20 marks)**

QUESTION FOUR

- (a) You have been appointed as a consultant by the Institute of Certified Secretaries in your country.
Explain six advantages of adoption of secretarial standards on meetings to the corporate sector. (6 marks)
 - (b) Prepare a secretarial standard on meetings of the board of directors covering the following issues:
 - (i) Three matters covering notice of board meetings. (6 marks)
 - (ii) Two matters on quorum of meetings of the board. (4 marks)
 - (c) XaXi Limited is a public limited company. The directors intend to hold an annual general meeting on Monday, 14 December 2015 at the registered office of the company at 9.00 a.m.
Design a proxy form to accompany the notice for the annual general meeting. (4 marks)
- (Total: 20 marks)**

QUESTION FIVE

- (a) In relation to the law of defamation:
 - (i) Examine how a person alleged to have published defamatory words of another person might avoid proceedings for libel or slander. (6 marks)
 - (ii) In order to prove defamation by innuendo, two requirements must be met.
Discuss these two requirements. (4 marks)
 - (b) Explain the three kinds of business that might be transacted in a creditor's meeting or a meeting of contributories where a quorum is not present. (3 marks)
 - (c) With reference to ways of addressing the chair in a meeting, highlight:
 - (i) Three ways in which a male chair might be addressed. (3 marks)
 - (ii) Four ways in which a female chair might be addressed. (4 marks)
- (Total: 20 marks)**
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