



The Institute of Corporate Secretaries of Pakistan
C.I.S. Examinations January 2015
Meeting Law and Procedure (352)

Module – C

Group – V

Instructions: Attempt all questions

January 2015

Time allowed: 3 Hours

Max. Marks : 100

SECTION – 1

PRICIPLES OF MEETING

Marks

Q1. a) Specify the correct statement in your answer book. **(04)**

1) Proxies for general meeting shall be lodged with the company:

- i. At least five days before the meeting
- ii. Not more than 21 days before the meeting
- iii. At least 48 hours before the time of the meeting

2) Voting at the general meeting may be held by:

- i. By both show of hands and/or poll
- ii. By show of hands only
- iii. By poll only

3) The chairman of Board Human Resource & Remuneration Committee cannot be:

- i. An independent director
- ii. A non-executive director
- iii. A chief executive officer

4) The issue of the shares at a discount must be and must be:

- i. Authorized by resolution passed in general meeting of the company
- ii. Sanctioned by the Commission
- iii. Both of the above

b) Please fill in the blank in your answer book: **(06)**

- i. The books containing the _____ of the proceedings of the general _____ shall be open to inspection by members without charge during business _____.
- ii. Where a resolution is passed at a _____ meeting, the _____ shall, for all purposes, be treated as having been passed on the date on which it was in fact _____, and shall not be treated to have been passed at an earlier date.

- Q2.** 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)**
- a) Confirmation of minutes
 - b) Signing of minutes
 - c) Alteration in the minutes
 - d) Maintaining the record of minutes
- Q3.** Please describe to whom notice of general meetings is required to be given. How the corporations and creditors are represented at company general meetings? **(08)**
- Q4.** a) What is meant by ‘quorum’? What is the procedure when quorum is not present at a general meeting? **(06)**
- b) Define the concept of “Proxy” in accordance with the Companies Ordinance, 1984 and explain who can be appointed as a proxy? **(06)**

SECTION - 2

COMPANY MEETINGS

- Q5.** What business is considered ordinary at an annual general meeting? What are the essentials of a special resolution? List three examples of situation requiring business to be conducted as special at a general meeting. **(10)**
- Q6.** Draft notice and agenda of a board meeting to be issued by you as a company secretary of a listed company. **(10)**
- Q7.** Please name board committees as are required to be constituted under the Code of Corporate Governance highlighting their purpose and salient features. **(10)**
- Q8.** Being the company secretary of Lilly & Lilly Limited, the chairman of the company who is yet to undergo Directors’ Training Program under the Code of Corporate Governance, has asked you to explain legal requirements relating to the minutes of the board meeting. Please write a note on the subject with a specimen of the resolution on recommending the Annual Audited Financial Statements of the company. **(10)**
- Q9.** Describe the purpose of holding the statutory meeting. What is the significance of the date at which a company is entitled to commence business while holding the statutory meeting? Enumerate five major items to be included in the statutory report. **(10)**
- Q10.** Describe various kinds of general meetings. Is the company secretary authorized to chair a general meeting if the Chairman is not available; if not, who may possibly chair such a meeting? Who has the authority to extend the date of the annual general meeting? **(10)**
