



**THE INSTITUTE OF CORPORATE SECRETARIES OF PAKISTAN
C.I.S EXAMINATION JULY 2013**

MODULE C PAPER: MEETING LAWS AND PROCEDURES GROUP V

Time allowed 3 Hours

Max. Marks: 100

Instructions: Attempt all questions

SECTION 1

PRINCIPLES OF MEETING

(40 MARKS)

- Q1. a. Differentiate between a formal meeting and informal meeting (05)
b. What do you understand by “quorum” and why a quorum is required for a formal meeting? (10)
- Q2. a. Discuss the importance of agenda for a formal meeting (05)
b. What information should be present in a notice of a formal meeting? (05)
- Q3. a. Define the concept of “Proxy” in accordance with the Companies Ordinance, 1984 and explain who can be appointed as a proxy? (05)
b. Can a director of a public limited company appoint a proxy to attend the board meeting? (05)
c. What are the legitimate rights of a proxy appointed for a general meeting? (05)

SECTION 2

COMPANY MEETINGS

(60 MARKS)

- Q4. a. Assume that you are a company secretary of an organization and the Chairman of the Board, who is a non executive. The Chairman asked you to clarify the roles of a Chairman and a Chief Executive during the meeting of the Board of Directors. You are required to write a note to the Chairman of the Board clarifying the roles of “the Chairman” and the “Chief Executive”. (10)
b. Draft a formal notice and agenda for Annual General Meeting of a public limited company. Assume that there is an agenda for the approval of investment in associated undertaking. (5)
- Q5. a. What are the requirements under the Companies Ordinance with respect to the Statutory Meeting of a public limited company? (10)
- Q6. a. You are a company secretary of a public limited company and a share approaches you to have a extracts of the minutes of the Board meeting where a new project was deliberated upon. Please explain the course of action you would take in this regard. (10)
b. “Minutes should reflect the actual proceedings of the meeting” Comment on the statement and discuss the merits and demerits of detailed minutes in case of a public limited (05)

company.

- Q7. You are a company secretary of a public limited company and a share approaches you to have a extracts of the minutes of the Board meeting where a new project was deliberated upon. Please explain the course of action you would take in this regard. **(10)**
- Q8. You are a company Secretary of a listed company and sent a notice of the Board meeting within the prescribed time to all directors at the registered address available on record. One of the directors who were residing abroad did not receive the notice and approached you to adjourn the meeting as the notice was not properly served. Write a letter to the director clarifying your legal position. **(10)**