

# 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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