

FACULTY OF BUSINESS

FINAL EXAMINATION

Student ID (in Figures) :

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Student ID (in Words) :

Course Code & Name : **LAW2513 CORPORATE LAW**
Trimester & Year : Jan to April 2021
Lecturer/Examiner : RISHINDRAN PARAMANATHAN
Duration : 3 Hours

INSTRUCTIONS TO CANDIDATES

1. This question paper consists of 2 parts:
PART A (60 marks) : Answer all FOUR (4) short answer structured questions. Answers are to be written in the Answer Booklet provided.
PART B (40 marks) : Answer ONE (1) case study question. Answer is to be written in the Answer Booklet provided.
2. Candidates are not allowed to bring any unauthorised materials except writing equipment into the Examination Hall. Electronic dictionaries are strictly prohibited.
3. This question paper must be submitted along with all used and/or unused rough papers and/or graph paper (if any). Candidates are NOT allowed to take any examination materials out of the examination hall.
4. Only ballpoint pens are allowed to be used in answering the questions, with the exception of multiple choice questions, where 2B pencils are to be used.

WARNING: The University Examination Board (UEB) of BERJAYA University College regards cheating as a most serious offence and will not hesitate to mete out the appropriate punitive actions according to the severity of the offence committed, and in accordance with the clauses stipulated in the Students' Handbook, up to and including expulsion from BERJAYA University College.

PART A (60 marks) Answer all FOUR (4) short answer structured questions supported with decided cases.

Answers are to be written in the Answer Booklet provided.

1. If you have decided to become self-employed, it is important to decide what legal form of Business will work best for you. There are three main forms of business to choose from sole proprietorships, partnerships, and corporations. Explain the differences between these three. (15 marks)

2. Tom, Dick and Harry are in a partnership of running a consultancy business. They have heard of the advantages of forming a company limited by shares and decided to incorporate their business. Please advise Tom, Dick and Harry on the following matters.
 - (a) What is the nature (characteristics) of a company? (5marks)

 - (b) What are the types of companies available under the Companies Act 2016? (10marks)

3. Kumar and Pam are two directors and shareholders of No Money Sdn Bhd which was incorporated in 2015. They would like to borrow RM100,000 from Poor Bank Bhd. Poor Bank Bhd asked for the Memorandum and Articles of Association (M&A) of No Money Sdn Bhd.
 - (a) Explain the purpose of Memorandum (5 marks)

 - (b) Distinguish between 'Memorandum of Association' and 'Articles of Association.' (10 marks)

4.
 - (a) Discuss the ways for the dissolution of a partnership (10 marks)

 - (b) What are the grounds that a person could use to apply for dissolution of the partnership by way of the court's order?? (5 marks)

End of Part A

PART B (40 marks) Answer ONE (1) case study question. Answer is to be written in the Answer Booklet provided.

- 1.(a) You have been asked to advice on a number of issues arising out of the running of Zanadu Media Sdn. Bhd.
- (i) Zabo is a Director of Zanadu Media Sdn. Bhd. He is also a partner of Zabo Media Enterprise. Zec is one of the directors of Xanadu Media Sdn. Bhd. who votes in favour of giving art design work for advertising to Zabo Media Enterprise.
Has Zabo breached any of the common law/statutory duties? (15 marks)
- (ii) Simon is a director of Xanadu Media Sdn. Bhd. He is the creative mind behind the company. He comes up with and perfects a new invention while working on one of the company's projects. The invention is closely related to the company's current activities. Simon sets up his own company to exploit the invention. He does not disclose to Xanadu Media Sdn. Bhd.
Has Simon breached any of the statutory duties? (15 marks)
- (iii) Explain **FIVE (5)** differences between Manager and Director. (10 marks)

End of Exam Paper

