Summer Examinations 2015

FINM03215N

Module Title  Corporate Secretarial Practice
Level  Seven
Time Allowed  Two hours, plus fifteen minutes reading time. Students must not commence answering the questions until the reading time has ended.

Instructions to students:

- Enter your student number not your name on all answer booklets.
- During the 15 minutes reading time, students are permitted to make notes on the examination paper but not the answer booklet. Students should begin answering the questions after the reading time has ended.
- Answer three out of five questions.
- All questions carry equal marks.
- Neither books nor notes may be taken into the examination.
- Overseas students may take a bilingual dictionary into the examination room.
- The use of a silent non-programmable calculator is permitted.

| No. of Pages | 2 |
| No. of Questions | 5 |
Answer **three** out of five questions.

1. Provide a guidance note summarising directors’ duties as prescribed under the Companies Act 2006. Discuss, with any relevant examples, the type of behaviour or actions that can result in a director being disqualified.

2. Identify the main disclosures required within the Directors’ Report and Strategic Report of the Annual Report and Accounts of a listed UK PLC. Briefly discuss the extent of the Company Secretary’s role in the preparation of the Annual Report.

3. Outline the duties of the Company Secretary in respect of preparing for and holding an Annual General Meeting, including the documentation that must be made available for inspection.

4. Detail the necessary documentation and process for:
   
i. a transfer of shares; and
   
ii. a transmission of shares.

5. Provide a briefing note detailing the main features of an Enterprise Management Incentive scheme. Briefly discuss why an EMI scheme may be preferred over other types of share option plans.

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**End of Paper**