

# KASNEB

## CS PART II SECTION 4

### LAW AND PROCEDURE OF MEETINGS

FRIDAY: 26 May 2017.

Time Allowed: 3 hours.

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

#### QUESTION ONE

- (a) Differentiate between "extraordinary general meeting" and "class meetings". (4 marks)
- (b) A chairman must act impartially and has to ensure that the business of the meeting is conducted in a proper and efficient manner and in accordance with the law and the company's articles.

With reference to the above statement:

- (i) Discuss four legitimate measures that a chairman could take to limit debate and discussion in a meeting. (8 marks)
- (ii) Suggest four practical tactics a chairman might use to deal with disruption in a meeting. (8 marks)

(Total: 20 marks)

#### QUESTION TWO

- (a) Summarise four benefits that could accrue to a company from using information booths during annual general meeting. (4 marks)
- (b) With reference to meetings of the County Assembly:
- (i) Highlight three actions taken when the debate is concluded. (3 marks)
- (ii) Explain four ways in which members are supposed to behave whenever the speaker rises to intervene in a debate. (4 marks)
- (c) Explain five ways through which a chairman to preside over a meeting could be appointed. (5 marks)
- (d) In reference to shareholders' meeting, explain two cases in which shareholding might not entitle one to be a member of a company. (4 marks)

(Total: 20 marks)

#### QUESTION THREE

- (a) In relation to voting methods, explain the following:
- (i) Standing vote. (2 marks)
- (ii) Voting by division. (2 marks)
- (b) Highlight three forms of amendments which could be made to bills and motions. (3 marks)
- (c) A director is not permitted to be counted in a quorum or to vote on any contract in which he or she may be interested at a board meeting.
- Discuss four exceptions to the above statement. (8 marks)
- (d) Cite five instances where a special resolution might be required. (5 marks)

(Total: 20 marks)

#### QUESTION FOUR

With reference to meetings of the National Assembly:

- (a) Summarise four reasons why the speaker might procedurally dismiss an amendment as out of order. (4 marks)
- (b) Discuss five types of motions that could be introduced by the speaker for discussion. (10 marks)
- (c) Describe the procedure followed in handling points of order. (6 marks)

(Total: 20 marks)

**QUESTION FIVE**

- (a) Explain three obligations of the police in relation to meetings held on private property. (3 marks)
- (b) In relation to the law of defamation:
- (i) Distinguish between “absolute privilege” and “qualified privilege”. (4 marks)
  - (ii) Analyse four situations where absolute privilege might exempt a person from liability for potentially defamatory statements. (8 marks)
- (c) Highlight five factors which might contribute to revocation of a proxy. (5 marks)
- (Total: 20 marks)**
- .....