



Kiriri Women's University of Science and Technology

FACULTY OF BUSINESS

BACHELOR OF SCIENCE IN BUSINESS ADMINISTRATION

Course Title: KBA2424: COMPANY LAW

Prerequisite: None

Course Instructor: Keziah Gakahu

Purpose of the course.

This course is designed to equip the students with the knowledge of the functioning of companies, requirement for their operation and their legal status

Expected Learning outcomes

By the end of the course the student should be able to:

- Learn the basic concepts of company law
- Understand the process of incorporating companies
- Describe the law of meetings
- Examine the role of Capital Market Authority

Contact Hours: 45 Hours

Course Content:

Topic	Approximate Start Dates
Introduction to Business Enterprise Introduction to Company Law	Week 1

<p>Incorporation – Classification of companies</p> <ul style="list-style-type: none"> – Classification of registered companies – Registration procedures – Effect of registration – Practical consequences of incorporation – Lifting the veil of incorporation – Unincorporated associations 	Week 2
<p>Promotion – Promoters</p> <ul style="list-style-type: none"> – Pre-incorporation contracts 	Week 3
<p>The Company's Constitution – – The memorandum of association</p> <ul style="list-style-type: none"> – Company names – Names of foreign companies – Business names – The Registered Office Clause – The Objects Clause – The doctrine of Ultra vires – Alteration of objects – Limited liability clause <p>– Capital clause</p>	Week 4
<p>Raising and Maintaining Capital</p> <ul style="list-style-type: none"> – Issuing of shares at a discount – Underwriting commission – Brokerage – Issuing of shares at a premium – Purchase of own shares – Financial assistance of acquisition of own shares – Alteration of capital – Reduction of capital – Redemption of shares <p>– DIVIDENDS</p>	Week 5
CAT 1	Week 6
<p>Company Membership and Securities I</p> <ul style="list-style-type: none"> – Meaning of “member” – Methods of becoming a member – Cessation of membership – Who may become a member? – Register of members 	Week 7

<ul style="list-style-type: none"> – Annual Return – Shares – Transfer of shares – Mortgage of shares – Calls on shares – Lien on shares – Borrowing by companies 	
<p>Company membership and securities II</p> <p>DEBENTURES</p> <ul style="list-style-type: none"> – Definition – Debentures and debenture stock – Issue of debentures – Debenture certificates – Debenture trust deed – Priority of charges – Registration of charges 	Week 8
<p>Company Management – – Appointment of directors</p> <ul style="list-style-type: none"> – Directors’ qualifications – Duties and powers of directors – Removal of directors 	Week 9
CAT 2	Week 10
<p>Legal Protection of Minority</p> <ul style="list-style-type: none"> – Meaning of Protection and Minority – Meaning of Oppression – Negligence 	Week 11
<p>Winding Up Companies</p> <ul style="list-style-type: none"> – Method of dissolution – Compulsory and voluntary liquidation – Liquidation process 	Week 12
Revision and presentations	Week 13

Mode of delivery

Lectures, Class discussions, Group activities, Case studies

Instruction Material and Equipment

LCD Projector, Whiteboard, Textbooks

Course Assessment

Continuous Assessment	30%
Examination	70%

Reference Materials

Course Textbooks

1. Ogola, J. J.. Company law. Nairobi, Kenya: Focus Books, 1997. Print.
2. Juro, S. & Barnard, S. (2013). Integrating Total Quality Management in a Library Setting. Routledge

Course Reference Textbooks

1. Kirika, S. G., & Kariithi, N. (1991). Principles of company law in Kenya. Nairobi: S.G. Kirika.
2. Dignam, A. J., & Lowry, J. P. (2009). Company Law (5th ed.). Oxford: Oxford University Press.
3. Companies Act. Published by the National Council for Law Reporting. Available at
4. www.kenyalawreport.co.ke/Downloads/Acts/Companies%20Act.pdf

Course Reference Journals

1. European Business Organization Law Review
2. Journal of Law and Economics
3. Journal of Corporate Law Studies
4. Comparative Company Law

Academic Integrity and Other Management Issues

You are governed by the University code of academic integrity. Class attendance and participation is mandatory. You are responsible for staying in touch with daily course progress and for securing course materials that are handed out in class. Work on course projects/assignments coursework so that deadlines are met. Please also note that you must attend not less than two-thirds of all sessions to be considered as having met the course requirements. Late submission of assignments will not be accepted.

Checked and confirmed by: Head of Department –Business Administration

Sign_____

Approved by:

Registrar Academic Affairs

Sign_____.

Date _____ Stamp _____