



# **GRETSA UNIVERSITY - THIKA**

## **UNIVERSITY EXAMINATIONS MAY-AUGUST 2023 SEMESTER**

### **BACHELOR OF COMMERCE**

**COURSE CODE: BCBA 407**

**COURSE TITLE: COMPANY SECRETARIAL AND  
ADMINISTRATION LAW.**

**DATE: 12 AUGUST 2023**

**TIME: 11.30 AM-2.30 PM**

#### **INSTRUCTIONS TO CANDIDATES**

1. SECTION A IS **COMPULSORY**.
2. SECTION B: ANSWER ANY OTHER **THREE** QUESTIONS.
3. **DO NOT** WRITE ANYTHING ON THIS QUESTION PAPER AS IT WILL BE AN EXAM IRREGULARITY.
4. ALL ROUGH WORK SHOULD BE AT THE BACK OF YOUR ANSWER BOOKLET AND CROSSED OUT.

**CAUTION:** *All exam rooms are under CCTV surveillance during the examination period.*

## SECTION A: COMPULSORY

### Question One

- a) The registration of a limited company starts with the conceptualization of its birth and determination of the purpose for which it is to be formed. To register a company, the promoters have to file two documents with the registrar.

Describe these two documents and ensure that you include their contents. **[10 marks]**.

- b) When shares are created by a company, they are issued to the people or organizations who then become members. Highlight five classes of shares. **[10 marks]**.
- c) A trading company has an implied power to borrow. A private company is entitled to borrow immediately after its conception. However, such borrowing may be unauthorized or ultra vires borrowing.

Explain the concept of ultra vires borrowings. **[10 marks]**.

- d) Explain the role of a company secretary in the governance of their companies.

**[5 marks]**.

- e) Outline the procedure of winding up of a limited company.

**[5 marks]**.

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## SECTION B: ANSWER ANY THREE QUESTIONS

### Question Two

Corporate governance refers to the systems, structures, rights, duties, and obligations by which corporations are directed and controlled.

- a) Explain the procedure of declaring dividends. **[10 marks]**

- b) Describe the key parties involved in corporate governance. **[10 marks]**

### Question three

There are various meetings where the members/shareholders of a company discuss matters relating to their organizations.

- a) Describe five of these types of meetings. **[ 10 marks]**.

- b) Explain the requisites of a valid meeting. [ 10 marks]

#### **Question Four**

Corporate governance refers to the systems, structures, rights, duties, and obligations by which corporations are directed and controlled.

- a) Describe the key parties involved in corporate governance. [10 marks]
- b) Explain the procedure of declaring dividends. [10 marks]

#### **Question five**

- a) The companies act provides for two modes of winding up of a registered company. These are compulsory winding up or winding up by the tribunal. Elaborate on how companies are wound up by the tribunal. [10 marks]
- b) Discuss the two types company meetings. [10 marks]