



JDP School of Law
Semester 1, 2026

FINAL EXAMINATION PAPER

**LAW303: CORPORATIONS, INSOLVENCY AND
LIQUIDATION LAW**

Important Instructions to Students:

1. Read the questions, instructions carefully and answer the questions.
2. You are allowed an **extra 10 minutes reading time** (during this time, you are not allowed to write) and **180 minutes (3 Hours) to complete this paper**.
3. All kinds of electronic gadgets (including smart phones, mobiles, tablets etc.) are strictly prohibited.
4. Write all your answers in the answer booklet provided. If you need extra sheets, please ask from the supervisor. Write your name, course code and student identification number in the answer booklet and in the attendance sheet.
5. **This Final Course Examination Paper is worth 60 marks. Students must score at least 30 marks in this final exam to pass the course.**
6. This paper contains **Seven (7) questions**. You are to answer **ANY SIX (6) questions**.
7. Write all your answers legibly. The marker has the right to award zero for answers that are not legible.
8. This is a **RESTRICTED OPEN BOOK EXAMINATION**. Students can take into the examination hall an unmarked copy of the **Companies Act 2015** and the **Partnership Act 1910**.
9. The University views plagiarism, cheating and dishonest practice as serious offences and if found, offenders are penalized.

Examination Paper Content (Format):

<u>Section</u>	<u>Question</u>	<u>Content</u>	<u>Marks</u>	<u>Suggested Time</u>
A	1 - 7	Seven (7) Questions – Answer any six (6)	10 marks each	30 minutes per question
		TOTAL	60 marks	180 minutes

Question 1

For several years, **Litia Naqio** has been running a small bakery in Lautoka under the business name “**Litia’s Bakery**”, claiming to operate as a sole trader.

During a routine inspection by the Lautoka City Council, officers noticed that no certificate of registration was displayed at her premises. They issued a verbal warning, instructing her to display the certificate.

However, the officers are unaware that Litia has never applied for or obtained a certificate of registration for her bakery. Litia now seeks legal advice regarding the Council’s warning. She is determined to continue using the business name “**Litia’s Bakery**”, as this is how her customers recognize her.

Advise Litia on the following:

- a. What is the validity and legal effect of the warning issued by the Lautoka City Council? (2 marks)
- b. Does the business name “Litia’s Bakery” meet the statutory requirements under the relevant legislation? (2 marks)
- c. What steps must Litia take to comply with the statutory requirements, and what is the process for registering her business name? (6 marks)

[10 marks]

Question 2

Maria Singh and Anil Kumar have been operating a small café in Ba under the business name “Coffee Corner”. Recently, Anil has decided that he wants to relocate to New Zealand to pursue further studies.

Maria is strongly opposed to Anil’s departure and has threatened to sue him if he leaves the business. The café currently owes \$20,000.00 to Westpac Bank under a business loan. Maria’s main concern is that she does not want to be left solely responsible for repaying the loan. The café was originally started by Maria, and Anil later contributed \$10,000.00 to join as a partner. The business also owns some valuable assets.

There is no written partnership agreement between Maria and Anil to regulate their rights and obligations.

Anil now seeks legal advice regarding his position.

- a. Advise Anil on the legal process available to him for leaving the partnership; (2.5 marks)
- b. Explain Anil’s liability in relation to the outstanding business loan; (2.5 marks)
- c. Discuss how the business loan may be managed following Anil’s departure; (2.5 marks)
- d. Clarify what happens to the \$10,000.00 that Anil contributed to join the partnership. (2.5 marks)

[10 marks]

Question 3

Rohit Sharma and Priya Devi are siblings. Both are ambitious and entrepreneurial. Rohit lives in Suva, Fiji, while Priya resides in Labasa. Priya is a qualified civil engineer employed with a local construction company.

Recently, an Australian infrastructure firm has begun work on a large bridge project in the Western Division. The firm requires civil engineering consultancy services for the design and safety aspects of the bridge.

Representatives of the Australian firm met Priya and expressed interest in engaging her for consultancy services. Priya discussed this opportunity with Rohit, who is willing to provide financial backing. Rohit, who has some knowledge of corporate law, advised Priya not to contract personally with the Australian firm because the nature of the work carries significant liability.

In return for his financial support, Rohit wants shares in Priya's business and some level of control. Priya welcomes Rohit's involvement, as he is an MBA graduate and experienced financial advisor.

The Australian firm, however, wants to finalize the contract quickly and cannot wait for Priya to first register her business with the Registrar of Companies. Priya fears she may lose the contract if she delays.

Priya has now approached you for legal advice.

- a. Advise Priya on the most appropriate business structure she should adopt, giving reasons. (2 marks)
- b. Explain how Rohit can acquire shares and exercise control in the business. (2 marks)
- c. Discuss how Priya can enter into a contract with the Australian firm immediately, even before formal registration of her business. (2 marks)
- d. Outline the process for registering such a business under the relevant legislation. (4 marks)

Support your advice with reference to the applicable statutory provisions and case authorities.

[10 marks]

Question 4

Neha Patel is involved in several different business ventures, each with a distinct company structure. She now seeks advice on her liability in each of the following scenarios:

- a. She holds 2,000 shares limited by shares in Pacific Traders Limited;
- b. She holds 1,500 fully paid shares in Island Foods Pte Ltd;
- c. She has provided a guarantee of \$75,000.00 towards the establishment of Blue Ocean Research Ltd, a company dedicated to marine conservation studies;
- d. She owns "Health First – An Unlimited Liability Company".

Advise Neha on the type of company she is involved in for each of the above scenarios and explain her liability with reference to the relevant legislative provisions and case authorities.

[10 marks]

Question 5

Jone Ratu is the director of Pacific Investments Ltd, which recently used its profits to purchase a commercial lease in Nadi for future development.

Several shareholders are unhappy because no dividend was declared for the last financial year, as profits were directed toward the lease purchase. Five of them have now filed a lawsuit against Jone personally, claiming he is an incompetent director and that the purchase caused a loss to the company. Jone seeks legal advice.

Advise Jone on:

- a. Explain the rules on declaring dividends under the Companies Act 2015. (2 marks)
- b. His obligations to shareholders. (4 marks)
- c. Whether the lawsuit brought against him personally by the five shareholders is legally sustainable. (4 marks)

Support your answer with the relevant legislative provisions and case authorities.

[10 Marks]

Question 6

Samuela Tiko is a shareholder in Coral Builders Ltd; a company incorporated in Fiji. The company has recently faced severe financial difficulties and has been unable to pay its debts to several creditors, including a \$100,000 loan owed to Fiji Development Bank.

Despite repeated demands, the company has failed to meet its obligations. The directors have not declared insolvency, and the creditors are now considering legal action. Samuela, concerned about his investment and the company's future, seeks advice on whether a winding-up petition can be brought against Coral Builders Ltd under the Companies Act 2015 (Fiji).

Advise Samuela on:

- a. The grounds upon which a company may be wound up under the Companies Act 2015 (Fiji). (3 marks)
- b. Who may file petition for winding up and the procedure involved. (3 marks)
- c. The implications for shareholders and creditors once a winding-up order is made. (4 marks)

Support your answer with the relevant legislative provisions and case authorities.

Question 7

You are the legal officer and company secretary of Viti Holdings Pte Limited. Minority shareholders have recently raised concerns that the Directors are misusing company funds and refusing to provide access to company records.

You have discovered that the Directors are:

- Paying allowances to family members who are not employed by the company;
- Transferring company funds into their personal accounts without proper authorization;
- Proposing amendments to the company's Articles of Association to issue new shares to outside investors, without consulting existing members; and
- Planning to engage in questionable transactions under the company's name, claiming that the corporate veil shields them from liability.

At the upcoming board meeting, you intend to present written submissions addressing these issues. Prepare written submissions for the board meeting advising on:

- a. The rights of shareholders to access company information. (3 marks)
- b. The legality of amending the Articles of Association to issue shares to outsiders. (3 marks)
- c. The limits of the corporate veil in cases of misconduct. (4 marks)

Support your submissions with the relevant legislative provisions and case authorities.

[10 marks]