

**Skills - Module**

**F4**

# **Commercial Business Law**

Time allowed : 15 minutes for reading and planning

3 hours for writing

December 13 – 2025

Section (A) Two Questions Compulsory .

Section (B) Answer Only Two Questions .

Do not open this paper until instructed by the supervisor.

This question paper must not be removed from the examination

hall.

**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 Refrences , 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 aPartnership. (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 Two 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 exempted from goods defect warranty? (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 a crossed 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 management 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 )**