

THE INSTITUTE OF CORPORATE SECRETARIES OF PAKISTAN
C.I.S EXAMINATION JULY 2012
MODULE C PAPER: MEETING LAWS AND PROCEDURES GROUP V

Time allowed 3 Hours

Max. Marks: 100

Instructions: Attempt all questions

SECTION - 1 MEETING LAW AND PROCEDURE (40 Marks)

- Q1. a. Briefly defining the types and requisites of a valid meeting, please comment on the following statement “*A meeting is a gathering of two or more people that has been convened for the purpose of achieving a common goal.*” Marks 5
- b. What are the basic features of a notice? 5
- Q2. a. Assuming yourself as a Company Secretary of a public limited company, prepare a checklist of arrangements before holding an Annual General Meeting 5
- b. What is the legal status of decisions taken in a meeting convened without the required quorum? 5
- Q3. In the capacity of a Company Secretary you are required to prepare a note for the information of newly elected Chairman of the Board explaining the following procedures. 10
- i. Confirmation of minutes
- ii. Signing of minutes
- iii. Alteration in the minutes
- iv. Maintaining the record of minutes
- Q4. a. Who elects the Chairman of the Board? And what are the powers and duties of the Chairman under the Common Law? 5
- b. Explain the role of the Company Secretary in maintaining the quality of the working papers of a meeting. 5

SECTION - 2 COMPANY MEETINGS (60 Marks)

- Q5. a. What is the requirement of quorum in case of a General Meeting according to the Section 160 of the Companies Ordinance, 1984 in case of the following? Marks 6
- i. Public limited listed Company
- ii. Single member Company
- iii. Other Companies
- iv. An adjourned meeting
- b. Who normally presides as a Chairman in the General Meeting of the Company? What are the provisions of the Companies Ordinance, 1984 in this regard? 6

- Q6. a. Draft a Notice and Agenda of the 15th Annual General Meeting of Ayaan Corporation (Pvt) Limited 6
- b. Assume you are a Company Secretary of private limited company whose Board of Directors is comprised of 5 directors. One directors holds 60% shares and rest of the directors holds 10% each i.e. 40%. In a meeting of Board of Directors, four directors representing 40% shareholding support a proposal whereas the director holding 60% shares is against the proposal. Please note that the Chairman also a director holding 10% shares.
- The matter is referred to you as a company Secretary. Briefly explain your point of view in the above situation. 6
- Q7. a. List five circumstances where Special Resolution is required under the law. 6
- b. Explain the requirements of a Special Resolution with respect to its approval in the meeting and filing thereafter with the Registrar 6
- Q8. a. List any ten significant issues to be placed for decision of Board of Directors as required by the Code of Corporate Governance, 2012 6
- b. According to the Code of Corporate Governance, 2012, what information should be circulated among the directors of a listed company along with the notice of a Board meeting? 6
- Q9. a. Briefly explain the provisions regarding demand of poll under Section 167 of the Companies Ordinance, 1984. 6
- b. How a company which is a member of another company may represent itself at meetings of company and of creditors? 6