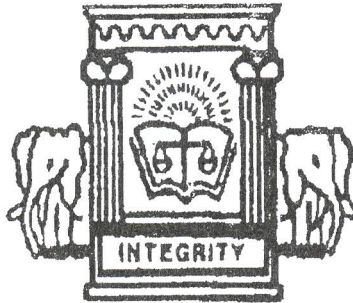


**THE INSTITUTE OF CHARTERED  
ACCOUNTANTS (GHANA)**



**NOVEMBER 2009 EXAMINATIONS  
(PROFESSIONAL)**

**PART 2**

**COMPANY & PARTNERSHIP LAW  
(Paper 2.3)**

**Attempt ANY five (5) Questions**

**TIME ALLOWED: 3 HOURS**

## QUESTION 1

- (a) Define a promoter as stipulated under the Companies Code 1963 (Act 179).

*(8 marks)*

- (b) Explain the duties of the promoter before the formation of the company is completed.

*(12 marks)*

**(Total: 20 marks)**

## QUESTION 2

- (a) Describe the nature of a firm registered under the Incorporated Private Partnership Act 1962 (Act 152).

*(8 marks)*

- (b) Explain the circumstances under which the registrar will refuse to register a partnership firm under Act 152.

*(12 marks)*

**(Total: 20 marks)**

## QUESTION 3

- (a) Under Section 53 of the Companies Code, once a company has issued shares or registered the transfer of any shares, it shall within two months deliver to the registered holder a share certificate on which certain statements have been made.

What are these statements?

*(6 marks)*

- (b) A prominent Ghanaian investor; Awo Dede lent money to Two Face Company Ltd – a company engaged in the fishing business. As security for the loan, the company handed a share certificate of 20,000 fully paid shares amounting to 20,000 Ghana Cedis. Unknown to Awo Dede however, nothing had in fact been paid on the shares which were issued direct by the company to Awo Dede. Subsequently the company went into liquidation and the liquidator had asked Awo Dede to pay the full nominal value of the shares since nothing had been paid for them.

Awo Dede has consulted you as to the effect of the share certificate.

Advise her.

*(14 marks)*

**(Total: 20 marks)**

#### **QUESTION 4**

Under Section 56 of the Companies code 1963 (Act 179) a company is prohibited from providing any financial assistance for the subscription or purchase of its shares. There are however exceptions to this prohibition.

Identify and explain these exceptions.

**(20 marks)**

#### **QUESTION 5**

In order to address the rights of members of a partnership, it is customary that members draw up an agreement to govern their relationship.

Outline the relevant rules to regulate the affairs of a partnership firm in the absence of a written agreement.

**(20 marks)**

## QUESTION 6

Identify and explain the different types of meetings held by companies under the Companies Code (Act 179).

**(20 marks)**

## QUESTION 7

(a) Explain the role and importance of the position of a secretary to a Company.

**(14 marks)**

(b) Who has the duty to appoint a Company Secretary?

**(6 marks)**

**(Total: 20 marks)**