



**COLLEGE OF BUSINESS, PEACE, LEADERSHIP, AND GOVERNANCE**

**NMMS 210: COMPANY LAW AND PRACTICE**

**END OF SECOND SEMESTER EXAMINATIONS**

**APRIL 2023**

**LECTURER: MRS MAGWAGWA**

**DURATION: 3 HOURS**

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### ***INSTRUCTIONS***

You are required to answer questions as instructed below:

Answer Any Four (4) questions

Credit will be awarded for logical, systematic and neat presentations

### **Question 1**

“A company is a separate legal entity from its owners/directors”. Is this statement accurate with the law, discuss. **[25 Marks]**

### **Question 2**

Write short notes on the following:-

- a. Emergency meeting **[5 Marks]**
- b. Voluntary winding up of a company **[5 Marks]**
- c. Memorandum of association **[5 Marks]**
- d. Articles of association **[5 Marks]**
- e. Statutory meeting **[5 Marks]**

### **Question 3**

- a. Explain the phrase “lifting the corporate veil” with the aid of case law. **[10 Marks]**
- b. Discuss when directors may be held liable according to section 197 of the Companies and other Business Entities Act. **[15 Marks]**

### **Question 4**

- a. Write and discuss critically the following :-
  - i) Prospectus
  - ii) Private Company **[10 Marks]**
- b. Discuss with reference to case law the majority rule and minority protection **[15 Marks]**

### **Question 5**

Tania Chiketa owns T&C Holdings Private Limited. She wishes to convert/promote her company to a public company. She approaches you to help her with promoting her private company to a public company

- a. Explain to Tania your duties as a promoter and when or if you can be held liable for breaching the duties. **[15 Marks]**
- b. Explain to Tania the meetings that her company will need to hold as it is now a public company. **[10 Marks]**

**END OF EXAMINATION**