Module Title: Corporate Secretarial Practice  
Level: Seven  
Time Allowed: Two hours plus 15 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 books.
- During the 15 minutes reading time, students **are** permitted to make notes on the examination paper but **not** on the answer book. Students should begin answering the questions **after** the reading time has ended.
- Answer **three** out of **four** questions.
- All questions are equally weighted.
- Neither books nor notes may be taken into the examination.
- Erasmus/overseas students are permitted to take a bilingual dictionary into the examination room but will **not** be permitted any extra time.

<table>
<thead>
<tr>
<th>No. of Pages</th>
<th>2</th>
</tr>
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<tr>
<td>No. of Questions</td>
<td>4</td>
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Answer **three** out of **four** questions.
All questions are equally weighted.

1. Prepare a memo discussing directors’ duties as prescribed under the Companies Act 2006. Highlight, with examples, behaviours or actions that could result in a director being disqualified.

2. Identify the main disclosures required in the Directors’ Report from the Annual Report and Accounts of a listed UK PLC. Make sure to discuss the extent of the Company Secretary’s role in the preparation of the Annual Report.

3. Detail the role of the Company Secretary in respect of preparing for and holding an Annual General Meeting, include details of any documentation that must be made available for inspection.

4. Discuss the correct documentation and process to action:

   i. the transfer of shares; and
   ii. the transmission of shares.

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**End of Paper**