



**CERTIFIED SECRETARIES (CS)**

**INTERMEDIATE LEVEL**

**MEETINGS: COMPLIANCE AND ADMINISTRATION**

**WEDNESDAY: 19 August 2026. Morning Paper.**

**Time Allowed: 3 hours.**

**This paper consists of five (5) questions. Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

**QUESTION ONE**

- (a) State **FOUR** purposes of an Agenda in a formal meeting. (4 marks)
- (b) A members' meeting discusses and passes a resolution on a substantive matter that was not included in the notice of meeting or agenda.
- With reference to the above statement, analyse **THREE** procedural implications of this decision. (6 marks)
- (c) Explain **FOUR** ways in which governance standards assist a corporate secretary to record, monitor and follow up action points arising from members' meetings. (4 marks)
- (d) A company uses an electronic board portal to circulate meeting papers, record attendance, support deliberations and store meeting records.

**Required:**

Examine **THREE** controls that should be implemented to ensure secure and reliable use of the electronic board portal. (6 marks)

**(Total: 20 marks)**

**QUESTION TWO**

- (a) A company has appointed a corporate secretary under a written engagement contract to support the board, maintain statutory records and advise on compliance matters.
- In relation to the above, identify **FOUR** contractual rights that support the corporate secretary in performing these official duties. (4 marks)
- (b) A Board committee makes final decisions on matters that are outside its approved terms of reference.
- Analyse **THREE** risks that may arise from this practice. (6 marks)
- (c) A Company is convening a final meeting in a voluntary liquidation.
- Explain **FOUR** requirements that should be met in issuing the notice, presenting the liquidator's final account and closing the meeting. (4 marks)
- (d) A County Assembly committee receives written memoranda, oral submissions and supporting documents from members of the public.

**Required:**

Recommend **THREE** safeguards that the clerk of the committee should apply when preparing and preserving this evidence. (6 marks)

**(Total: 20 marks)**

### QUESTION THREE

- (a) State **FOUR** documents required when registering a business name in Kenya. (4 marks)
- (b) A religious institution has changed its trustees and amended its constitution, but has not notified or filed the changes with the relevant regulator.
- Analyse **THREE** compliance concerns arising from this omission. (6 marks)
- (c) Explain **FOUR** controls that an organisation should apply over the custody and use of digital signature certificates used to authenticate corporate documents. (4 marks)
- (d) An organisation maintains both physical and electronic statutory records. Describe **THREE** components that should be included in its records retention and access policy. (6 marks)
- (Total: 20 marks)**

### QUESTION FOUR

- (a) Outline **FOUR** post-listing compliance obligations that a listed company should observe after its shares have been admitted to trading at a securities exchange. (4 marks)
- (b) A corporate secretary has failed to update the organisation's compliance calendar after changes in tax filing deadlines, social security remittance requirements and data protection obligations.
- Required:**
- Analyse **THREE** consequences that may arise from this failure. (6 marks)
- (c) A company intends to migrate from a manual register of members to an electronic share register.
- Explain **FOUR** controls that should be put in place to ensure that the electronic register is accurate, secure and legally reliable. (4 marks)
- (d) A company has declared dividends payable to joint holders, deceased shareholders' estates, minors and nominee shareholders.
- Examine **THREE** controls that should be applied to ensure that the dividends are paid to the proper persons and properly recorded. (6 marks)
- (Total: 20 marks)**

### QUESTION FIVE

- (a) Highlight **FOUR** circumstances that may require voting at a meeting to be conducted by poll rather than by show of hands. (4 marks)
- (b) A foreign company has opened a branch in Kenya and commenced operations before completing registration as a foreign company under Kenyan law.
- Analyse **THREE** compliance risks arising from this action. (6 marks)
- (c) An allotment of shares has been entered in the register of members but the supporting board authority and allotment documentation are incomplete.
- Explain **FOUR** steps that the corporate secretary should take to regularise the records. (4 marks)
- (d) Develop **THREE** measures that the board should adopt to embed continuous compliance monitoring across meetings, filings, registers and stakeholder commitments. (6 marks)
- (Total: 20 marks)**
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**CERTIFIED SECRETARIES (CS)**

**INTERMEDIATE LEVEL**

**MEETINGS: COMPLIANCE AND ADMINISTRATION**

**WEDNESDAY: 22 April 2026. Morning Paper.**

**Time Allowed: 3 hours.**

**This paper consists of five (5) questions. Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

**QUESTION ONE**

- (a) (i) With reference to the Companies Act, list **FIVE** statutory registers that a company must maintain and keep available for inspection at its registered office. (5 marks)
- (ii) State **FIVE** essential qualities of an effective chairperson of a meeting as recognised in corporate secretarial practice. (5 marks)
- (b) (i) Explain the difference between an ordinary resolution and a special resolution with reference to quorum requirements and nature of business transacted by each. (4 marks)
- (ii) Explain the meaning of the concept "quorum" (2 marks)
- (iii) Explain **TWO** consequences of a meeting proceeding without a quorum. (4 marks)

**(Total: 20 marks)**

**QUESTION TWO**

Zidi Tech Limited, a company listed on the Nairobi Securities Exchange, is planning a rights issue to fund its expansion into the East African region. The Board has directed the corporate secretary to ensure that all share registration and dividend management protocols are strictly followed to maintain investor confidence.

**Required:**

- (a) Outline the practical procedure the corporate secretary should follow to manage the closure of the register of members for the purpose of determining eligibility for the rights issue. (10 marks)
- (b) Explain the specific steps Zidi Tech Limited should take to identify, manage and report unclaimed dividends in accordance with the Unclaimed Financial Assets Act. (10 marks)

**(Total: 20 marks)**

**QUESTION THREE**

A State Corporation in Kenya has recently come under scrutiny after a governance audit revealed that it has not been fully compliant with Mwongozo. Specifically, the audit noted irregularities in board committee operations and a lack of transparency in stakeholder engagements.

**Required:**

- (a) Analyse **FIVE** specific governance parameters that the Board may have breached regarding the establishment and functions of Board Committees. (10 marks)
- (b) Examine the potential legal and reputational impacts on the State Corporation and its directors for failing to comply with the "comply or explain" principle stipulated in the Code. (10 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) With the rise of digital transformation, many companies are adopting Hybrid Annual General Meetings (AGMs).  
Evaluate **FIVE** risks associated with use of technology in such meetings and propose **FIVE** effective mitigation strategies for a company with a diverse and geographically dispersed shareholder base. (10 marks)
- (b) Evaluate the role and importance of Advisers such as Sponsors, Lawyers and Share Registrars during the process of listing a company on a securities exchange and assess how their contributions ensure regulatory compliance. (10 marks)
- (Total: 20 marks)**

#### QUESTION FIVE

- (a) You have been appointed as the first corporate secretary for a newly registered public benefit organisation. Design a comprehensive compliance health check/assessment template for the organisation to be used at the end of its first financial year in order to assess adherence to statutory requirements. (10 marks)
- (b) Kijito Limited has recently discovered that several documents executed under its common seal were not recorded in the register.

**Required:**

- (i) Advise the company secretary on **FIVE** measures that could be implemented to rectify the situation. (5 marks)
- (ii) Recommend to the company secretary on **FIVE** measures that could be taken to prevent recurrence. (5 marks)
- (Total: 20 marks)**
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**CERTIFIED SECRETARIES (CS)**

**INTERMEDIATE LEVEL**

**MEETINGS: COMPLIANCE AND ADMINISTRATION**

**WEDNESDAY: 3 December 2025. Morning Paper.**

**Time Allowed: 3 hours.**

**This paper consists of five (5) questions. Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

**QUESTION ONE**

(a) Describe **FIVE** ways of authenticating official documents. (5 marks)

(b) Public Benefit Organisations (PBOs) must meet all regulatory and statutory compliance requirements prior to obtaining formal registration and legal recognition.

With reference to the above statement, outline **FIVE** compliance requirements that must be fulfilled during the registration of a Public Benefit Organisation. (5 marks)

(c) Analyse **FIVE** mechanisms that may be applied to maintain order during meetings. (5 marks)

(d) Explain **FIVE** legal requirements that must be complied with when convening a meeting in a public place. (5 marks)

**(Total: 20 marks)**

**QUESTION TWO**

(a) Identify **SIX** requirements that must be met for a hybrid members' meeting to be considered valid. (6 marks)

(b) Describe **THREE** items that form part of the Order of Business in the House at a legislative meeting. (6 marks)

(c) A Certified Secretary intending to take up professional engagement with a new client must follow a structured clearance process.

With reference to the above statement, explain **FOUR** steps involved in this clearance process. (8 marks)

**(Total: 20 marks)**

**QUESTION THREE**

(a) In line with Governance Standards and Guidelines, the filing of annual returns is a critical obligation for organisations and companies.

Outline **FOUR** governance requirements that should be met regarding these filings. (4 marks)

(b) Shareholders who hold a particular class of shares may convene a class meeting to deal with matters affecting their specific rights.

Examine **SIX** roles of such meetings in the governance of a company. (6 marks)

(c) The inaugural board meeting of a newly established company plays a critical role in setting the foundation for effective governance.

With reference to the above statement, identify **FIVE** matters that are addressed during this board meeting. (5 marks)

- (d) Shareholders for Jitihada Limited have convened an urgent extraordinary general meeting after a petition for liquidation of their company was filed by a creditor.

Explain **FIVE** grounds under which the court may order the liquidation of the company.

(5 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) Organisations are increasingly moving from traditional statutory reporting towards Integrated Reporting (IR).

**Required:**

Explain **FIVE** benefits associated with this shift.

(5 marks)

- (b) An organisation's compliance strategy emphasises the need for periodical fit and proper tests for directors.

With reference to the above statement, describe **FIVE** areas that the tests should cover to ensure directors remain compliant and suitable to hold office.

(5 marks)

- (c) Summarise **FIVE** ways in which a company could effectively manage unclaimed shares.

(10 marks)

**(Total: 20 marks)**

#### QUESTION FIVE

- (a) Kato Limited intends to publicly issue its shares early next year. Explain **FIVE** possible methods the company might use to achieve this objective.

(5 marks)

- (b) XYZ Limited declared dividends from its reserves in the last financial year.

Analyse **FIVE** conditions that the company must have met to qualify for distribution of dividends from reserves.

(5 marks)

- (c) Discuss **FIVE** risks that organisations may face when conducting virtual meetings.

(10 marks)

**(Total: 20 marks)**

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**CS INTERMEDIATE LEVEL**

**MEETINGS: COMPLIANCE AND ADMINISTRATION**

**WEDNESDAY: 20 August 2025. Morning Paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

**QUESTION ONE**

- (a) Outline **FIVE** statutory requirements for managing occupational safety and health (OSH) registers. (5 marks)
- (b) Before a general meeting, shareholders can propose resolutions or statements for circulation. However, the law permits companies to reject these requests under specific conditions.

With reference to the above statement, explain **FIVE** circumstances under which a company may do so. (10 marks)

- (c) Evaluate **FIVE** legal and procedural requirements for the valid execution of a document under a common seal. (5 marks)

**(Total: 20 marks)**

**QUESTION TWO**

- (a) Under the concept of shares with differential rights, explain **FOUR** rights that can be attached to shares. (4 marks)
- (b) With advances in information technology, many legislative bodies now hold virtual meetings. However, there are important legal factors to consider in ensuring these meetings are valid, secure and effective.

In relation to the above statement, identify **FIVE** legal considerations for convening virtual meetings by the National Assembly. (5 marks)

- (c) Company listing on a securities exchange is a complex process that requires expertise from various advisers to ensure compliance, effective share distribution and clear communication to stakeholders.

With reference to the above statement, summarise **FIVE** essential roles played by advisers during such a process. (5 marks)

- (d) Explain **THREE** governance principles outlined in the governance standards and guidelines regarding the conduct of general meetings. (6 marks)

**(Total: 20 marks)**

**QUESTION THREE**

- (a) Professional bodies such as the Institute of Certified Secretaries (ICS) offer Continuous Professional Development (CPD) to its members as part of professional growth and development. Adopting best practices in implementing CPD helps ensure that learning activities lead to meaningful professional growth and enhanced job performance.

**Required:**

Explain **FOUR** best practices that Company Secretaries could employ to ensure effective CPD. (4 marks)

- (b) A shareholders' agreement is essential for outlining the rights and responsibilities of shareholders, helping to prevent conflicts and guide company governance.

With reference to the above statement, identify **FIVE** objectives of a shareholders' agreement. (5 marks)

- (c) Examine **FIVE** ways a liquidator can maintain impartiality and avoid conflicts of interest. (5 marks)
  - (d) Describe **SIX** benefits of Subsequent Board Meetings. (6 marks)
- (Total: 20 marks)**

**QUESTION FOUR**

- (a) Describe **FIVE** stages of the evolution of the corporate secretarial profession in Kenya. (5 marks)
- (b) Board papers must be carefully prepared to ensure that they meet governance standards and effectively support the board's decision-making process.

**Required:**

Explain **FIVE** critical steps involved in the preparation of board papers in line with governance standards. (5 marks)

- (c) Assess **FIVE** mandatory legal requirements for keeping the register of charges and debentures. (5 marks)
  - (d) Discuss **FIVE** legal procedures for amending the articles of association of a company. (5 marks)
- (Total: 20 marks)**

**QUESTION FIVE**

- (a) Corporate Minute Books are vital for documenting important company decisions. Proper management keeps records accurate and compliant.

**Required:**

Analyse **FIVE** best practices for managing Corporate Minute Books. (5 marks)

- (b) An effective board should operate with a structure and foresight. A board annual work plan and calendar helps ensure the board addresses key governance, compliance and strategic matters throughout the year.

With reference to the above statement, evaluate **FIVE** elements that should be included in a board's annual work plan and calendar. (5 marks)

- (c) The specific requirements for the registration and compliance for residents' associations may vary depending on the county or local government jurisdiction.

Enumerate **FIVE** guidelines to these requirements. (5 marks)

- (d) Explain **FIVE** types of restrictions that could affect a company's ability to distribute dividends to shareholders. (5 marks)

**(Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

**THURSDAY: 24 April 2025. Morning Paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

#### QUESTION ONE

- (a) Capital Markets Authority (CMA) Circular No. CMA/MRT/005/2020 was issued on 27 May 2020, providing requirements for convening and conducting virtual general meetings by issuers of securities to the public.

With reference to the above statement, outline **FIVE** guidelines contained in the circular. (5 marks)

- (b) The removal of a corporate secretary requires the passing of a board resolution to terminate the appointment and notification of the registrar of companies by filing the appropriate form CR-13 to officially record the change.

Explain **FIVE** grounds for the removal of a corporate secretary from office. (5 marks)

- (c) Meeting etiquette is critical for effective and productive meetings.

Illustrate **FIVE** demonstrations of good etiquette in virtual meetings. (5 marks)

- (d) Evans Kola is launching a lawsuit against XYZ publishers for a defamation claim.

Analyse **FIVE** elements of the claim. (5 marks)

**(Total: 20 marks)**

#### QUESTION TWO

- (a) Explain **FIVE** duties of an appointed liquidator in the first meeting of creditors during the liquidation of a company. (5 marks)

- (b) Bidii Limited Company has given a notice for a general meeting to discuss and approve the financial results for 2023/2024 Financial Year.

Outline **FIVE** parties that must be invited to the meeting. (5 marks)

- (c) A director's power is limited by the law, primarily through restrictions.

Summarise **FIVE** limitations of directors' powers. (10 marks)

**(Total: 20 marks)**

#### QUESTION THREE

- (a) Modern organisations have greatly embraced artificial intelligence in conducting and managing their meetings.

Outline **FIVE** ethical issues that may arise from this move. (5 marks)

- (b) Compliance failures can have a negative impact on an organisation and its members of staff.

Describe **FIVE** strategies an organisation might adopt to restore a compliance culture after such failures. (5 marks)

- (c) When asking questions in the National Assembly, members of the National Assembly must ensure that their enquiries meet certain standards.

With reference to the above statement, analyse **FIVE** factors that members of the National Assembly should consider when framing questions in legislative discussions.

(10 marks)

**(Total: 20 marks)**

#### **QUESTION FOUR**

- (a) ABC Limited is preparing for a call on its shares.

Summarise **FIVE** requirements during this exercise.

(5 marks)

- (b) The Unclaimed Assets Law requires unclaimed dividends to be transferred to the Unclaimed Financial Assets Authority after the prescribed period.

Explain **FIVE** actions that a company secretary might undertake to minimise the number of outstanding dividend warrants.

(5 marks)

- (c) Borabora Traders carries out its business as an unlimited company.

Explain **FIVE** merits of operating a business as an unlimited company.

(10 marks)

**(Total: 20 marks)**

#### **QUESTION FIVE**

- (a) Explain **FIVE** types of classified information held within a company.

(5 marks)

- (b) Analyse **FIVE** good governance practices for the maintenance and security of minutes in electronic form.

(5 marks)

- (c) Nyuki Sellers is contemplating issuance of shares to the public.

With reference to the above statement, explain **FIVE** methods that the company might adopt to achieve this.

(10 marks)

**(Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

**WEDNESDAY: 4 December 2024. Morning Paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

#### QUESTION ONE

- (a) Integrated reporting is a holistic approach to corporate reporting.  
Highlight **FOUR** benefits of this approach. (4 marks)
- (b) The requirements for the circulation of resolutions in a member's meeting can vary with the jurisdiction and the company's constitution or articles of association.  
Examine **FIVE** such requirements. (5 marks)
- (c) Explain **FIVE** strategies that could be employed to mitigate emerging challenges posed by virtual meetings. (5 marks)
- (d) Outline **SIX** differences between "postponement of a meeting" and "adjournment of a meeting". (6 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) Outline **FOUR** reasons for maintaining registers of interests in voting shares for a public company. (4 marks)
- (b) The requirements for keeping records of County and National Assembly meetings in Kenya are contained in various laws and regulations.  
Enumerate **FOUR** such requirements. (4 marks)
- (c) The first step in creating a business compliance checklist is to identify all relevant regulations that apply to the organisation.  
Identify **FOUR** items that are found in a compliance checklist of an organisation. (4 marks)
- (d) The legal provisions regarding the convening and management of board and committee meetings are primarily governed by the Companies Act, 2015 and the company's articles of association.  
Discuss **FOUR** legal provisions on convening and management of meetings. (8 marks)
- (Total: 20 marks)**

#### QUESTION THREE

- (a) Outline **FOUR** requirements of a liquidator where a liquidation order is issued by a court. (4 marks)
- (b) Minutes extracts are records of deliberations and resolutions on certain agenda items.  
Highlight **FIVE** components of these extracts according to the governance standards (GS 003). (5 marks)
- (c) Explain **FIVE** defenses that a defendant could argue against a defamation suit. (5 marks)

- (d) The Public Order Act (Cap 56) and the National Police Service Act, 2011 govern police powers in relation to public and private meetings in Kenya.

Outline **SIX** aspects of police powers in relation to public and private meetings.

(6 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) A Common Seal is not a mandatory requirement under The Companies Act No.17 of 2015, however, there are circumstances that may require the use of a Common Seal.

Highlight **FIVE** such circumstances.

(5 marks)

- (b) Outline **FIVE** objectives of the Retirement Benefits Authority (RBA) or an equivalent regulatory body in your country.

(5 marks)

- (c) Summarise **FIVE** ways through which Artificial Intelligence (AI) can boost meeting productivity and efficiency.

(5 marks)

- (d) Describe **FIVE** agenda items that constitute the ordinary business of an Annual General Meeting (AGM).

(5 marks)

**(Total: 20 marks)**

#### QUESTION FIVE

- (a) Identify **FOUR** benefits of dematerialising securities.

(4 marks)

- (b) Summarise **FIVE** advantages of outsourcing share registry services.

(5 marks)

- (c) Highlight **FIVE** reasons why a Corporate Secretary should participate in a Continuous Professional Development (CPD) program.

(5 marks)

- (d) Explain **SIX** strategies that an organisation should put in place to ensure effective compliance programme.

(6 marks)

**(Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

WEDNESDAY: 21 August 2024. Morning Paper.

Time Allowed: 3 hours.

Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.

#### QUESTION ONE

- (a) Explain **FOUR** ways in which members are supposed to behave whenever the speaker is in the assembly or rises to intervene in a debate. (4 marks)
  - (b) Identify **FIVE** parties that could represent a creditor at a creditors meeting. (5 marks)
  - (c) Explain **FIVE** roles of stock brokers in securities markets. (5 marks)
  - (d) Outline **SIX** documents that may be maintained at the registered office of a company. (6 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) Describe **FOUR** types of dividends that could be issued by a company. (4 marks)
  - (b) Identify **FIVE** items of annual returns made by the cooperative societies in your country. (5 marks)
  - (c) The Corporate Secretary plays a critical role in ensuring a company operates smoothly and adheres to regulations.  
  
Analyse **FIVE** of these roles. (5 marks)
  - (d) Explain **SIX** benefits of holding meetings virtually. (6 marks)
- (Total: 20 marks)**

#### QUESTION THREE

- (a) Explain **FIVE** characteristics of a good resolution made in a meeting. (5 marks)
  - (b) Company meetings are essential for governance, strategic planning, decision-making and communication within an organisation.  
  
Explain **FIVE** types of company meetings. (5 marks)
  - (c) Explain **FIVE** corporate governance considerations expected of a company prior to listing in the securities exchange. (5 marks)
  - (d) Evaluate **FIVE** fundamental objectives of pension products offered by insurance companies. (5 marks)
- (Total: 20 marks)**

#### QUESTION FOUR

- (a) Dividends can be declared out of reserves under specific conditions.  
  
Examine **FOUR** such conditions. (4 marks)
- (b) Rights issue and bonus issue are both methods companies use to raise capital or reward shareholders.  
  
Explain **FOUR** differences between a “rights issue” and a “bonus issue”. (8 marks)

- (c) Developing a strong compliance strategy ensures that an organisation adheres to legal requirements, industry standards and internal policies.

Explain **FOUR** steps necessary to develop this strategy.

(8 marks)

**(Total: 20 marks)**

**QUESTION FIVE**

- (a) Examine **FOUR** requirements for affixation of the common seal of a company. (4 marks)

- (b) A records' retention schedule is a document that is crucial to many organisations.

Identify **FIVE** benefits an organisation could derive by successfully developing and implementing such a schedule. (5 marks)

- (c) Identify **FIVE** types of minutes. (5 marks)

- (d) Resolutions are recorded or written decisions of a board or general meeting of an organisation.

Analyse **SIX** types of resolutions.

(6 marks)

**(Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

**WEDNESDAY: 24 April 2024. Morning Paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

#### QUESTION ONE

- (a) The conditions for adjourning meetings can vary depending on the context of the meeting.  
Explain **FOUR** such conditions for formal meetings. (4 marks)
- (b) Working from home may mean relying heavily on online meetings. However, there are many risks associated with hosting virtual meetings from home.  
Explain **FIVE** ways of mitigating against such risks. (5 marks)
- (c) Outline **FIVE** skills that are essential for company secretaries to effectively fulfil their role within an organisation. (5 marks)
- (d) Explain **SIX** reasons why a company may undergo a creditors' voluntary liquidation. (6 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) A prospectus is a disclosure document inviting the public to subscribe to the securities of the company to enable the investor to make rational investment decisions.  
Assess **FOUR** types of prospectus used by companies when raising additional capital. (4 marks)
- (b) Explain **FIVE** best practices for corporate governance reporting. (5 marks)
- (c) Identify **FIVE** types of matters that may be discussed during the first board meeting of a company. (5 marks)
- (d) Every year, there arises a huge number of unclaimed dividends across all listed companies.  
Identify **SIX** factors leading to this situation. (6 marks)
- (Total: 20 marks)**

#### QUESTION THREE

- (a) An extraordinary general meeting occurs outside the regular scheduled general meetings.  
Examine **FOUR** reasons why this meeting may be necessary. (4 marks)
- (b) Virtual meetings have become deeply ingrained in the corporate world, transforming communication and collaboration landscapes.  
Outline **FOUR** positive impacts of such meetings. (4 marks)
- (c) Individuals that own common shares (shareholders) of company stock are viewed as the true owners of that company.  
Explain **FOUR** rights that they possess. (4 marks)
- (d) While debate in the National Assembly serves a crucial role in democracy, it faces several limitations that can hinder its effectiveness.  
Explain **FOUR** procedural limitations to these debates. (8 marks)
- (Total: 20 marks)**

#### QUESTION FOUR

- (a) Identify **FOUR** duties of a liquidator in liquidation initiated by the court. (4 marks)
  - (b) Outline **FIVE** basic compliance elements that an organisation can adopt in developing an effective compliance and ethics programme. (5 marks)
  - (c) In deciding the method for holding company meetings, identify **FIVE** factors to consider. (5 marks)
  - (d) Assess **SIX** characteristics distinguishing cooperatives from companies. (6 marks)
- (Total: 20 marks)**

#### QUESTION FIVE

- (a) Identify **FOUR** purposes served by the Board Annual Calendar. (4 marks)
  - (b) Board papers are crucial documents used to inform and prepare directors for board meetings. Effective board papers provide concise information on key issues enabling directors to make informed decisions.  
  
Identify **FIVE** characteristics that make Board Papers effective. (5 marks)
  - (c) Examine **FIVE** considerations for the use of an official seal in a foreign country. (5 marks)
  - (d) The National Assembly regularly adjourns and breaks for recess. Analyse **THREE** potential advantages of such adjournments to the general public. (6 marks)
- (Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

**WEDNESDAY: 6 December 2023. Morning Paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

#### QUESTION ONE

- (a) As a Company Secretary, outline **FOUR** precautions you would take to ensure proper use and custody of the company's seal. (4 marks)
- (b) Highlight **SIX** constituent parts of the directors' report in an annual report. (6 marks)
- (c) When shares are sold at a premium, the amount of the premium is transferred to a share premium account and treated as share capital.

Evaluate **FIVE** permitted uses of the share premium proceeds according to the Companies Act. (10 marks)

**(Total: 20 marks)**

#### QUESTION TWO

- (a) Identifying the Beneficial Owner (BO) is crucial in various legal and financial contexts such as anti-money laundering (AML), know your Customer (KYC) regulations and corporate governance.

With reference to the above statement, outline **FOUR** criteria for such identification. (4 marks)

- (b) Identify **SIX** ways through which companies can manage unclaimed dividends. (6 marks)
- (c) Analyse **FIVE** provisions that are typically included in shareholders' agreements. (10 marks)

**(Total: 20 marks)**

#### QUESTION THREE

- (a) Virtual meetings enable people in different physical locations to meet in the same virtual room.

With reference to the above statement, identify **FIVE** factors you would consider when planning and conducting virtual meetings. (5 marks)

- (b) In developing a compliance strategy and plan, explain **FIVE** items to be included in the compliance checklist to be drafted for an organisation. (5 marks)
- (c) While board members have significant decision-making authority, there are various restrictions on their powers to ensure accountability, transparency and compliance with legal and ethical standards.

Explain **FIVE** restrictions that are placed on board members' powers. (10 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) As the chairperson of a Board, describe **FIVE** strategies you would use to maintain order in meetings. (5 marks)
- (b) Outline **FIVE** reasons that could lead to the removal of a corporation secretary. (5 marks)
- (c) Professional ethics govern the conduct of professionals in their work.

##### **Required:**

Examine **FIVE** principles of professional ethics. (5 marks)

- (d) The powers of debenture holders vary depending on the terms of their debentures.

In light of this statement, highlight **FIVE** characteristics of meetings of debenture holders. (5 marks)

**(Total: 20 marks)**

**QUESTION FIVE**

- (a) Describe **FOUR** essential traits of a corporation secretary. (4 marks)
- (b) Highlight **SIX** reasons why compliance programmes fail. (6 marks)
- (c) The general rule is that for motions to be moved in a legislative body they require notice to be given, however there are certain motions that may be moved without notice.

**Required:**

Explain **FIVE** motions which may be moved without notice.

(10 marks)

**(Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

**WEDNESDAY: 23 August 2023. Morning Paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

#### QUESTION ONE

- (a) During meetings, claims against defamation may arise. To avoid liability or reduce damages, a defendant may need to apply some defenses.

Identify **FIVE** such defenses. (5 marks)

- (b) A new company, ABC Ltd., was recently registered and has started operations without the services of a corporate secretary. As a consultant, advise ABC Ltd. on **FIVE** roles of the secretary as per the governance standards and guidelines. (5 marks)

- (c) Requirements for the circulation of resolutions in a members' meeting can vary with jurisdiction and the specific company's constitution or articles of association.

Outline **FIVE** requirements for such circulation of resolutions. (5 marks)

- (d) Jobbys Ltd. has put in place a dividend policy that sets out the parameters and circumstances that will be considered by the Board of Directors in determining the distribution of dividend to its shareholders or retaining profits earned by the Company.

In view of the above statement, identify **FIVE** circumstances when the Board may deviate from this policy and restrict dividend distribution to its shareholders. (5 marks)

**(Total: 20 marks)**

#### QUESTION TWO

- (a) List **FOUR** conditions that would invalidate proceedings of a meeting. (4 marks)

- (b) Analyse **THREE** legal instruments governing virtual meetings. (6 marks)

- (c) Public limited liability companies are by law required to hold annual general meetings.

Discuss **FIVE** compliance requirements according to the Companies Act 2015. (10 marks)

**(Total: 20 marks)**

#### QUESTION THREE

- (a) Integrated reporting is a process founded on integrated thinking for communicating an organisation's agenda.

Summarise **FOUR** benefits of integrated reporting as a holistic approach to corporate reporting. (4 marks)

- (b) Examine **FOUR** requirements for keeping records of County and National Assembly meetings as contained in various laws and regulations. (8 marks)

- (c) Describe **FOUR** stages of the evolution of the corporate secretarial profession in your country. (8 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) Identify **FOUR** agenda items of notices for general meetings. (4 marks)
- (b) Assess **TWO** benefits of a prospectus to an investor of shares listed at the Securities Exchange. (4 marks)
- (c) A certified secretary working in an international company may be required to ensure documents are authenticated and validated.

Discuss **THREE** steps followed when authenticating documents for international use. (6 marks)

- (d) The idea behind committees of the board is to tap into the specific talents, skills and expertise of the individual board directors, to inform and educate the full board on particular areas of concern.

Explain **THREE** benefits of these committees in execution of Board agenda. (6 marks)

**(Total: 20 marks)**

#### QUESTION FIVE

- (a) Memorandum of association is one of the prerequisite documents that is prepared by promoters to set up a company.

Explain the process involved in altering the memorandum of association. (5 marks)

- (b) Identify **SEVEN** legal requirements that have to be met for minutes of a company to be admissible in a court of law. (7 marks)

- (c) Parliament is the legislative assembly of political representatives of a given country. One of its roles is to debate and make laws which are passed by majority vote.

In view of the above statement, discuss **FOUR** voting methods used in Parliament. (8 marks)

**(Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

WEDNESDAY: 26 April 2023. Morning Paper.

Time Allowed: 3 hours.

Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.

#### QUESTION ONE

- (a) Outline **FIVE** challenges that one may consider when planning for public meetings. (5 marks)
  - (b) Identify **FIVE** qualities required for an effective chairperson in a meeting. (5 marks)
  - (c) Registration of Certified Public Secretaries Board (RCPSB) is established under the Certified Public Secretaries of Kenya Act Cap 534 of the Laws of Kenya.  
Assess **FIVE** roles played by this Board. (5 marks)
  - (d) Certified Secretaries are required to be 'in good standing' as part of professional development.  
With reference to the above statement, explain **FIVE** benefits of continuous professional development to a Certified Secretary. (5 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) Identify **FIVE** rules of etiquette that should be observed during a virtual meeting. (5 marks)
  - (b) Explain **FIVE** elements to consider when preparing the Board's annual work plan. (5 marks)
  - (c) Juicer Company Ltd. has been struggling to meet its financial obligations. During the last Board meeting, the directors were sceptical of a compulsory liquidation.  
According to the Insolvency Act 2015, analyse **FIVE** circumstances in which a company may be liquidated by the Court. (5 marks)
  - (d) Highlight **FIVE** documents required by the Retirement Benefits Regulator in your country, for consideration during the setting up of a pension scheme. (5 marks)
- (Total: 20 marks)**

#### QUESTION THREE

- (a) Explain **FIVE** elements of an effective compliance programme. (5 marks)
  - (b) List **SEVEN** persons who may represent a creditor during a creditors' meeting. (7 marks)
  - (c) Analyse **FOUR** characteristics of a successful dividend stock. (8 marks)
- (Total: 20 marks)**

#### QUESTION FOUR

- (a) Explain the order of precedence to be followed by the clerk in administering the oath of affirmation of office to members of the National Assembly. (4 marks)
  - (b) Every company should maintain a register containing particulars of documents on which the official seal of the company has been affixed.  
Explain **FIVE** contents of this register. (5 marks)
  - (c) Identify **FIVE** benefits of statutory reporting. (5 marks)
  - (d) Assess **THREE** advisers necessary, during listing at the securities exchange. (6 marks)
- (Total: 20 marks)**

### QUESTION FIVE

- (a) For meetings to be considered valid, they need to be set out in accordance with the requirements provided in the statutory instruments governing the operations of the organisation.

Examine **FOUR** cross cutting legal issues that a Secretary should focus on to ensure validity of a meeting (4 marks)

- (b) (i) Define the term dematerialisation of shares. (2 marks)
- (ii) Explain **SIX** advantages of dematerialisation of shares. (6 marks)
- (c) Explain **FOUR** requirements for one to be deemed a beneficial owner as per the Companies (Beneficial Ownership Information) Regulations, 2020. (8 marks)

**(Total: 20 marks)**

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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

WEDNESDAY: 7 December 2022. Morning Paper.

Time Allowed: 3 hours.

Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.

#### QUESTION ONE

- (a) Explain **FIVE** types of company meetings. (5 marks)
- (b) Summarise **FIVE** considerations an organisation should make while selecting the technology for virtual meetings. (5 marks)
- (c) Highlight **FIVE** matters that may be discussed during the first board meeting of a company. (5 marks)
- (d) Evaluate **FIVE** corporate governance considerations by a company prior to listing in the securities exchange. (5 marks)

(Total: 20 marks)

#### QUESTION TWO

- (a) Identify **FIVE** parties that may petition a court to liquidate a company. (5 marks)
- (b) Assess **FIVE** circumstances under which a member of the National Assembly may move a motion for the removal of the speaker or deputy speaker. (5 marks)
- (c) Explain **FIVE** objectives of insurance regulatory in your country. (5 marks)
- (d) Highlight **FIVE** details contained in the register of directors. (5 marks)

(Total: 20 marks)

#### QUESTION THREE

- (a) Explain **THREE** circumstances when it is appropriate for a company to use a common seal on a document. (3 marks)
- (b) List **FIVE** factors affecting dividend policy of a company. (5 marks)
- (c) Describe **SIX** roles of the Board Secretary. (12 marks)

(Total: 20 marks)

#### QUESTION FOUR

- (a) Explain **TWO** circumstances that may lead members present at a general meeting to elect one of themselves to preside at the meeting. (4 marks)
- (b) You have been engaged as a Company Secretary for the provision of consultancy services to a members' association where delegates represent members in the Annual General Meeting of the association.  
  
Describe **FOUR** provisions you would include in the constitution of the Association to ensure that the members are protected from the arbitrary powers of the board of directors. (8 marks)
- (c) Appraise **EIGHT** steps necessary to develop a strong compliance strategy in an organisation. (8 marks)

(Total: 20 marks)

#### QUESTION FIVE

- (a) The rules of a securities exchange shall, where applicable, support the self-regulatory functions of the securities exchange. With reference to this statement, highlight **FOUR** objectives of the rules of the securities exchange in relation to the self-regulatory function. (4 marks)
- (b) Discuss **FOUR** principles that govern the conduct of a Certified Secretary. (8 marks)
- (c) Examine **FOUR** demerits of paper share certificates. (8 marks)

(Total: 20 marks)

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**CS INTERMEDIATE LEVEL**

**PILOT PAPER**

**MEETINGS: COMPLIANCE AND ADMINISTRATION**

**December 2021.**

**Time Allowed: 3 hours.**

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

**QUESTION ONE**

- (a) Explain four roles of a chair during a meeting. (4 marks)
- (b) Discuss the legal defences and remedies for defamation in your country. (16 marks)
- (Total: 20 marks)**

**QUESTION TWO**

- (a) Waridi is the company secretary of XYZ Limited and has given you the task of confirming if the company's current annual returns comply with the requirements for the content of annual returns as provided for in the Companies Act, 2015. Explain the requirements. (14 marks)
- (b) Explain the general rules for voting powers by members on company resolutions under Kenya's company law. (6 marks)
- (Total: 20 marks)**

**QUESTION THREE**

- (a) Explain three documents of proxy that are sent by a company in relation to a general meeting. (6 marks)
- (b) Examine five requirements for keeping company resolutions and meetings according to the Companies Act, 2015. (10 marks)
- (c) Highlight the presumptions made under the law in Kenya where records of a company's general meeting exist. (4 marks)
- (Total: 20 marks)**

**QUESTION FOUR**

- (a) Explain five points to consider when arranging a virtual meeting. (10 marks)
- (b) Explain five ways of mitigating risks that are attendant to virtual meetings. (10 marks)
- (Total: 20 marks)**

**QUESTION FIVE**

- (a) Explain the legal position in Kenya with regard to directors convening a general meeting due to loss of a public company's capital. (12 marks)
- (b) Explain two exceptions that apply to the rule under Kenya's company law that two qualifying persons present at a meeting are a quorum. (4 marks)
- (c) Which two parties can make an application to the High Court to convene a general meeting? (4 marks)
- (Total: 20 marks)**
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**CS INTERMEDIATE LEVEL**

**MEETINGS: COMPLIANCE AND ADMINISTRATION**

**TUESDAY: 5 April 2022. Morning paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

**QUESTION ONE**

- (a) You are the corporate secretary of Pluto Ltd. and the managing director has requested you to draft an “extract resolution”. The extract resolution will be presented to the bank for a mandate change.

**Required:**

Outline six contents of an extract resolution. (6 marks)

- (b) (i) Suggest four reasons why the Institute of Certified Secretaries (ICS) issues governance standards and guidelines. (4 marks)
- (ii) Summarise six essentials of Governance Guideline 1 (CG1) on requirements for publicity and advertisement of professional services. (6 marks)
- (c) Explain four legal provisions in the minutes of a company directors’ meeting. (4 marks)

**(Total: 20 marks)**

**QUESTION TWO**

- (a) Justify why organisations prepare Board work plans. (7 marks)
- (b) Highlight eight components of dividend warrant. (8 marks)
- (c) With reference to insolvency proceedings, highlight two duties of the chairperson in a creditors meeting immediately after the meeting. (2 marks)
- (d) State three documents that a company should send to proxies, if the company intends to hold a virtual general meeting. (3 marks)

**(Total: 20 marks)**

**QUESTION THREE**

- (a) With reference to registration and compliance, outline six functions of the Business Registration Service (BRS) or its equivalent today in your country. (6 marks)
- (b) An organisation may have more than one official seal.
- With reference to the above statement, explain four provisions relating to the use of seals outside Kenya, to be included in the sealing policy of an organisation. (4 marks)
- (c) Describe five ways of issuing shares to the public. (5 marks)
- (d) With reference to the law of defamation:
- (i) List three elements of offer of amends that are required in order for it to be accepted. (3 marks)
- (ii) Explain the legal effect of a statement made by a member of parliament outside of parliament. (2 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) (i) Since the chairman derives authority from his appointment, summarise three instances that may limit his authority. (3 marks)
- (ii) Describe six actions that the chair of a meeting could take to ascertain the sense of the meeting. (6 marks)
- (b) "The principle which requires that the chairman at a meeting should accept and put to the meeting all motions which are relevant to the business to be transacted thereat also applies to amendments. No amendments should be rejected save on one or all of the following grounds":
- (i) With reference to the above statement, discuss six grounds when an amendment might be rejected. (6 marks)
- (ii) In wording an amendment, there must be direct identification of the part or parts of the motion to be altered. This may be done by proposing in four ways.
- Identify three ways amendments to motions may be done. (3 marks)
- (c) Cite two circumstances when a resolution may not be moved at a general meeting. (2 marks)
- (Total: 20 marks)**

#### QUESTION FIVE

- (a) Describe four circumstances that might lead to one being disqualified from registering as a practising certified secretary. (4 marks)
- (b) An issuer, listing on any market segment other than the growth enterprise market segment, shall appoint one or more lead transaction advisors and a sponsoring stockbroker when seeking listing of the securities on the exchange shall inform the exchange in writing of this appointment.
- With reference to listing at the securities exchange:
- (i) Highlight six responsibilities of a sponsoring stockbroker. (6 marks)
- (ii) Summarise four instances when an additional sponsoring stockbroker shall be appointed by issuer. (4 marks)
- (c) Discuss three benefits that could be derived by an organisation from having an effective compliance strategy. (6 marks)
- (Total: 20 marks)**
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## CS INTERMEDIATE LEVEL

### MEETINGS: COMPLIANCE AND ADMINISTRATION

**WEDNESDAY: 3 August 2022. Morning paper.**

**Time Allowed: 3 hours.**

**Answer ALL questions. Marks allocated to each question are shown at the end of the question. Do NOT write anything on this paper.**

#### QUESTION ONE

- (a) Explain the term “public place” in regard to public order legislation. (2 marks)
- (b) Describe three contents of a notice for a public meeting issued by a regulating officer or the police. (3 marks)
- (c) Discuss five reasons why an organisation might prefer to employ an in-house corporate secretary and not outsource. (10 marks)
- (d) Analyse five characteristics of a good resolution in a meeting. (5 marks)

**(Total: 20 marks)**

#### QUESTION TWO

- (a) Discuss five roles of a corporation secretary in a shareholders’ meeting. (5 marks)
- (b) According to Mwongozo; the code of governance for state corporations, the conduct of Board meetings may be undertaken through tele/video conferencing in the case where some of the participants might not be physically present.  
Assess five guiding principles for such board meetings. (5 marks)
- (c) Explain five steps followed to ensure compliance strategy and planning is effected in an organisation. (5 marks)
- (d) Describe five conditions to be met for a creditor under a bill of exchange or a promissory note to vote in a creditor’s meeting. (5 marks)

**(Total: 20 marks)**

#### QUESTION THREE

- (a) Discuss four ways in which members are supposed to behave whenever the speaker of the National Assembly is in the assembly or rises to intervene in a debate. (4 marks)
- (b) Identify six documents required by law to be kept at the registered office of a company. (6 marks)
- (c) Describe the procedure to be followed by a company to alter its memorandum of association. (6 marks)
- (d) Describe four requirements for affixation of the common seal of a company. (4 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) Appraise five roles of stock brokers in securities markets. (5 marks)
- (b) Explain six contents of an annual return made by the co-operative societies in your country. (5 marks)
- (c) Assess five benefits of having a compliance strategy to an organisation. (10 marks)

**(Total: 20 marks)**

#### QUESTION FIVE

- (a) Discuss three legally permitted uses of the share premium on issued shares. (3 marks)
- (b) Examine five shares payment methods. (5 marks)
- (c) Describe four types of dividends that could be issued by a company (4 marks)
- (d) Evaluate eight benefits to attendees of holding meetings virtually (8 marks)

**(Total: 20 marks)**

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**CS INTERMEDIATE LEVEL**

**MEETINGS: COMPLIANCE AND ADMINISTRATION**

**THURSDAY: 16 December 2021.**

**Time Allowed: 3 hours.**

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

**QUESTION ONE**

- (a) XYZ Ltd. is a newly registered company whose objects are to develop information technology systems for both the agriculture sector and the retail industry.

The company intends to hold its first board meeting on 20 December 2021.

As the first company secretary of the new board, advise the board on the business which is normally conducted during the first meeting of the board of directors. (6 marks)

- (b) The Articles of Peponi Company Ltd. do not provide for adjournment of meetings. The company held a board meeting last week but was not able to resolve all matters in the agenda.

With reference to case law, advise the board of Peponi Company Ltd. on adjournment of meetings, where adjournment is not provided for by the Articles of Association. (8 marks)

- (c) In a meeting of members of Pwani Golf Club (PGC) Mamboleo Ukapi, a club member accused the President of Pwani Golf Club of misappropriation of the Club's funds.

The President was aggrieved and intends to file a case on defamation.

Advise the President of PGC on qualified privilege, a defense that Mamboleo Ukapi could seek from the court.

(6 marks)

**(Total: 20 marks)**

**QUESTION TWO**

- (a) The order paper is a schedule showing the sequence of agenda items called orders of the day to be dealt with by a County Assembly at a sitting.

Outline six matters which are normally not included in the order paper but enable the County Assembly to fulfil its mandate, roles and functions at a sitting. (6 marks)

- (b) With respect to members voluntary winding up of a company and specifying notice period, explain the following:

(i) Notice of a meeting for the general meeting to pass a winding up resolution. (2 marks)

(ii) Notice of subsequent general meetings after a winding up resolution has been passed. (2 marks)

(iii) Notice of one final meeting summoned by the liquidator. (2 marks)

(iv) Notice of a meeting of creditors in case of insolvency if the liquidator is of the opinion that the company will not be able to pay its debts in full within the period stated in the statutory declaration of solvency. (4 marks)

- (c) With reference to board effectiveness, summarise four prerequisites for facilitating good decision making at board meetings. (4 marks)

**(Total: 20 marks)**

### QUESTION THREE

- (a) Peng Ltd., a publicly listed company is considering raising additional capital through a rights issue.

**Required:**

- (i) Explain the meaning of the term “rights issue”. (2 marks)
- (ii) Describe three issues that may affect the timetable for raising capital through a rights issue. (3 marks)
- (iii) Discuss the role of the underwriter of Peng Ltd. in the rights issue. (6 marks)

- (b) The Company’s Act in a majority of the countries provides that a company must have a “common seal”.

In reference to the above statement:

- (i) Explain the meaning of a “common seal”. (2 marks)
- (ii) Summarise four rules that relate to executing documents. (4 marks)
- (iii) Highlight three instances where a company might execute a document without using a common seal. (3 marks)

**(Total: 20 marks)**

### QUESTION FOUR

- (a) Board minutes are increasingly being used in courts of law, hence the need to record them appropriately.

With reference to the above statement, discuss five legal requirements to be met for minutes to be admissible in a court of law. (10 marks)

- (b) A group of entrepreneurs are desirous of registering a company and have sought your advice in relation to the name of a company.

With reference to the above statement, advise them on six conditions that a proposed company name should meet to be accepted by the registrar of companies. (6 marks)

- (c) Wakatifu PLC recently converted from a private company to a public limited company.

The company is yet to commence business as a public limited company.

Explain four conditions that the company should meet before commencing business. (4 marks)

**(Total: 20 marks)**

### QUESTION FIVE

- (a) Analyse four statutory roles and four administrative roles of a corporate secretary. (8 marks)

- (b) Highlight five functions of the Non Governmental Organisations Coordination Board. (5 marks)

- (c) Explain seven benefits of holding shares in electronic accounts at the central depository system. (7 marks)

**(Total: 20 marks)**

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## 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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## CS PART II SECTION 4

### LAW AND PROCEDURE OF MEETINGS

**FRIDAY: 3 September 2021.**

**Time Allowed: 3 hours.**

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

#### QUESTION ONE

Your company intends to hold its 21<sup>st</sup> Annual General Meeting (AGM) on 1 October 2021.

After careful consideration, you have settled on Desert Palms Solutions to be your Information Communication Technology (ICT) consultant in preparation for the virtual AGM.

Advise the company secretary on the following:

- (a) Ten factors to consider when selecting the technology for virtual meetings for the organisation. (10 marks)
  - (b) Five factors to consider in order to enhance security for virtual meetings. (10 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) Highlight five instances that might lead to the adjournment of a meeting. (5 marks)
  - (b) With reference to voting, explain five methods of voting that could be adopted in a meeting. (5 marks)
  - (c) Outline five particulars that should be included in a board paper to be presented to a company's board committee meeting. (5 marks)
  - (d) Explain five measures that a chairperson of a meeting could use to limit debate and discussions in a meeting. (5 marks)
- (Total: 20 marks)**

#### QUESTION THREE

- (a) The Public Order Act defines a meeting as any gathering of persons (not being an excluded meeting) convened and held for any purpose including any political purpose.

With reference to the above statement, describe five types of "excluded meetings" as provided for in the Act.

(10 marks)

- (b) Many organisations have recently developed policies on holding meetings virtually.

Analyse five contents of a policy on conduct of virtual meetings of the board.

(10 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) Explain six requirements of quorum for board meetings. (6 marks)
  - (b) Summarise four circumstances where a director of a company could be permitted to be counted in quorum and vote on a contract in which he or she has an interest. (4 marks)
  - (c)
    - (i) In relation to the law of defamation in meetings, explain the term "absolute privilege". (2 marks)
    - (ii) Discuss two requirements to be met for a plaintiff to prove defamation by innuendo. (4 marks)
  - (d) With reference to meetings in company liquidation, outline four persons or parties to whom the administrator should report to after the initial creditors meeting. (4 marks)
- (Total: 20 marks)**

### QUESTION FIVE

- (a) Outline the sequence of business at the national assembly. (7 marks)
- (b) Discuss four ways in which members of a county assembly (MCAs) are supposed to behave whenever the speaker is in the assembly or rises to intervene in a debate. (8 marks)
- (c) Examine the rights of a person present at a meeting in each of the following cases:
- (i) By invitation in private premises. (3 marks)
- (ii) By admission upon payment. (2 marks)

(Total: 20 marks)

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**CS PART II SECTION 4**

**LAW AND PROCEDURE OF MEETINGS**

**FRIDAY: 21 May 2021.**

**Time Allowed: 3 hours.**

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

**QUESTION ONE**

- (a) With reference to meetings in a winding up of a company by the court, explain four duties of the official receiver immediately after the winding up order is made. (4 marks)
  - (b) In reference to law of defamation, examine four requisites of defense for fair comment. (4 marks)
  - (c) Summarise the business that might be transacted by a company's Board meeting just before holding of an Annual General Meeting. (7 marks)
  - (d) Explain the procedure for moving and disposal of a motion in a meeting of the National Assembly. (5 marks)
- (Total: 20 marks)**

**QUESTION TWO**

- (a) With reference to public meetings, distinguish between a "riot" and a "rout". (4 marks)
  - (b) Discuss the legality of holding a public meeting on the highway. (6 marks)
  - (c) (i) Describe three types of minutes. (6 marks)
  - (ii) Highlight four precautions which should be taken to minimise falsification of minutes maintained in loose-leaf minute book. (4 marks)
- (Total: 20 marks)**

**QUESTION THREE**

- (a) Discuss four circumstances under which the chairman of a meeting is empowered to adjourn a meeting. (4 marks)
  - (b) Examine five merits and four demerits of Board committee meetings. (9 marks)
  - (c) Summarise seven motions which may be moved without notice at the National and County Assemblies. (7 marks)
- (Total: 20 marks)**

**QUESTION FOUR**

- (a) Voting by ballot is normally adopted in company meetings under special circumstances.  
Analyse three such circumstances. (3 marks)
  - (b) With respect to parliamentary business:
    - (i) Distinguish between a "private bill" and a "public bill". (2 marks)
    - (ii) Explain the amount of time limitation to various speakers during the debate on each of the case in (b) (i) above. (8 marks)
  - (c) Outline seven powers of a company's Board of Directors. (7 marks)
- (Total: 20 marks)**

**QUESTION FIVE**

- (a) With reference to common law, explain the term "unlawful assembly". (2 marks)
- (b) With reference to quorum, discuss two grounds on which decisions taken in a meeting may be invalidated. (4 marks)

- (c) Analyse three possible causes of disorder in a meeting. (6 marks)
- (d) Explain the following circumstances in which the directors might be required to call an extraordinary general meeting for a specific purpose:
- (i) Requisition by members. (3 marks)
  - (ii) On resignation of the auditor. (3 marks)
  - (iii) By order of the court. (2 marks)
- (Total: 20 marks)
- .....



## CS PART II SECTION 4

### LAW AND PROCEDURE OF MEETINGS

MONDAY: 30 November 2020.

Time Allowed: 3 hours.

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

#### QUESTION ONE

Read the following two scenarios at Company X and answer the questions that follow:

##### Scenario A: The overwhelmed board

The board is in an all day meeting which was called to discuss the organisation's new strategic plan. It is mid-afternoon and the meeting is supposed to end at 6.00 p.m. Board members are not paying attention to the Chief Executive Officer (CEO) who has been making a presentation using powerpoint for the last 30 minutes. The energy levels in the room are very low.

##### Scenario B: The overheated board

The board is discussing the takeover of another company. Opinions are very divided. The tone of the meeting is getting louder and more contentious by the minute. Those for the takeover are accusing their colleagues of deliberately jeopardising an opportunity for growth while those against say that the idea is rash and too risky. Old disagreements and issues are being raised by both sides.

##### Required:

As the corporate secretary of company X, advise on the following:

- (a) Five possible causes of the situation in each of the above scenario. (10 marks)
  - (b) Suggest five ways on how the board could be re-energised to refocus the meeting in each of the above scenarios. (10 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) Jack Too is attending a public meeting for which he had paid Sh.5,000 as entrance fee. The meeting kicked off at 9.00 a.m. and is expected to end at 6.00 p.m. At around 12.00 noon, he was ejected from the meeting on grounds that he had not paid the entrance fee.

Explain four rules that should have been followed when ejecting him, taking into account there was an admission upon payment. (8 marks)

- (b)
    - (i) Differentiate between "postponement" and "adjournment" as used in meetings. (4 marks)
    - (ii) Explain four situations which might occasion an adjournment of a meeting at the will of the conveners. (8 marks)
- (Total: 20 marks)**

#### QUESTION THREE

- (a) Rev. Ouma Kabihi is the Secretary of Church of Heaven a local church in Kenya. The church is in the process of developing meeting procedures which would guide the meetings of the clergy.

With regard to private meetings, advise Rev. Ouma Kabihi on four sources of legal and procedural principles relevant for the development of the meeting procedures. (8 marks)

- (b) An amendment duly moved and seconded cannot be withdrawn without consent of the meeting as once moved it becomes the property of the meeting.

With reference to the above statement, analyse two methods of dealing with proposed amendments to a motion in the National Assembly. (6 marks)

- (c) (i) The term “closure” as used in meetings has the objective of expediting a decision. It is usually put when it is considered that the item of business has been sufficiently discussed and it is desired to move on to the next business. (4 marks)

With respect to the above statement, examine two methods that could be used to close discussions on a bill in a County Assembly.

- (ii) Explain the term “order of business” as used in the County Assembly. (2 marks)

(Total: 20 marks)

#### QUESTION FOUR

- (a) The directors of Mvule Limited are discussing the company’s document retention policy. Simeon Waf, one of the directors has proposed that minutes of directors meetings should be kept for a maximum of six years or equivalent of two terms of a director’s term in office.

As the Corporate Secretary of the Company, advise the board on four legal provisions relating to minutes of directors’ meetings. (8 marks)

- (b) Outline three situations where a public company is not required to give notice of a resolution to be moved in a general meeting. (3 marks)

- (c) A special motion in the National Assembly requires a fixed number of members of the whole house to support the moving of the motion or to decide on any question on the motion.

With reference to the above statement, summarise nine instances that may require a special motion. (9 marks)

(Total: 20 marks)

#### QUESTION FIVE

- (a) Summarise four consequences of failure of a creditors meeting to appoint a bankruptcy trustee. (4 marks)

- (b) Citing six reasons, justify why the board of the future may become digital. (6 marks)

- (c) Cleophas Nyambizimana is a famous blogger and an administrator and owner of a website. He attracts traffic to his site by writing juicy stories with catchy headlines. Some of the stories are true while others, the veracity cannot be vouched for. In April 2020, Cleophas Nyambizimana made a defamatory statement against Professor George Matuh, a Vice Chancellor of a University.

Professor George Matuh has come to you for advice since Cleophas Nyambizimana has defended himself by stating that his website was hacked and that he was not the one who posted the defamatory statement on the website.

#### Required:

- (i) Assess three reasons why Cleophas Nyambizimana’s defence would fail. (6 marks)

- (ii) Cleophas Nyambizimana after careful consideration has offered to make amends to Professor George Matuh.

Analyse two features of an offer to make amends.

(4 marks)

(Total: 20 marks)

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**CS PART II SECTION 4**

**LAW AND PROCEDURE OF MEETINGS**

**THURSDAY: 28 November 2019.**

**Time Allowed: 3 hours.**

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

**QUESTION ONE**

- (a) With reference to company law, discuss five requirements for passing of a special resolution in a meeting. (10 marks)
- (b) In the context of public companies, examine five legal provisions on members' power to require circulation of all resolutions that are proposed to be moved at the Annual General Meeting. (10 marks)
- (Total: 20 marks)**

**QUESTION TWO**

- (a) With reference to the second schedule of the County Assembly Services Act, summarise six provisions relating to meetings of the County Assembly Service Board. (12 marks)
- (b) In relation to publication of parliamentary reports, explain two defences in an action for libel. (4 marks)
- (c) With reference to meetings of National Assembly, distinguish between the terms "private bill" and "special bill". (4 marks)
- (Total: 20 marks)**

**QUESTION THREE**

- (a) Describe five essentials for keeping meetings on track. (5 marks)
- (b) John Kibanzi is planning to hold a public gathering at Uhuru Park and later on a procession to parliament. Advise John Kibanzi on the contents of a notice of the meeting to be given to the regulating officer at the local police station. (3 marks)
- (c) With regard to insolvency law and in the context of the meetings of the Board of Directors and processes at the Registrar of Companies office, describe the process of winding up of a company. (4 marks)
- (d) Corporations are increasingly adopting e-Board management system technology in their pursuit to enable directors guide businesses and institutions towards a better and sustainable future. With reference to the above statement, explain four functionalities of e-Board systems. (8 marks)
- (Total: 20 marks)**

**QUESTION FOUR**

- (a) In the context of liquidation of a company, outline six persons who might represent a creditor at a creditor's meeting. (6 marks)
- (b) Members of a private company might require the company to circulate a resolution that might properly be moved and is proposed to be moved as a written resolution. With reference to the above statement, explain three circumstances under which a resolution might not be properly moved. (6 marks)
- (c) Discuss four methods of voting in parliament. (8 marks)
- (Total: 20 marks)**

**QUESTION FIVE**

- (a) In relation to meetings of a county assembly, analyse five privileges and immunities granted by law to members of the County Assembly. (10 marks)
- (b) Summarise five ways of amending words in a motion. (5 marks)
- (c) Highlight five roles of debate or discussing a motion. (5 marks)
- (Total: 20 marks)**



## CS PART II SECTION 4

### LAW AND PROCEDURE OF MEETINGS

FRIDAY: 24 May 2019.

Time Allowed: 3 hours.

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

#### QUESTION ONE

- (a) With reference to general principles and case law, advise upon the correctness or otherwise of each of the following:
- (i) The chairman of a meeting directs that a poll should be taken on a contentious issue despite protests from several members present at the meeting. (2 marks)
  - (ii) The rules of the association require a poll to be taken on every special resolution. A special resolution is passed on a show of hands, no poll being demanded or taken. (2 marks)
  - (iii) The rules of the society state that three or more members may demand of a poll. One member only demands a poll and it is taken without objection being raised at the meeting. The validity of the poll is later disputed by a member who was not present at the meeting. (2 marks)
- (b) Giving examples in each case, distinguish between “substantive motion” and “dilatatory motion” of adjournments of a County Assembly. (6 marks)
- (c) Discuss four types of motions in a parliamentary procedure. (8 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) In the context of meetings of National Assembly:
- (i) Assess three circumstances when the speaker might direct a division to be taken. (6 marks)
  - (ii) Discuss six rules of debate in the National Assembly. (6 marks)
- (b) Peter Karisa was appointed the liquidator of Century Limited in order to carry out a creditors voluntary liquidation. On 2 January 2019, the contributories of the company had formed the view that Century Limited was unable to pay its debts. He set a date for the creditors’ meeting on 28 February 2019. He sent out the notice of the meeting on 25 February 2019 and published the notice in the Gazette.

Further, he informed the creditors that any creditor interested in information regarding Century Limited’s affairs should pay Sh.1,000 for its dissemination.

On the day before the meeting, Peter sent his apologies as he could not attend the meeting but requested the creditors to continue and meet to discuss the affairs of the company. He further informed the creditors that the notice sent contained the information needed as to the financial position of the company.

**Required:**

Analyse four flaws in procedure for the scheduled meeting of the creditors.

(8 marks)

**(Total: 20 marks)**

#### QUESTION THREE

- (a) Kurawa Ltd. has adopted the model articles of association for private companies limited by shares. The directors of Kurawa Ltd. are Chari, Mangi and Peru, they held a meeting to discuss potential contracts with third parties. The meeting resolved to purchase firewood for the company’s boilers from Samata Ltd. Mangi did not disclose that he is a shareholder of Samata Ltd. and is entitled to a shareholder’s commission in return for obtaining orders for Samata Ltd. Mangi voted in favour of the contract. Peru voted in favour of a contract with Vipo Ltd. though he did not disclose that he is a director of Vipo Ltd. and has been promised a commission of 5% if Kurawa Ltd. enters into a contract with Vipo Ltd. Chari has never been properly appointed as a director of Kurawa Ltd.

**Required:**

Discuss the validity of the meeting of the directors of Kurawa Ltd.

(10 marks)

- (b) The constitution of a society requires fourteen days' notice of a meeting. The secretary of the society issues seven days notice without the authority of the convening body. All the members present at the meeting agree to waive the inadequacy of the notice.

**Required:**

Assess the validity of the meeting.

(4 marks)

- (c) Ali and Bii are directors and shareholders of AB Ltd. They wish to remove the Executive Director from office as soon as possible even though his term of office and current contract of service still has over one year to run.

Advise Ali and Bii on the procedures of meetings and resolutions necessary to fulfil their objective of removing the Executive Director from office.

(6 marks)

**(Total: 20 marks)**

**QUESTION FOUR**

- (a) A company is required to give notice of a resolution that is proposed to be moved at an Annual General Meeting once it receives requests from its members.

With reference to the above statement, outline four conditions for this request to be effective.

(4 marks)

- (b) Explain four ways in which an extraordinary general meeting might be convened.

(4 marks)

- (c) A statutory meeting is held for the specific agenda of enabling members of a company to consider the statutory report.

Analyse four contents of the statutory report.

(4 marks)

- (d) Explain the rules relating to quorum in the conduct of National Assembly meetings.

(4 marks)

- (e) With reference to the law of defamation, summarise four circumstances when the defence of qualified privilege might be applicable.

(4 marks)

**(Total: 20 marks)**

**QUESTION FIVE**

- (a) With reference to the "audi alteram partem rule" that is, right to a fair hearing, examine three fundamental rights recognised by this rule.

(6 marks)

- (b) Alex Yanga, a trade union member was expelled for breach of union rules. The rules provide that where a member is accused of having committed an offence, he is entitled to an opportunity to answer the charges preferred before the disciplinary committee. In addition, the member is supposed to appear before the meeting of the union executives in which the decision of the disciplinary committee is ratified.

Alex was summoned by the disciplinary committee where automatic expulsion was recommended and the case was closed.

**Required:**

Advise Alex Yanga on his legal rights.

(4 marks)

- (c) Discuss two instances where miscellaneous resolutions are applicable.

(4 marks)

- (d) Examine three circumstances under which extra-ordinary resolution would be passed as per the Companies Act.

(6 marks)

**(Total: 20 marks)**



**CS PART II SECTION 4**  
**LAW AND PROCEDURE OF MEETINGS**

**FRIDAY: 30 November 2018.**

**Time Allowed: 3 hours.**

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

**QUESTION ONE**

- (a) Highlight four restrictions imposed by the Companies Act on the powers of the board of directors of a company. (4 marks)
- (b) With reference to powers and duties of the chairperson of a meeting, explain four circumstances under which the chairperson can:
- (i) Exercise his casting vote. (4 marks)
- (ii) Exercise his power to adjourn a meeting. (4 marks)
- (c) Discuss four main causes of disorder during the conduct of meetings. (8 marks)
- (Total: 20 marks)**

**QUESTION TWO**

- (a) Communication of a matter which is untrue and likely to damage substantially a person's reputation is defamation. With reference to the above statement, summarise four elements of a defamatory statement. (4 marks)
- (b) Examine three differences between libel and slander. (6 marks)
- (c) (i) Explain five defences to an action of defamation. (5 marks)
- (ii) Analyse five circumstances under which the plaintiff in slander does not need to prove that he suffered any actual pecuniary damage. (5 marks)
- (Total: 20 marks)**

**QUESTION THREE**

- (a) Explain four objectives of holding the first meeting of creditors and contributories in a winding up by order of the court. (4 marks)
- (b) Discuss the effect of adjournment of a meeting in relation to:
- (i) Notice of the adjourned meeting. (2 marks)
- (ii) Business of the meeting. (2 marks)
- (iii) Proxies at the adjourned meeting. (2 marks)
- (c) Evaluate how a valid resolution of a company might be passed without holding a meeting. (10 marks)
- (Total: 20 marks)**

#### QUESTION FOUR

- (a) Describe the protection procedure accorded to minority shareholders of a particular class of shares. (6 marks)
- (b) Discuss the procedure to be followed when a quorum is not present during the proceedings of the County Assembly. (6 marks)
- (c) The chairman of a meeting instructed the stewards to remove any persons taking part in disturbance at the back of the hall in which the meeting was being held. Acting upon the chairman's instructions, the stewards proceeded to remove persons responsible for the disturbance and forcibly ejected them from the hall.

Chimwaga Yawa was among those ejected by the stewards though he was entirely innocent of complicity in the disturbance.

In the course of his removal, Chimwaga Yawa was severely hurt and has claimed damages for assault from the chairman of the meeting.

**Required:**

Advise Chimwaga Yawa on the legal considerations of his claim.

(8 marks)

**(Total: 20 marks)**

#### QUESTION FIVE

- (a) Describe the procedure of giving a notice of a motion in a National Assembly. (6 marks)
- (b) A chairperson of a meeting does not incur personal liability merely by reason of an erroneous decision or irregularities in procedure in relation to the proceedings of a meeting so long as he acts bona fide and exercises his discretion honestly.

Discuss the above statement with respect to legal actions. (5 marks)

- (c) You are the secretary to the board of directors of Chizingo Level Five Hospital, a government entity responsible for managing local health service provision to the community. The hospital's management and leadership have a culture of being publicly accountable to the community.

The hospital holds an annual public meeting to review its performance. The board expects a significant amount of public criticisms regarding the management of the hospital. During the previous meeting, there were thorny issues raised about:

1. The rights of the press in reporting the proceedings of the meeting.
2. The correct method of dealing with public meetings on private premises where some members of the public are likely to engage in some form of disorderly conduct.
3. The chairperson's role in regulation of discussion during the meeting.

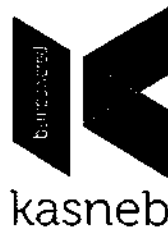
**Required:**

Advise the board on the three issues raised above.

(9 marks)

**(Total: 20 marks)**

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**CS PART II SECTION 4**  
**LAW AND PROCEDURE OF MEETINGS**

**FRIDAY: 25 May 2018.**

**Time Allowed: 3 hours.**

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

**QUESTION ONE**

- (a) Where a public meeting is held on private premises, the common law and statutory provisions provide for the rights of the organiser, those who attend and the police.
- (i) With reference to decided cases, explain the rights of an organiser of a public meeting in a private place. (10 marks)
- (ii) Citing a decided case, describe one circumstance under which the police would have a statutory right to enter into a public meeting held in a private premise. (5 marks)
- (b) Explain the voting procedures and practice in a board of directors meeting. (5 marks)
- (Total: 20 marks)**

**QUESTION TWO**

- (a) Minutes are not a report of the discussion at the meeting nor of the reasons of its decisions.

With reference to the above statement:

- (i) Analyse six purposes served by minutes. (6 marks)
- (ii) Assess three rules relating to alteration of minutes. (6 marks)
- (b) Absolute privilege provides a complete defence against defamation even though the statement complained of was false or malicious.

With reference to the above statement, describe four circumstances on which a plea of absolute privilege is available.

(8 marks)

**(Total: 20 marks)**

**QUESTION THREE**

- (a) Parliamentary procedure is a time tested method of conducting meetings.

With respect to rules of order, summarise:

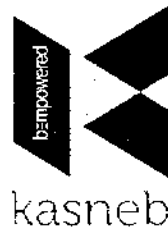
- (i) The general procedure of handling a motion which is before a county assembly. (6 marks)
- (ii) The general rules of debate in the senate. (6 marks)
- (b) With respect to order paper, outline:
- (i) Five matters that are automatically included in the order paper of the national assembly. (5 marks)
- (ii) Three matters whose inclusion in the order paper requires initiation from a member of parliament. (3 marks)
- (Total: 20 marks)**

**QUESTION FOUR**

- (a) Discuss four duties of the chairman of a meeting in each of the following case: (4 marks)
- (i) Preservation of order. (4 marks)
  - (ii) Regulation of discussion. (4 marks)
- (b) Analyse six guidelines of holding a valid board of directors meeting. (12 marks)
- (Total: 20 marks)**

**QUESTION FIVE**

- (a) With reference to liquidation of a business, examine six rules governing proxies during the first meeting of creditors. (6 marks)
- (b) With reference to meetings of county public service boards, summarise eight agenda items derived from powers of the county public service board. (8 marks)
- (c) Explain six uses of information booths during an annual general meeting of a listed company. (6 marks)
- (Total: 20 marks)**
- .....



## CS PART II SECTION 4

### LAW AND PROCEDURE OF MEETINGS

FRIDAY: 1 December 2017.

Time Allowed: 3 hours.

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

#### QUESTION ONE

- (a) The members of ABC Ltd. intend to pass an ordinary resolution for the removal of Joel Enda, a director in the company. The members are aware that there is a well established statutory procedure for the removal of a director.

The members of ABC Ltd. are however, not fully conversant with the procedure. They are also not sure what type of meeting to request for although they know they have a right to request for a meeting.

As the company secretary of ABC Ltd., advise the members on the procedure for the removal of a director. (10 marks)

- (b) Assume that you are a company secretary of a listed company and the board has appointed a chairman.

Draft a note to the newly appointed chairman outlining his powers in the meetings of the board. (10 marks)

(Total: 20 marks)

#### QUESTION TWO

- (a) Being the company secretary of a public limited company, you are preparing to hold an annual general meeting (AGM).

Describe the following in relation to preparation of the AGM:

- (i) Six essential parts of a notice other than the agenda. (6 marks)

- (ii) Four items you might include in the agenda. (4 marks)

- (b) You are in the capacity of a company secretary and are therefore required to prepare a note for the information of a newly elected board explaining the following procedures:

- (i) Recording of minutes. (2 marks)

- (ii) Signing of minutes. (2 marks)

- (iii) Alteration in the minutes. (2 marks)

- (c) Outline four purposes of an agenda. (4 marks)

(Total: 20 marks)

#### QUESTION THREE

- (a) The directors of Chap Chap Enterprises Ltd. have approached you as their company secretary for guidance.

The directors inform you that they have numerous commitments and as such they are unable to hold a meeting. They would therefore like to use the traditional method of passing a written resolution.

The articles of association of Chap Chap Enterprises Ltd. allow the directors to act without holding a meeting.

Advise the directors of Chap Chap Enterprises Ltd. on the following matters:

- (i) Rules governing the circulation of written resolutions proposed by directors. (8 marks)

- (ii) Adoption of directors' written resolutions. (4 marks)

- (b) One of the defences available to a person accused of defamation is fair comment. This defence is however, a double edged sword.

Analyse the above statement.

(8 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) Highlight four circumstances which despite being present do not affect the validity of a director's acts. (4 marks)

- (b) With reference to creditors' meetings in corporate insolvency:

- (i) Explain two rules governing the passing of resolutions at the meeting. (4 marks)

- (ii) State four persons who might represent a creditor at the meeting. (4 marks)

- (iii) Draft a notice for convening the first meeting of creditors, using the following guidelines:

- The request to hold the meeting is from the creditors.
- The meeting should be held after the requisite notice period exclusive of today.
- The meeting will be held at Yetu Hotel within the central business district.
- Creditors should lodge with the trustee a proof of claim and/or proxy form.
- Enclosures include a proof of claim form, proxy form and list of creditors.
- Only claims of Sh. 10,000 and above will be admitted.

(8 marks)

**(Total: 20 marks)**

#### QUESTION FIVE

- (a) In the context of meetings of the National assembly:

- (i) Outline four types of motions that might be moved without notice. (4 marks)

- (ii) Highlight four instances when a member is deemed to have committed an act of disorderly conduct. (4 marks)

- (b) In the annual general meeting of Number Six Ltd. held on Friday, 29 September 2017, some of the shareholders raised the following objections, which you are required to respond to by explaining to the shareholders the relevant provisions:

- (i) Notice of the annual general meeting was not received by them although they have provided their registered postal addresses. The notice was instead sent by means of the company's website. (4 marks)

- (ii) In an effort to save on printing costs, the company only sent notices to members who actively contribute in debates. (4 marks)

- (iii) Two per cent of the members with relevant voting rights sent a request requiring circulation of statements with respect to a matter referred to in a proposed resolution. The request contained a three days notice period. (4 marks)

**(Total: 20 marks)**

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# 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)**

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# KASNEB

## CS PART II SECTION 4

### LAW AND PROCEDURE OF MEETINGS

FRIDAY: 27 May 2016.

Time Allowed: 3 hours.

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

#### QUESTION ONE

- (a) The Public Order Act which is an Act that makes provision for maintenance of public order in public meetings defines a meeting as any gathering of persons (not being an excluded meeting) convened and held for any purpose, including any political purpose.

With reference to the above statement, explain the meaning of the term "excluded meeting". (6 marks)

- (b) You are the certified secretary of a political organisation in your country. The head of the organisation, Alpha Mwenda has instructed you to prepare a notice to the regulating officer of the organisation's intention to convene a public meeting.

#### Required:

- (i) State the notice period for the above meeting. (1 mark)

- (ii) Summarise the matters you should include in the notice for the above meeting. (3 marks)

- (c) As a certified secretary, you have been invited to give a presentation at a seminar of the Institute of Certified Public Secretaries in your country. The seminar's topics will be: Effective management of meetings, writing of minutes, reports and board papers.

With reference to the above statement, prepare a write up on the essentials of good minute writing. (10 marks)  
(Total: 20 marks)

#### QUESTION TWO

- (a) A chairperson's duties begin as soon as he or she has thanked the meeting and assumed the position.

Describe ten duties of the chairperson of a meeting. (10 marks)

- (b) Explain the rule in Sharpe V. Dawes. (4 marks)

- (c) Identify three essentials of a valid meeting. (6 marks)

(Total: 20 marks)

#### QUESTION THREE

- (a) The Financial Reporting Council's Guidance on Board Effectiveness suggests that, well informed and high quality decision making is a critical requirement for a board to be effective and that boards can minimise the risk of poor decisions by investing time in the design of their decision making policies and processes.

With reference to the above statement:

- (i) Propose five measures that boards could implement to ensure good decision making. (5 marks)

- (ii) Suggest five factors that could limit effective decision making of boards. (5 marks)

- (b) (i) Define the term "committee". (2 marks)

- (ii) Describe four types of committees. (8 marks)

(Total: 20 marks)

#### QUESTION FOUR

- (a) Highlight four circumstances when the directors present at a company's general meeting shall elect one of themselves to preside at the meeting. (4 marks)
- (b) The directors of SNEBKA Company Limited have instructed you as the company secretary to prepare a notice of a general meeting that will be held in the next fifteen days. The meeting will be held at two places and the directors intend to move a special resolution.
- Draft a notice convening the above general meeting. (8 marks)
- (c) In relation to the law of defamation, explain four statements that have absolute privilege. (8 marks)
- (Total: 20 marks)**

#### QUESTION FIVE

- (a) Outline the sequence which the business of the National Assembly should follow. (8 marks)
- (b) Highlight four circumstances under which the speaker of a county assembly might direct that a motion is inadmissible. (4 marks)
- (c) Discuss the provisions governing use of proxies in a compulsory winding-up. (8 marks)
- (Total: 20 marks)**
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# KASNEB

## CS PART II SECTION 4

### LAW AND PROCEDURE OF MEETINGS

#### PILOT PAPER

September 2015.

Time Allowed: 3 hours.

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

#### QUESTION ONE

- (a) In relation to meetings of a company, explain five powers of the chairperson of a meeting. (5 marks)
  - (b) Identify five rules of debate followed in meetings of the National Assembly. (5 marks)
  - (c) Discuss the powers of the police in relation to public meetings held in private premises. (10 marks)
- (Total: 20 marks)**

#### QUESTION TWO

- (a) Explain five conditions under which the law may recognise as valid a meeting held in more than one venue. (10 marks)
- (b) Mr. Onyango and Mr. Simba hold between them 27% of the ordinary shares of Ujamaa Ltd. On 2 May 2015, they deposited at the company's registered office a requisition of an extraordinary general meeting stating as its agenda the removal of all directors and the approval of a reduction in capital by one million shillings. On 20 May 2015, the directors decided to convene the meeting on 4 September 2015.

At the meeting, an amendment was proposed whereby only the finance director was to be removed from office. This amendment was carried with the chairperson exercising a casting vote. The removal of the finance director was subsequently voted on in a poll which had been demanded by Mr. Onyango and Mr. Simba. 57% of the votes cast were in favour of the finance director's removal including 8% of proxy votes which had been deposited at the company's registered office thirty six hours before the meeting. On the vote for a reduction in capital, 61% of the votes cast were in favour of the resolution.

#### Required:

Discuss the validity of the above events in the context of the law and procedure of company meetings. The articles of association of Ujamaa Ltd. are in the form of Table A.

(10 marks)

**(Total: 20 marks)**

#### QUESTION THREE

- (a) Explain three roles of the company secretary during the general meetings of a listed company. (6 marks)
- (b) Discuss four provisions of the articles of association of a company in relation to restrictions on directors' powers. (4 marks)
- (c) The Ukweli Society management committee is holding one of the quarterly meetings to discuss the society's financial position, filling a casual vacancy caused by the death of a member of the committee and to consider applications by various social groups and charities for grants which the Ukweli Society awards to deserving cases.

Mr. Kamau, a financial advisor who is not a member of the committee has been asked to attend and give advice.

#### Required:

Draft sample minutes of the meeting.

(10 marks)

**(Total: 20 marks)**

#### QUESTION FOUR

- (a) Members of a company may reach a consensus to voluntarily terminate the existence of the company.

Discuss the sequence of meetings in a members voluntary winding up.

(6 marks)

- (b) In an extraordinary general meeting held by Steward Ltd., Mr. Payuka informed the members present at the meeting that Mrs. Brown, one of the company-directors, had embezzled six million shillings from the company's funds.

Subsequently, an investigation was carried out which revealed that Mrs. Brown had obtained the six million shillings through a loan advanced to her by Tajiri Bank. Mrs. Brown is aggrieved by Mr. Payuka's accusation.

**Required:**

In light of the above, advise Mrs. Brown on:

- (i) Four conditions for a defamation suit.

(8 marks)

- (ii) Three differences between "slander" and "libel".

(6 marks)

**(Total: 20 marks)**

#### QUESTION FIVE

- (a) A proxy is a document which authorises one person to attend a meeting and vote on behalf of another person.

With reference to the above statement, explain:

- (i) Two restrictions imposed upon members of a company in relation to the rights of a proxy.

(4 marks)

- (ii) Four ways in which a proxy may be revoked.

(8 marks)

- (b) Discuss four provisions of the articles of association of a company in relation to board meetings.

(8 marks)

**(Total: 20 marks)**

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