



# Section A

Answer **all** the questions in this section.

1. Explain the statutory filings and statutory updates which must be made upon the resignation of a Company Secretary of a private company.

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(3 marks)

2. In respect of the allotment of shares, explain how companies can disapply pre-emption rights.

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(3 marks)



5. In respect of a director's address, explain with supporting reasons what information:

- must be provided to the Registrar of Companies; and
- is visible by the public.

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(4 marks)

6. Following an amendment to the Articles of Association, state what documents must be filed at the Registrar of Companies and what the applicable timescale is.

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(3 marks)

7. In respect of a listed company, explain why and how often a listed company must seek approval for its Remuneration Policy.

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(3 marks)

8. In respect of the authority to convene a Board meeting, which one of the following is correct?

*(Tick **one** box only)*

- A.  Only the Chair of the company may convene a Board meeting.
- B.  Any one director may convene a Board meeting.
- C.  At least two directors must agree to convene a Board meeting.
- D.  The whole Board must unanimously agree to convene a Board meeting.

(1 mark)

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**TOTAL FOR SECTION A = 25 MARKS**







12. You work in private practice as a Company Secretary and had a meeting earlier today with Frank Hughes, who is one of your clients. Frank is a wealthy businessman involved in the building and construction sectors.

Frank plans to fund a project to improve homes in disadvantaged areas and it has been suggested he sets this up as a Community Interest Company (CIC) which will be a private company. However, he is not sure on the process to form a CIC and how it might be funded. He plans to name the CIC 'Better Homes For You' but he is not sure if he will be allowed to use that name or if he can change the name later on. He also is not sure whether the purpose of the business would qualify as a CIC and if he could change the purpose of the CIC after it has been formed.

Separately, Frank has formed and is a director of Peer Construction plc (Peer), which is not listed on any stock exchange. Peer has been formed for a construction project which will last five years. Peer's assets include construction plant and machinery and Frank, who is also the sole shareholder, will ensure Peer is funded to meet all liabilities. Peer will no longer be needed at the end of the construction project.

Provide advice to Frank in which you:

- (a) Discuss the issues in respect of the areas on which he is not sure regarding the proposed CIC. (12marks)
- (b) Evaluate the choices he will have for Peer at the end of the construction project and any relevant additional actions he might need to take. (13marks)

[Total for Question 12 = 25 marks]

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**TOTAL FOR SECTION B = 75 MARKS**  
**TOTAL FOR PAPER = 100 MARKS**

*The scenarios included here are entirely fictional. Any resemblance of the information in the scenarios to real persons or organisations, actual or perceived, is purely coincidental.*

**END**