

EXAMINATION AND EVALUATION DIVISION
DEPARTMENT OF POLYTECHNIC EDUCATION
(MINISTRY OF HIGHER EDUCATION)

COMMERCE DEPARTMENT

FINAL EXAMINATION
DECEMBER 2011 SESSION

P3120 – COMPANY LAW

DATE : 30 APRIL 2012 (MONDAY)
DURATION : 2 HOURS (2.30 PM – 4.30 PM)

This booklet consists of **THREE (3)** pages including the front page.

Answer **ALL**.

CONFIDENTIAL

**DO NOT OPEN THIS QUESTIONS BOOKLET UNTIL INSTRUCTED BY
THE CHIEF INVIGILATOR**

STRUCTURED / ESSAY (100 MARKS)**INSTRUCTIONS:**

This paper consists of **FOUR (4)** structured questions. Answer all the questions.

QUESTION 1

- (a) Briefly describe **FIVE (5)** differences between partnership and company.
(10 marks)
- (b) List down **FIVE (5)** types of companies which can be incorporated under Company Act 1965.
(5 marks)
- (c) Explain the meaning of the two types of company below;-
- i. Company limited by shares
(5 marks)
 - ii. Company limited by guarantee
(5 marks)

QUESTION 2

- (a) Discuss briefly the important documents that have to be prepared before a company is incorporated.
(10 marks)
- (b) Define separate legal personalities and discuss the case of Salomon vs A. Salomon & Co. Ltd (1897).
(15 marks)

QUESTION 3

- (a) A director is regarded as an agent and trustee of a company dealing with clients and third parties. In fact, a director is needed for the purpose of thinking and negotiating the course of taking actions on behalf of the company. By virtue of section 4(1) Company Act 1965, define the term director.

(5 marks)

- (b) There are various grounds under the Company Acts 1965 and Articles of which the office of director becomes vacant. Under Table A, Article 72, the office becomes vacant due to several reasons. Discuss.

(20 marks)

QUESTION 4

- (a) State the types of winding up.

(3 marks)

- (b) Explain **FIVE (5)** parties who have the right (*locus standi*) to file the petition of winding-up in court.

(10 marks)

- (c) Elaborate **THREE (3)** situations or reasons to winding-up by order of the court.

(12 marks)