

CRAWFORD UNIVERSITY
FAITH CITY, IGBESA, OGUN STATE.
COLLEGE OF BUSINESS AND SOCIAL SCIENCES
DEPARTMENT OF ACCOUNTING AND FINANCE
2014/2015 RAIN SEMESTER EXAMINATION
COURSE CODE/TITLE: ACC 312 – COMPANY LAW

TIME ALLOWED: 2 ½ HOURS

INSTRUCTIONS: Answer any four (4) questions

Question 1

- (a) What are the legal consequences of incorporation of a company?
- (b) i) List the documents which must be prepared and delivered to the CAC for the registration of a company.
ii) If a company submits all the necessary documents to the CAC, it can still be refused registration. Why can this be so? (17 ½ marks)

Question 2

SALOMON VS SALOMAN AND CO. LTD (1897) established eternally the principle of corporate personality. However, in certain circumstances, the mask of corporate personality can be set aside. Discuss this matter in relation to:

- i) The court and
- ii) Statute (17 ½ marks)

Question 3

- (a) (i) Who is a promoter?
(ii) What are the duties of a promoter?
(iii) In what ways can promoters abuse their position?
(iv) What remedies are available to a company for a breach of promoter's duty?
- (b) Explain the case **RELEEDS AND HANLEY THEATRE OF YARIETIES LTD (1902)** as it relates to a promoter. (17 ½ marks)

Question 4

- (a) What is **ULTRA VIRES DOCTRINE**?
- (b) It has been asserted that the **ULTRA VIRES DOCTRINE** has been abolished in Nigeria as a result of the new position under CAMA. Do you agree with this view?

(17 ½ marks)

Question 5

- (a) What is the difference between an article of association and memorandum of association?
- (b) List the contents of:
 - i) A memorandum of association and
 - ii) An article of association
- (c) What are the principles enunciated in:
 - i) RAYFIELD V HANDS (1958)
 - ii) SIMMONS V HEFFER (1983)

(17 ½ marks)

Question 6

Write short notes to explain the following cases including the principles involved

- i) ASHBURY RAILWAY CARRIAGE COMPANY V RICHE (1875)
- ii) GILFORD MOTOR CO V HORNE (1933)
- iii) MARINA NOMINEES V BOARCH OF INLAND REVENUE (1964)
- iv) ENLANGER V NEW SOMBRERO PHOSPHATE COMPANY LIMITED (1873)

(17 ½ marks)