

Skills - Module

**Commercial Business
Law**

Time allowed : 15 minutes for reading and planning

3 hours for writing

December 13 – 2025

Section (A) Tow Question Compulsory .

Section (B) Answer Only Tow Question .

Do not open this paper until instructed by the supervisor.

This question paper must not be removed from the examination hall.

**F4
Paper**

**The Accountancy & Audit Profession
Org. Council - Sudan**

AAPOC

Commercial Business Law F4

Section (A)

Tow Question Compulsory

Question One :

- (1) What are the Requirements for a Companys Memorandum and Articles of Incorporation ?
(5 Marks)
- (2) What are the Legal Terms of References , to be met by any Company registered outside Sudan . in order to operate inside .
(5 Marks)
- (3) Discuss, briefly, the embership of the companys Board of Directors In terms of
- (a) Board membership conditions .
(3 Marks)
 - (b) Fiduciary duties of Board Members .
(4 Marks)
- (4) What are the main conditions related to the allocation of Company shares ?
(4 Marks)
- (5) Discuss the procedures to be followed in transferring Profits to Capital reserve .
(4 Marks)

Total (25 marks)

Question Two :

- (1) Compare , in all aspects , a Copany and aPartenership.
(6 Marks)
- (2) Mr.Ibrahim bought shares from Alkawakeb Company,but his shares were not registered in the Company register:
Which Authority has the Jurisdiction Power to amend the register ?
(4 Marks)
- Discuss Mergers in the companies, in terms of :
- (a) The definition of the Merger.
(5 Marks)
 - (b) The requirements of Merger
(5 Marks)
 - (c) The effect of merger on the Rights of the Third Parties
(5 Marks)

Total (25 marks)

Section (B)

Answer only Tow Questions

Question One :

(1) Discuss Liquidation , in terms of :

- (a) The Definition of Liquidation, (3 Marks)
- (b) Types of Liquidation, (3 Marks)
- (c) When will the company be liquidated by Court , (5 Marks)
- (d) The party ,person, liable to pay Liquidation Fee (3 Marks)

(2) In a Sale of goods contract,explain the following terms :

- (a) What is meant by Goods ? (2 Marks)
- (b) What is meant by Price,and what are its types ? (3 Marks)
- (c) When seller is exmpted from goods defect warrenty? (3 Marks)

(3) In the event of Alkawakeb (Sudanese company), entered in a contract with Santos (Brazilian company) , to import / Vehicles under the (C.I.F.)conditions,
Explain: The legal liability of each party ? (3 Marks)

Total (25 marks)

Question Two:

(1) Discuss the Commercial Agency in terms of :

- (a) Duties of Agent , (5 Marks)
- (b) Legal guarantees provided by the Agent (4 Marks)
- (c) What is the meant by the term (Agents Authority being Binding) (Les judicate) or (Apparent Authority). (4 Marks)

(2) Discuss ,briefly, the power of the Central Bank on Controlling Currency Circulation ,
by setting Exchange Rates, and historical stages it has gone through. (6 Marks)

(3) When will a contract be Void , and will it loose its effect ? (6 Marks)

Total (25 marks)

Question Three:

The following financial transactions took place at AlNillein Bank Branch books , Study these transactions and disclose the right banking actions to be taken

- (1) The Bank launched a Mudaraba (Profit-sharing) for Public,to import M/Cars,for the amount of \$100.000, but , Public paid ,only \$20.000 . in the offer period,

Explain , the procedure, action,the Bank will take? (4 Marks)

- (2) Hussein issued acrossed cheque to Abbas,who has an account in another bank ,in another City,,,

Explain the Banking treatments of the transaction . (4 Marks)

- (3) Ghada, who has a current account, approached the Bank to withdraw from her account without cheque , Show , how will the Bank deal with Ghada ? (4 Marks)

- (4) Company (M) approached the Bank to open an L/C for m/cars imports from a German Company for \$50.000 , as Bank Officer , Explain

(a) The documents you will demand to issue the L/C ? (4 Marks)

(b) In case of issuing the L/C without specifying whether it is (Revocable) or (Irrevocable) ,

What is the legal status of the L/C ? (4 Marks)

- (5) Sharon rent a Safe Deposit Box from Bank (X),(Iron Treasury). The Bank manageent Suspected that ,Sharon, Illicit Activities is using the Box for (such as storing(Nascotics)

Explain , the legal procedure the Bank should follow (5 Marks)

Total (25 marks)