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When Money is not a Motivating Force in the Work Place

By Sara Javid & Angela Chapa

International Technological University (ITU), United States

Abstract- Each individual has a driving force that encourages their efforts to perform in the workplace. It can be anything: supporting their family, saving up for vacationing, achievement-even to survive. What we do know is that one has to ask what will happen if they perform well in the work place and if it's enough to keep them motivated to work. Employees ask themselves if I go the extra mile will I be noticed? Motivation is a critical factor that needs to be highlighted as one of the key focal points in an organization to achieve efficiency in the workplace. The individual will be productive in the workplace if the individual believes that their desirable goal or need can be reached. Some would argue that underneath that motivation, money plays a primary role for employees in the work place. To some degree, money can be one incentive; however it is not the defining reason for motivation. Non-monetary incentives can be just as effective to motivate an individual. Giving an employee a raise or offering a better salary does not guarantee job satisfaction.

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When Money is not a Motivating Force in the Work Place

Sara Javid ^α & Angela Chapa ^σ

Abstract- Each individual has a driving force that encourages their efforts to perform in the workplace. It can be anything: supporting their family, saving up for vacationing, achievement-even to survive. What we do know is that one has to ask what will happen if they perform well in the work place and if it's enough to keep them motivated to work. Employees ask themselves if I go the extra mile will I be noticed? Motivation is a critical factor that needs to be highlighted as one of the key focal points in an organization to achieve efficiency in the workplace. The individual will be productive in the workplace if the individual believes that their desirable goal or need can be reached. Some would argue that underneath that motivation, money plays a primary role for employees in the work place. To some degree, money can be one incentive; however it is not the defining reason for motivation. Non-monetary incentives can be just as effective to motivate an individual. Giving an employee a raise or offering a better salary does not guarantee job satisfaction.

I. INTRODUCTION

The twentieth century has perceived an uprising in management theory ranging from classical theory to the Japanese administration approach and Management thinking, however, was slow to evolve during the century. There was a necessity to define what management was in the first occurrence as well as to operationalize it in meaningful terms for businesses. In that regard, the launch of the modern business management occurred primarily during mid-nineteenth century with the growth of a factory system, primarily within the piece goods industry, where computerization and mass assembly became the foundation stone of productivity (Gold, 2012). This paper will review related theories devised by the Hawthorn, Maslow and expectancy theory era and discuss how these different types of views can help organizations today better understand their employee's needs and come up with solutions on how to get employees excited about work. These theories help convey the importance on motivation within the employees' performance, communicate the financial incentives and their impacts as well as discuss types of job enrichments and rewards that will keep the employee motivated (See Appendix A, Figure 1).

II. RELATED THEORIES

The classicalists' theories initiated to be verbalized from one place to another during the late

and early 1900s while there are three major, early classical writers of great significance. Henri Fayol, whom of which employed in France, was truly an organizational theorist but was diverse enough to make a difference. Heri's theories of organization, though, kept in check motivation-related ideas. Further, he classified management into planning, organizing, regulatory, and directing the various differentiations utilized in modern day.

Behavioral theories define grass roots, their needs to play a role upon the motivation factor. Workforces seem to execute well when they are certain that their management is paying close attention to them in that this theory was first proven in the Hawthorne Studies (Handan Kepir Sinangil, 2001). Upon the two-factor theory persons' often spoke about the intrinsic factor such as the actual work itself – their experience upon achievements, accountabilities, and the encouraging factor. Moreover, during such, workers were frank about their extrinsic factors as well that of which described the salary, working conditions also. Therefore is some fundamental hygiene matters are not to be met there would be some dissatisfaction throughout the workplace (Handan Kepir Sinangil, 2001). A.H. Maslow introduced a hierarchy of needs, which include five needs: physiological, safety, social, self-esteem, and self-actualization in 1943. According to this theory once a need has been met, we move further up the latter of the hierarchy with the goal to satisfy the next highest need. "He also suggests that once we have satisfied a need, we will no longer be motivated to satisfy it further (A.D Timple p.65).

III. THREE THEORIES WITH A FOCUS OF MOTIVATION

Each individual has a driving force that encourages his or her efforts to perform in the workplace. Motivation is a critical factor that needs to be highlighted as one of the key focal points in an organization to achieve efficiency in the workplace. Attribution theory is perhaps the most powerful contemporary theory with effects for educational motivation (Handan Kepir Sinangil, 2001). Particularly, attribution theory combines behavior change in the sense that it stresses the awareness that students are strongly motivated by the enjoyable outcome of being able to have a high self-esteem (Gold, 2012). Further, it also incorporates cognitive theory and self-efficacy

Author ^α ^σ: International Technological University (ITU).
e-mail: achapa@itu.edu

theory in that it emphasizes that beginners' existing perceptions will intensely effect the ways in which a student will read the success or disaster of their very own efforts while handing their future inclination to perform same actions (Handan Kepir Sinangil, 2001). Expectancy theory is when persons' perform at their best hoping that a rewards awaits. Equity theory may also play a vital role in motivation in that the employee experiences a good treatment from the company in which they are employed (Handan Kepir Sinangil, 2001). The Expectancy Theory argues "humans act according to their conscious expectations that a particular behavior will lead to specific desirable goals" (I. Books, p.83). This theory suggests that different levels of motivation can occur when possible outcomes can be achieved. Employee behaviors can be positive or negative depending on the individual's perception of the outcome. From a cognitive stand point, one has to ask what will happen if they perform well in the work place and if it's enough to keep them motivated to work. The individual will be productive in the workplace if the individual believes that their desirable goal or need can be reached. Some would argue that underneath that motivation, money plays a primary role for employees in the work place. To some degree money can be one incentive; however it is not the defining reason for motivation. There is a way to motivate personnel without money. Non-monetary incentives can be just as effective to motivate an individual. Giving an employee a raise or offering a better salary does not guarantee job satisfaction.

IV. IMPORTANCE OF MOTIVATION IN EMPLOYEE PERFORMANCE

Motivation has been defined as: the psychological process that gives behavior purpose and direction (Krietner, 1995); a predisposition to behave in a purposive manner to achieve specific, unmet needs (Higgins, 1994); and the will to achieve (Bedeian, 1993). Motivation is operationally defined as the inner force that drives individual to accomplish personal and organizational goals. Whenever money is not a motivating force within the workplace there is often the ways at which an employee or employees may provide an act of dissimilarity for the sake of unattractive wages. This is when the motivation of employees starts to decline and the performance plummets – sometimes in the worst ways that of which the quality diminishes putting the organization in probable crisis. The importance of motivation in relation to the employee performance highly involves the methods of Human and Resource Administration that of which freely concentrate on social performance and employee enthusiasm. These days, such branch has become further vital to businesses as over-all quality of organizations are becoming more fashionable of engineering super vision

(Gold, 2012). Moreover, folks who retain great motivation are usually considered to have advanced work potential while they often produce the stronger quality of performance (Gold, 2012).

In a recent study by Sales force's social performance management division, Rypple, found some startling revelations that came to light. Recognition, for example, was one of the key factors that employees felt were lacking at their profession. Nearly 70% of employees said they would work harder if they were better recognized for their efforts.

The solution according to Rypple can be broken down into 3 components:

- *Coaching - Match employee talent, interests, and needs with the company objectives.*
- *Relationships - Build personal, trusting relationships with employees.*
- *Dialogue - Encourage open and frequent conversations with employees to head off problems that lead to disengagement.*
- *The need to be noticed: 78% of employees cited recognition as the main motivating factor in their career.*
 - *69% of employees said they would work harder if they were better recognized*
 - *52% of employees were not satisfied with the level of recognition they received*
 - *49% of the employees said they would leave their current job for a company that clearly recognized employees for their efforts*
 - *39% of employees did not feel appreciated at work.*

V. FINANCIAL INCENTIVES AND THEIR IMPACTS

Interestingly enough, employee bonuses and possible stock options are often methods to progress personnel performance. However, these methods may also lead to unethical demeanor, ignite turnover as well as encourage resentment and dissatisfaction (Gold, 2012). In its place, it is said that employers should be more attentive to the intrinsic motivation employees. This is more of a means to propose better jobs that favor the employee but also deliver chances to make independent selections, improve skills, and perform the tasks of a greater significance while constructing more expressive relational connections (Handan Kepir Sinangil, 2001). As soon as quality fiscal incentives are put in place, numerous employees will have high expectations while often crossing the ethical limits in the hopes of earning them while assuming that the ends warrant the means (Handan Kepir Sinangil, 2001). On the contrary, when we value a reward, we often take the shortest, informal trail to achieving such –further encourage self that we are always right (Gold, 2012).

VI. JOB ENRICHMENTS

"Many employees may have the ability to do a job, but just may not be functioning at their full potential because they are not being adequately motivated" (A.D. Timple, p.65). The solution to avoid this problem is job enrichment and finding different techniques to keep the motivation at work (See Appendix C, Figure 1.3). According to Timple, these techniques can be broken down into team efforts, increased participation, job rotation, and job design (p. 67). This enables the employee to go outside of their daily job routine and enhance self-dependence and participation. Getting employees involved in a group project or assigning them into a team to solve problems can make them feel part of the organization. Allowing them to be part of a decision in the organization can promote self-worth and can therefore lead to job satisfaction and work motivation. Enhancing working conditions, where input into managerial decisions can be open to regular staff. This will create an open door policy avoiding the employee from feeling restricted and unable to have a say in daily decisions that involve them.

Demotivation can be present in the work place if the employee is constantly doing the same routine. Over time if they are not challenged enough this can lead to boredom. Once the level of boredom has been reached, the employee becomes unengaged and dissatisfied. Job rotation allows the experience of different tasks avoiding routine. Another motivator is Job redesign, which "takes an employee's existing position and makes changes to encompass great responsibilities, greater control, more frequent feedback, and more varied job responsibilities" (p. 67). Developing a unique job design for each worker would create a challenging work environment that will motivate the individual to participate.

VII. OTHER FORMS OF REWARDS

Additional rewards within an organization are contingent upon an employees' status within – their level of performance primary education as well. Other forms of rewards are often likely upon the budgeting as well as the company's tasks and the CEO budgets. Additionally, there are incentives that may appease the employee – major promotions, company vehicles, travel bonuses, ownership options and so on. In essence, business managers may use more than a few policies to progress employee gratification and motivation (Handan Kepir Sinangil, 2001). Non-monetary offerings that employees will value such as benefits: vacation days, free lunch, and/ or cafeteria benefits. The standard of shoring up or actions modification theory recommends that rewards and penalties may respectively regulate employee performance. Employee recognition where managers get to know your employees show them you

appreciate the hard work. This can be done with awards and testimonial dinner where the employee is getting recognized. The employee will feel motivated to work knowing that there is a reward ahead. They will want to come to work excited knowing that there is a possibility to grow and advance in the workplace; job security. Enriching the physical surrounding such as colors, personal possessions, and office arrangements can contribute to the attitude and mood of the employee.

VIII. ENVIRONMENT AND CHOICE OF MOTIVATION

There is no question that employees perform stellar when they have access to their own space. For example, though technology working areas are more probable to be open-plan the project that is repeatedly understood as a sidetracking productivity-spoiler, most technicians and engineers are usually gain the added wherewithal and the advanced capability of stronger focus. Satisfaction of an employee within the workplace increases the probability of innovation and advanced performance, therefore, employers must sustain the motivation theories that will increase all.

IX. CONCLUSION

This essay communicated the subject of business, when the money is not a motivating force within the workplace and showing that money is not necessarily an incentive to get an employee motivated. It is crucial to recognize and pay attention to what people's needs are and wants (See Appendix B, Figure 1.2). Neglecting this topic of motivation could negatively impact the productivity and workflow of an organization. Moreover, it conversed theories devised by the Hawthorn, Maslow and expectancy theory era, provided three theories with a focus on motivation as well as conveyed the importance on motivation within the employees' performance. Furthermore, this document communicated the financial incentives and their impacts, types of rewards and an example of the environment and choice of motivation that of which will make a better workplace within society.

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Appendix - A

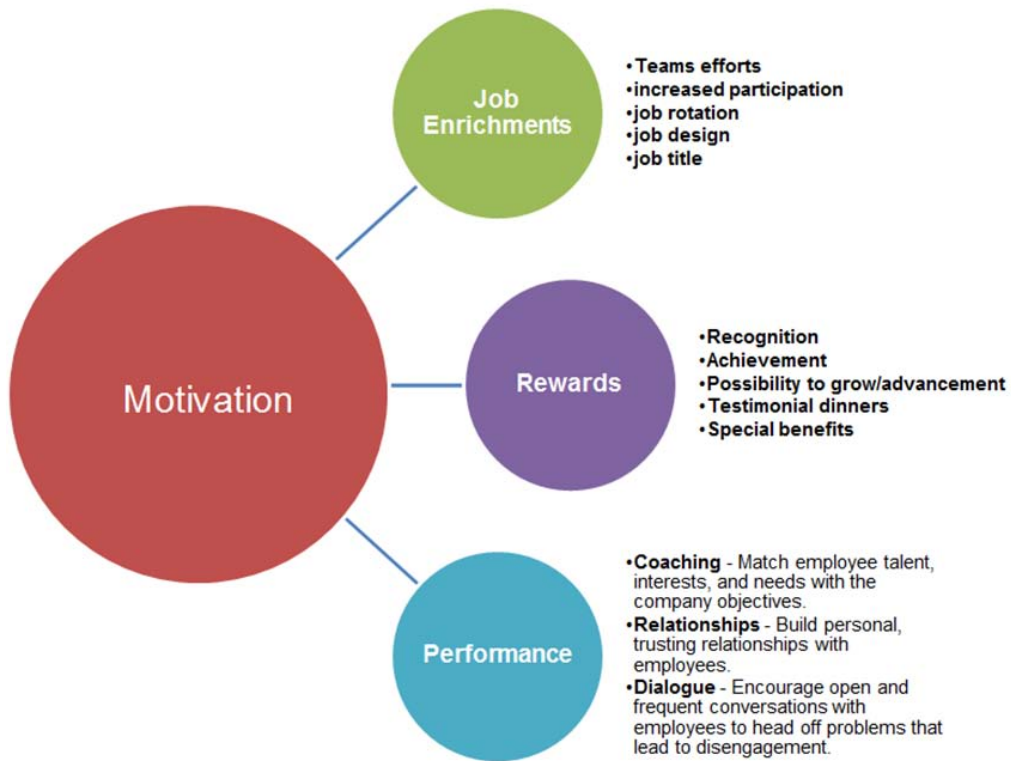


Figure 1

Appendix - B

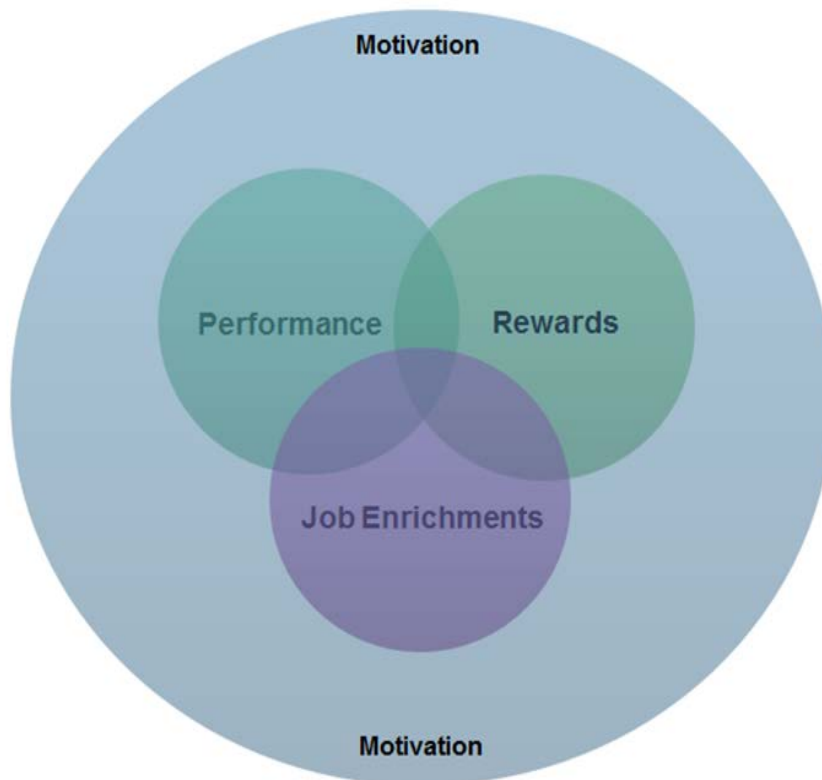


Figure 2

Appendix- C



Figure : 1.3



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Appreciating Ghanaian Choral Music: George Mensah Essilfie's *Yɛdze Wo Kɛseyɛ Maw'* (We Ascribe to your Greatness) In Perspective

By Dr. Joshua Alfred Amuah & Kras Kofi Arthur

University of Ghana, Legon, Ghana

Abstract- Ghana grew out of formal music education introduced into Ghana's educational system during the colonial period. Western music and its stylistic features of compositional techniques were then espoused and put to use. Conversely, this comprehensive espousal of foreign traditions impeded the very existence of indigenous Ghanaian cultural practices – especially music. The early twentieth century saw the nation's musical icons like Ephraim Amu, Nketia among others, initiating a crusade to resuscitate Ghanaian indigenous musical traditions.

Through a critical analysis of a representative work, 'Yɛdze Wo Kɛseyɛ MaW' (We ascribe to your greatness) the authors introduce one "contemporary" Ghanaian composer, George Essilfie Mensah, whose pieces demonstrate bimusicality, a syncretism of traditional Ghanaian and western musical styles which presents his works appreciating to Ghanaian Choral music performers. The paper seeks to serve as model for the study of a blend of traditional and western elements in choral music.

Keywords: choral, music education, indigenous/ traditional, ghanaian, syncretism, contemporary.

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Keywords: choral, music education, indigenous/traditional, ghanaian, syncretism, contemporary.

I. INTRODUCTION

This paper covers a momentary history of music education in Ghana and a description of some traditional Ghanaian musical elements to facilitate the reader's comprehension of the musical analysis. The parameters which have been set for the analysis are: melodic construction, scale patterns, harmonic structures among others.

Again, the paper discusses the versatility with which Mensah Essilfie demonstrates bi-musicality by subjecting indigenous African Music to Western Compositional Styles and vice versa in his piece *Yɛdze Wo kɛseyɛ MaW'* (We ascribe to your greatness).

The composer under study is chosen for his distinguished affinity for writing for voices coupled with his masterful sense of textual relationship to the music he composes. There are, of course, hundreds of Ghanaian choral composers down through history, and it is common knowledge that Ghana has produced very

prominent art composers who have contributed immensely towards the tonal tradition.

The other sections of the paper discuss the influence of the church, art composers, music syllabuses for Teacher Training Colleges and a case study of the composer comprising his biography and analysis of the selected piece from his repertoire. Although Mensah has composed a host of choral music, this paper concentrates on his *Yɛdze Wo kɛseyɛ MaW'* (We ascribe to your greatness) which contains adequate use of the analytic parameters set for the study; melodic construction, harmonic structures, scale patterns, chromatic harmonic usages among others.

II. CHORAL MUSIC IN PERSPECTIVE

Young (1962:15) indicates "the sixteenth century is the first great climax in the development of choral music". He further states that "in this age choral music, for the last time, ranks as superior to instrumental. It is the age in which wealth, learning, feeling and a sense of purpose unite – for a brief period to demand fine music".

Sixteenth century music is largely vocal and was generally conceived as belonging to Cathedral Churches, the composition of which was according to ancient modal principles, based on subtle and varied rhythmic formulae and modest harmonic coloration.

Choral music has its practical value as anybody, even though reluctantly, would agree. In religion, choral music can sometimes aid a point of view. Many people in Ghana sing in choruses than join in any other performing arts — from church choirs to children's/youth choruses. Their repertoire comprises everything from contemporary gospel music, hymns to classical anthems.

Composers from the colonial times to the present day inspire us with their ability to capture emotions in song, whether their music is performed by a professional ensemble, school/college choir, church choir, male or female ensemble, or youth choir. Example of such songs are *Yaanom montie* (Folks, listen) by Nketia, *Yareɛyɛya* (it is painful to get sick) by Koo Nimo, *Asomdwoe mu* (in peace) by Ephraim Amu. Some musical icons like Ephraim Amu, Kwabena-

Author ^α : Department of Music School of Performing Arts University of Ghana, Legon. e-mail: joshuaamuah@yahoo.com, jamuah@ug.edu.gh

Author ^σ : Department of Music Methodist University College, Dansoman, Accra. e-mail: krasarthur@rocketmail.com

Nketia, Nayo among others stand out as composers of distinction for their significant and perpetual contributions to our Ghanaian choral music culture—not only through original compositions, but also by preserving traditional or folk songs in what have become “standard” arrangements.

III. ART MUSIC COMPOSERS IN GHANA

Amuah et al (2000: 87) contend that art music refers to music which has been notated and performed to be listened to. They explain that this type of music is purely contemplative and since it has been notated, it is to be performed in the same way whenever it is performed. Art music may be explained as music which involves considerably more work by the listener to fully appreciate than it is with popular and traditional music. Art composers are creative, versatile, not afraid to experiment, willing to collaborate and of course, passionate about writing music. Example of such composers are; Ephraim Amu, Nketia, Yankey, Dor, Mereku.

Agordoh (1994: 79) posits that the person who single handedly made the advancement at incorporating indigenous music in church worship in the protestant denomination, especially Presbyterian Church of Ghana, and the E. P. church, Ghana, was Ephraim Amu. According to Agordoh, Amu was the first Ghanaian, and perhaps the first African to build our music by writing in the style of Western type of music.

Omojola (1995: cited from Mereku, 2009: 5) points out that in Ghana, Ephraim Amu, referred to as the “Father of Art Music”, was a prolific composer who wrote vocal music in both Ewe and Twi languages. Indeed, as a pace setter, he is said to have been the first to experiment with complex polyrhythmic and contrapuntal textures in African musical idioms, e.g. *Tiri ne nsa ne 'koma nyinara nsua no pɛ* (head, hand and heart collaborate in learning).

Nketia is described as the natural successor to Amu as the leading Ghanaian composer. Like Amu, Nketia has written vocal and instrumental works whose compositional procedures were based on traditional African music he devoted much time in studying (Omojola, *ibid*). Examples of his works include (a) Bamboo flute pieces (Quartet No. 1, Quartet No. 2), Violin and piano (Three Ghanaian Airs (1963) and (b) *Yaanom montie* - listen folk (1944) *Nnansa ne nne* (three ago) and *Wo ho te sɛn?* - how are you (1948).

There are, of course, hundreds of Ghanaian choral composers down through history as emphasized by Mereku in his Sasabonsam's match analysis that Ghana has produced very prominent art composers who have contributed immensely towards the tonal tradition¹. But then the choice of Mensah Essilfie

represents an important introduction to the richness and diversity of Ghanaian choral music.

IV. BIOGRAPHICAL SKETCH OF GEORGE MENSAH ESSILFIE

George Mensah Essilfie grew out of a family that was blessed with a bunch of musicians including his grandfather who played the harmonium, and his mother Mrs. Isabella Essilfie who was a singer. Besides, his uncles, Dr. George Alex Sam Amuasi and Prof. John Humphery Amuasi were already pianists and organists by the time Essilfie was growing up. Dr. George Amuasi had already been playing the Hammond Organ at the Winneba Methodist Cathedral. It is indeed not surprising seeing Mensah and his two brothers making the Essilfie's home in AgonaSwedru the home of music.

V. EDUCATION AND MUSICAL TRAINING

Mensah Essilfie is the last of the eight children born to his parents. He began his primary education at the age of four (4) at the Swedru International School. Mensah benefited immensely from KwesiAgyapong's music lessons, their family music teacher who had been engaged to take every child in the house through music lessons.

At nine, Mensah wrote his first song based on the biblical story of the prodigal son and gladly taught it to Hilary Voices, a group formed by his elderly siblings. By age ten (10) Mensah had started his secondary education at the then Winneba Secondary School now Winneba Senior High School. Undoubtedly, Mensah was the school organist where both tutors and students including his parents and siblings were amazed at the manner in which he was displaying his dexterity at the keyboard and in music compositions at that tender age.

All his siblings and parents were convinced that he should be given all the encouragement and resources he needed to continue his education solely in music instead of having it as a second vocation as in the case of his two siblings Rexford and Harvey. This brilliant thought from the family inspired Mensah to take a giant step into the music scene by first enrolling at the erstwhile National Academy of Music to do a general Diploma in Music, and later Bachelor of Education (Music Education) to, as it were, develop his knowledge and skill in music.

Benjamin Wilson, Charles Emmanuel Graves, Ephraim Amu, George WorlanyoKasiDor, Herbert Sam, James A Yankey, Joseph Henry KwabenaNketia, James Martey T. Dosoo, James Tsemfo-Arthur, KennKafui, KwesiBaiden, Michael KwesiAmissah, Newlove Annan, Otto Boateng, Philip Gbeho, Robert George KamlaNdo, Sam Asare-Bediako, Walter Blege and Yaw Sekyi-Baidoo.

¹ This list includes Alfred Entsua-Mensah, Augustus Adu-Safo, Charles

VI. CAREER/ACHIEVEMENTS

Mensah commenced his music career as a professional music educator imparting knowledge and skills to both young and old, and the following were some of his achievements:

In Ghana, Essilfie Founded the Famous and the award winning Winneba Youth Choir in 1989. Before then he was serving the Ebenezer Methodist Church, Winneba as the Organist. He also served the Wesley Methodist Koforidua, and Ebenezer Methodist Church Bantama-Kumasi as organist and at the St. Louis College of Education in Kumasi Essilfie taught music.

In Europe, he was the Director of Music of the Osagyefo Theatre Company in Luton – London, and performed at the Verdi Music Festival in Berlin, Germany. He attended the Easter Music School for music educators in the U.K. under the auspices in the British Council Institute.

In the United States of America Essilfie exposed his art competency as he exhibited some of his digitally created West African symbols at the McConnel Arts Centre in Worthington, Ohio, USA in February, 2011 as part of the Black history month. He was also Director of Music for the North American Association of Methodist Church Choirs, comprising the USA and Canada.

VII. CHORAL WORKS

Mensah Essilfie has made tremendous contribution to the development of choral music in Ghana. Some of his compositions include *Ayɛ a mman nsuro* (be not afraid), *Open me The Gates*, *Christ bits you come*, *Otomfo* (the great one – folksong arr.), *ɔdomankoma Egya* (eternal Father), *Mede asedabɛ ma Yehowa* (I will render thanks unto Jehovah), *O Zamena*,

mena (military Cadence arr.), *Nyimpa nnkotum atse Nyame ase* (God is unpredictable)

As mentioned earlier, although Mensah has composed a host of choral music, this paper concentrates on his *Yɛdze Wo kɛseyɛ MaW'*

Yɛdze Wo kɛseyɛ MaW' – is a contemporary sacred African choral work in Duet and SATB. According to the composer, he was inspired by a dream he had about a host of angels and true worshippers on earth ascribing to the Lord his greatness that cannot be compared. It is composed in Fante, an Akan dialect, a language spoken in Ghana, with some Hebrew words incorporated in the song to emphasize the omnipotence of God: EL – SHADDAI (God Almighty or God All Sufficient), ADONAI (Master or Lord), JEHOVAH (The Self-Existent One), and the like.

Section A

This section comprises the use of the analytic parameters set for the study; melodic construction, harmonic structures, scale patterns, chromatic harmonic usages among others. Speech contour, otherwise known as the tonal inflections of the language – the rise and fall intonations of the language is widespread in this composition.

Measures 1 – 33 introduce the song through sequences, and that the whole section is characterized by several sequences. Each part does its own sequence which weaves into the others yet merging harmonically. There is also close association between text and melody observing the concept of tonal inflections or contour of the language he uses. See how these were used in the opening of the song in figure 1 below:

ye-dze wo ke-se ye, ye-dze wo ke-se ye, ye-dze wo ke-se-ye

Daa, daa, daa

ye-dze Wo ke-se-ye

Yɛ-dze Woke se ye maW, Wo ke se ye ye dze Wo ke se ye

Figure 1

A dint of quartal and quintal harmony is used in measure 23 – 26 see the dissonance between the soprano and alto as shown in Fig. 2 and 3



In figure 3 a modulation is encountered which is approached through the use of pivot chords: the last chord in Measure 75 being tonic in F major becomes dominant in Bb, and in the ensuing measures the seventh on the dominant is established. See the figure below



Amuah, et al (2002: 32) argue that in most African songs, the singers are divided into two groups. The first group is usually made up of one person known as cantor, while the rest of the singers form the second group, known as the chorus. The cantor leads the singing while the chorus sings after him or her. What the cantor sings is referred to as the call while the part sung by the chorus is known as the response.

groups. In *Yedze Wo kɛseyɛ MaW'* the composition review we note the versatility with which Mensah Essilfie demonstrates bi-musicality by subjecting this indigenous African Musical style to Western Compositional technique and vice versa.

The following phrases utilize call and response patterns and weaves through some interesting sequences. It is also remarkable to note that two separate voices do the call at different points against the chorus leading on to the C section. See the example below.



Section B

Measure 76 – 118: is a Soprano and Alto Duet against SATB Chorus as expressed above. There is a chorus introduction from measure 76 - 81 which

reinforces the new key for a smooth passage for the Soprano at the start of the duet against the chorus.

The chorus accompanying the duet is mostly chordal as exhibited in Fig 5

Figure 5 shows musical notation for measures 102-103. It includes four staves: Call 1, Call 2, Response, and another Response. The lyrics for Call 1 are 'ma Wo, hen w'rae' and 'N - hyi - ra, - n - hyi - ra'. The lyrics for Call 2 are 'ma Wo hen - wra'e' and 'a - ye - yi, a - ye -'. The Response staves show chordal accompaniment with lyrics 'hen w'rae' and 'N - hyi - ra, n - hyi - ra'.

Figure 5

Measure 97 – 103, there is a duet in 6ths against a chordal progression. See Fig 6

Figure 6 shows musical notation for measures 97-103. It includes four staves. The top two staves are vocal lines in 6ths with lyrics 'ye - dze Wo ke - se - ye ma Wo hen w'rae'. The bottom two staves are chordal accompaniment with lyrics 'daa hen w'rae daa' and '(ye - yi W'a - yew)'.

Figure 6

Section C (Measure 119 – 156 – Fugue)

The fugue opens with the alto singing the exposition followed by tenors responding in the dominant. Basses come in with the same key as altos followed by sopranos. The harmony from the point of sopranos is treated as a variation. Sopranos sing the subject while ATB sing a different harmony other than the countersubject in measures 143 – 151. Measures 152 – 156 could be adequately described as the codetta to the fugue.

Section D

Measure 157 – 187 opens with a brief chromaticism – chromaticism is the use of notes foreign to the diatonic scale upon which a composition is based. Chromatic tones in Western art music are the notes in a composition that are outside the seven-note diatonic (i.e., major and minor) scales.

The following passage is a characteristic of chromatic harmony which is employed in a sequential modulation.

156

nma No .. El-sha - ddai, 'JAH-JE-HO - VAH', El - e - lo - him, A - .. do - .. nnai

nma No .. El-sha - ddai, 'JAH-JE-HO - VAH', El - e - lo - him, A - .. do - .. nnai

course, passionate about writing music, and therefore

nma No .. El-sha - ddai, 'JAH-JE-HO - VAH', El - e - lo - him, A - .. do - .. nnai yi N'a -

nma No .. El-sha - ddai, 'JAH'-Je - ho - vah, El - e - lo - him, A - .. do - .. nnai yi N'a -

Figure 7

At the end of measure 160, there is modulation to C major. Soprano and altos help to establish the key by holding on to the dominant of the new key while tenors and basses create a sequence using 3rds.

Section E

This section modulates to Ab major in unison from Measure 187 onwards and then followed by an abrupt modulation to a minor 3rd (F major.) below in Measure 192. A phrase is repeated twice each ending on a minor but the last one ends in the major.

This section is very lively and climaxes the entire song. The last few bars make use of the rhythmic motifs 'WONSUOM' and 'YɛDZE WO KɛSEYɛ MAW', interweaving them with the Hebrew words, Elshaddai and Adonnai. The altos & tenors come in with "OSEE AYEE" which is a phrase mostly used in jubilant and victory songs. All these are employed to denote invitation to everyone to join in ascribing greatness to God and also to bring a grand ending to the song.

IX. SUMMARY AND CONCLUSION

Yɛdze Wo kɛseyɛ MaW' is a 210 measure piece with significantly interesting opening. Alto does the introduction in full measure though with a crotchet beat rest. From measures one to 1 – 11 we find the sopranos and basses doing the same rhythmic progression which runs counter to the inner parts – alto and tenor respectively and momentarily intersect in harmonic rhythm in measure 12 and 13. The composer also shows dexterity in the use of sequence to create tension and releases as evidenced in measures 1 – 33 and many more places in the piece.

Essilfie writes quite comfortable ranges with occasional leaps. The intervallic structures of major and minor seconds/thirds, perfect fourths are some of his traits. Essilfie's music, though not exclusively chromatic,

chromaticism and the developments in his harmonic progressions point to his being predisposed to the works of the classical and romantic periods. His chromatic harmonies are sometimes attained by shifting from the major into minor modes, or vice versa, calculated to provide dramatic coloration. Again he favours the use of the diminished 7th chords.

His skills in contrapuntal writings are evident in imitative counterpoint and fugal expositions he displays in measures 199 – 156 of this work. In deed the fugue is treated as a style rather than a fixed structure because there is clear deviation from the laid-down structure.

Another area of particular note is his close association between text and melody where there is strict observance of the concept of tonal inflections or contour of the language he utilizes.

It is undeniably true that within musical modernism is the conviction that music is not a static phenomenon but rather a discipline which is fundamentally historical and developmental. The term "**modernism**" refers generally to the period of change and development in musical language that occurred at or around the turn of the 20th century, a period of diverse reactions in challenging and reinterpreting older categories of music, innovations that lead to new ways of organizing and approaching harmonic, melodic, sonic, and rhythmic aspects of music, and changes in aesthetic worldviews in close relation to the larger identifiable period of modernism in the arts of the time. The operative word most associated with it is "innovation" (Metzer 2009: 3). Essilfie has injected modernism into his music that makes it timeless resulting from the use of chromaticism, though not excessively done so as to redirect its conventional tonal functions. He is simply innovative, creative, versatile, not afraid to experiment, willing to collaborate and of

course, passionate about writing music, and therefore may be classified as a contemporary composer.

Again, his creative abilities saw him creating a perfect blend with African and western compositional techniques. One such area is the call and response device which Essilfie uses to demonstrate bi-musicality, a syncretism of Ghanaian and western musical styles which makes his audience and contemporaries appreciate his works.

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Vector-Based Approach to Verbal Cognition

By Chuluundorj B

University of the Humanities, Mongolia

Abstract- Human verbal thinking is an object of many multidisciplinary studies. Verbal cognition is often an integration of complex mental activities, such as neuro-cognitive and psychological processes. In neuro-cognitive study of language, neural architecture and neuropsychological mechanism of verbal cognition are basis of a vector – based modeling.

Human mental states, as constituents of mental continuum, represent an infinite set of meanings. Number of meanings is not limited, but numbers of words and rules that are used for building complex verbal structures are limited. Verbal perception and interpretation of the multiple meanings and propositions in mental continuum can be modeled by applying tensor methods.

A comparison of human mental space to a vector space is an effective way of analyzing of human semantic vocabulary, mental representations and rules of clustering and mapping. As such, Euclidean and non-Euclidean spaces can be applied for a description of human semantic vocabulary and high order. Additionally, changes in semantics and structures can be analyzed in 3D and other dimensional spaces.

Keywords: *verbal cognition, mental representation, verbal mapping, semantic space, scalar, vector space, tensor model, dot and cross product, eigen space and eigenvalue.*

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Human mental states, as constituents of mental continuum, represent an infinite set of meanings. Number of meanings is not limited, but numbers of words and rules that are used for building complex verbal structures are limited. Verbal perception and interpretation of the multiple meanings and propositions in mental continuum can be modeled by applying tensor methods.

A comparison of human mental space to a vector space is an effective way of analyzing of human semantic vocabulary, mental representations and rules of clustering and mapping. As such, Euclidean and non-Euclidean spaces can be applied for a description of human semantic vocabulary and high order. Additionally, changes in semantics and structures can be analyzed in 3D and other dimensional spaces.

It is suggested that different forms of verbal representation should be analyzed in a light of vector (tensor) transformations. Vector dot and cross product, covariance and contra variance have been applied to analysis of semantic transformations and pragmatic change in high order syntax structures. These ideas are supported by empirical data from typologically different languages such as Mongolian, English and Russian. Moreover, the author argues that the vector-based approach to cognitive linguistics offers new opportunities to develop an alternative version of quantitative semantics and, thus, to extend theory of Universal grammar in new dimensions.

Keywords: verbal cognition, mental representation, verbal mapping, semantic space, scalar, vector space, tensor model, dot and cross product, eigen space and eigen-value.

I. INTRODUCTION

Multidisciplinary approach to a study of human verbal thinking considered the human mental space as an infinite mental continuum. Notions of Continuum (Cantor) and cardinality of sets are basis for measuring a mental lexicon, capacity of semantic memory and mechanism of human verbal mapping. Therefore, mental spaces must be presented as Euclidean and non-Euclidean spaces. Hilbert space generalizes the notion of Euclidean space and extends the methods of vector algebra from the two-dimensional

Euclidean plane and three-dimensional space to spaces with any finite or infinite number of dimensions.

Semantic and pragmatic forces as constituents of human mental spaces present objects of modeling in terms of vector (tensor) space. As such, these mantic space, as a kind of human mental space, must be presented as vector space and semantic field - as a vector field. Language comprehension is symbolic through interdependencies of modal linguistic symbols embodied through references. Grammar is an emergent product of distributed auto-associator and pattern associator networks. In auto-associator network, all neurons are both input and output neurons. This is one of the reasons to apply vector (tensor) space theory to an analysis of mechanism of embedding input signals and organization of knowledge about the human mental space.

According to researchers of Max Planck Institute, semantic network can be treated as having directed and undirected links (Ana, S. M., Henrik, O., & Lael, J.S. CS. 2013. 37/1 P 129). It means that semantic sets as a fuzzy sets with links between nodes are the constituents of vector (tensor) space.

II. VECTOR REPRESENTATION OF WORD MEANINGS

Spatio-temporal patterns of human mental lexicon, semantic vocabulary are the specific object to apply vector (scalar) method.

Human verbal perception of an object depends on particular coordinatization systems, of its intrinsic and extrinsic features. Intrinsic features of space-time (curvature, metric tensor) are objectively real. Artifacts of subjective coordinatization, particularly of verbal thinking spaces are extrinsic features. Embedding in neural associative sets has reflected combination of intrinsic and extrinsic features that caused semantic changes, transformations, and pragmatic interpretations.

According to researchers, the probability that a word and an object are paired is inversely proportional: the strength of the associations between that word and all other objects present on that trial (A-b, A-c, A-d); the strength of the associations between that object and all of the other words present within the trial (B-a, C-a, D-a) (D. Yurovski., C. Yu., & L. B. Smith. CS. 2013. 37/5 P 912).

The words in associative sets have values and links (directions), which mean that the associative sets of semantic vocabulary are an object of modeling in vector space. While concrete words can be represented

within a single neural network, abstract words can be appointed to a substantial degree of links between representations in different neural networks (working associations). Concrete words share features ("taxonomic similarity"), whereas abstract words share contextual association. An experiment on associative semantics in Mongolian language illustrates the fact that concrete and abstract words differ in their association structure (Cognition and Information. University of the Humanities. 2002. UB. P 8).

Super-distributed representations serve to incorporate two or more noun concept representations, ad hoc creation of a contextual association. According to the experiment conducted at the University of the Humanities, association structure of abstract words in verbal cognition of children served as one of the markers of their cognitive development. Experiments on Mongolian language with participants, aged 3-4, have shown that verbs are strongly dependent on their contextual associations. Sharing of contextual associations is closely connected to generalization of words in semantic and pragmatic networks in clued memory ("нарны хаалт асаах"—"to switch an umbrella"-instead of "to put up one's umbrella"; "чихэр тайлах"—"to take off a candy"—instead of "to unpack a candy", etc.).

Thus, abstract verbs are more dependent on ability to maintain the associations in analogy to abstract nouns.

Introducing scalar field to analysis of localization and interconnection between words of different classes (sets) in human semantic vocabulary has methodological significance.

Scalar-based modeling of human mental lexicon was shown by experiments on measurement of semantic spaces between words, conducted in psycholinguistics laboratory of the University of the Humanities (JALEL. 2013. 2/4 P 192). Moreover, vector dot product is ($a \cdot b = \|a\| \|b\| \cos \theta_{ab}$) a powerful tool for modeling localization of different classes of words in human mental space and connections of these classes with different regions of the brain. A similarity in the distance between word groups can be measured by applying law of cosines and law of sines to vector product. A good illustration of this is experiments on associative links between words (ор→буйдан, тохой→өвдөг) in children's memory. For example:

"Please, take a play from the bed (go to the sofa)."

"Please, wash the elbow (knee)."

Upon a stimulation, such as parent's request, children use relevant for them associative links, and a distance between these "associated" words must be measured by using law of cosines: $a^2 = b^2 + c^2 - 2bc \cdot \cos A$. Stimuli (verbs) are a starting point for measuring a similarity (or a magnitude of associative relations) between words at the time of their response.

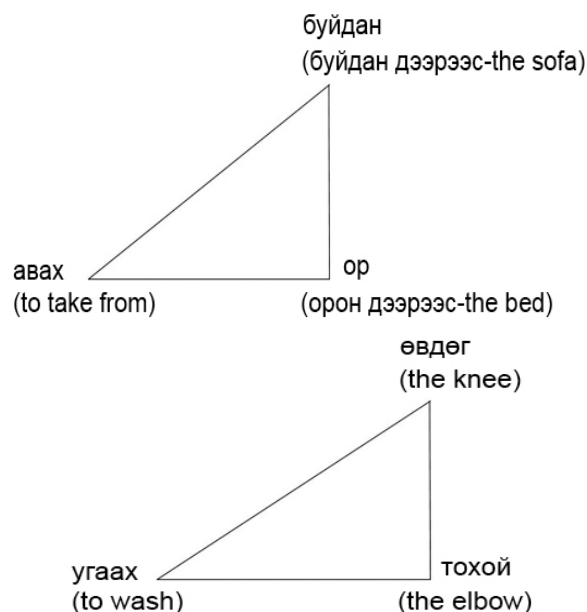


Figure 1

Similarity between these words is an effect of generalization principle in child semantic lexicon. That is why a use of law of sines as an addition is important in finding the direction of associative relations between words. Therefore, an application of the law of cosines and law of sines to human semantic vocabulary is efficient for understanding of universal principles of mental lexicon.

A relation between the size of a whole and the size of parts in language and music follows the Menzerath-Altmann law: the larger a whole, the smaller its parts. In language area it is described as "the longer a word (in syllables), the shorter its syllables (in letters or phonemes)" (Jaume, B., Antoni, H. F., Luria, F., & Ramon, F. C. JQL. 2013. 20/2 P 95).

An applicability of this law to typologically different languages, such as Mongolian, Chinese, English and Russian, is important in linguistics.

Human semantic memory has strong effect on spatial perception. Chinese language is a specific case for such perception. RH lateralization of Chinese character processing has left an advantage of a visual field (LVF)/RH. This lateralization difference between Chinese single character and two-character word processing means that reading of the two-character words requires a decomposition of the words into their constituent characters and, thus, involves more HSF (high spatial frequency)/LH processing (Jamet, H. H., & Sze, M. L. CS. 2013. 37/5. P 880).

Additionally, the idea of lateralization difference can also be used in comparison of traditional Mongolian and Cyrillic scripts. Horizontal and vertical writing in scripts is a phenomenon and, thus, a matter of description in terms of spatial and verbal cognition.

Therefore, two models of mathematical cognition, such as segmented linear model and log-linear model, are interesting methods to organize semantic memory (David, L., & Noach, S. CS. 2013. 37/5 P 778).

An association between color perception and mathematical cognition is directly related to verbal thinking. For some people, numbers have colors (Stanislas Dehaene. Numerical cognition. 1993. Oxford. P 75) and a human ability to communicate is a basis for such kind of multi-modal integration that underpins mental, semantic lexicon. This idea also refers to high order verbal structures.

III. VECTOR – BASED ANALYSIS OF SYNTACTIC STRUCTURES

Syntax is a highly distributed language process, which sharply contradicts hyper-localized function. Syntactic structures must be presented in conceptual spaces and vector field, and they are used to describe semantic potential with pragmatic (illocutive) force. However, mapping of events and objects in the brain (verbal mapping) is different. As such, primitives of mental mapping is a product of primes, whereas proposition and concept - are the products of a unit. Also, an integration of discrete structural elements (words or musical tones) into sequence-perceiving complex acoustic, non-verbal or mathematical structures (symbol) is a product of blending. This has been demonstrated in experiments on metrical stimuli for analysis of musical, numerical and syntactic structures. In these experiments, primary colors are associated with small numbers and more complex colors are associated with larger numbers. Basic metaphor of these arithmetics is an intuitive notion of divisibility and decomposition of an integer into product of primes.

In numerical grammar, some words combine additively – forty-three (40+3), whereas others combine multiplicatively: seven hundred (7x100) (David, L., Noach, S., & Aleah, C. CS. 2013. 37/15 P 793). This number processing is similar to syntactic processing. For example:

Хар бал (additively), хар шөнө (multiplicatively),
хар санаа (multiplicatively).

A concept of perfect numbers in combination with prime numbers is also useful for description of deep structures, particularly proposition-based structures. Finally, syntactic priming is a reflection of an implicit statistical knowledge that is relevant to language processing, and the principle of sequence regularities is expressed in simple recurrent networks.

a) Analysis of word sequences: adjective-noun

In expressions containing attributive, causative, space-time and other relational properties, order

regularities reflect the properties of specific regions of the brain. This suggests that some overlap between the cortical areas coding for numbers, space and colors may remain (Stanislas, D. 1997. P 38).

Color may be a more consistent feature of the typical evocation of a given distributed visual representation than size. Semantic relationships between nouns, verbs, and adjectives are a reflection of knowledge sequence represented in prefrontal association cortex and its connections, phrase structure rules and grammatical morphology sequence knowledge in perisylvian pattern associator networks.

According to the researchers, structures adjective-noun (шинэ машин-new car), noun-noun (хүрээ дуу-city song) and verb-noun (номавах-buy a book) in semantic compositions, are based on human similarity judgments (Jeff Mitchell., & Mirella Laputa. 2008. Vector-based models of semantic composition... Edinburgh, UK.) Adjective order (e.g., value, size, color) is substantially consistent across a large number of languages. In some adjective structures (өндөр, шар, тоосгон; дөрвөлжин, том, хар), semantic force presents object-oriented vector. For example:

Өндөр шар тоосгон байшин (tall yellow brick house)

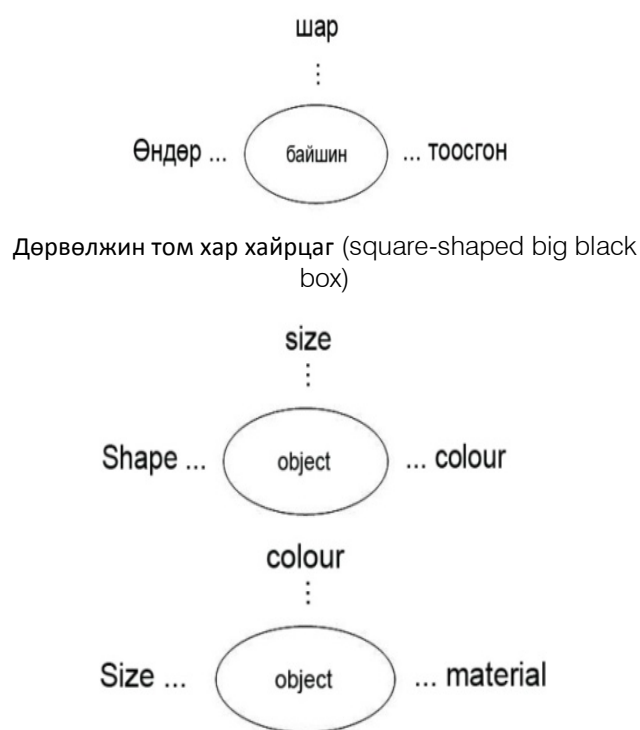


Figure 2

Such structures are interpreted in tensor space with syntactic reduction nn^L with vectors $N \otimes N$ (Edward Grefenstette., & Mehrnoosh Sadrzadeh... 2010.) In Mongolian language, distributional function is also applied to an analysis of attributive structures as linear transformation in tensor (vector) space.

If noun (байшин) is represented as vector, adjectives are determined by distributional behavior of the noun.

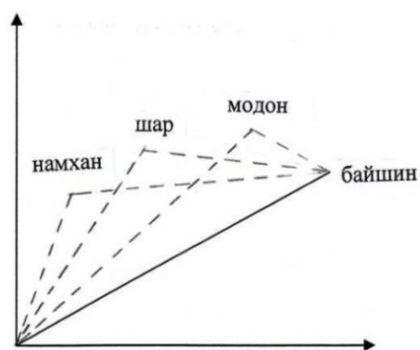


Figure 3: “Намхан шар модон байшин”

Typical features of an object (size, color etc.) in human perceptual space (topological tensor space) area basis for a calculation of cue validity: $c_x(A) = P(x|A)$. The question is: how typical X_1 , X_2 and X_3 values for A are related to the features (adjectives *намхан*, *шар*, *модон*) of the object (*байшин*) in case of X_1 , X_2 and X_3 . Complex expression with two or more adjectives must lead to superposition of instances. Superposition of complex adjectival expression is a case of semantic interference where a trace of 2nd rank tensor is implied.

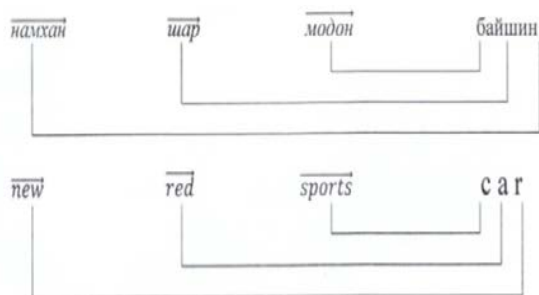


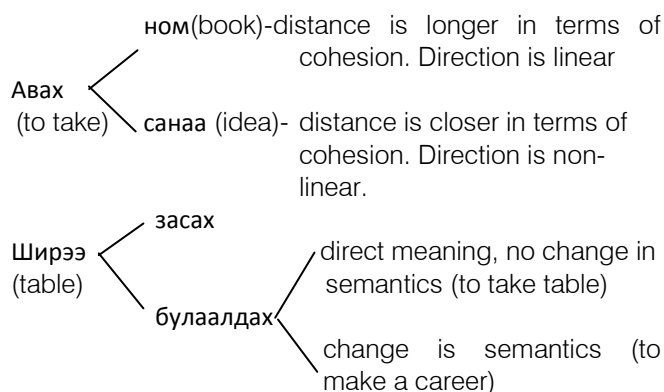
Figure 4

According to psycholinguistic experiments, color affected shape recognition as an intrinsic feature of the shape. Mechanism of binding of intrinsic and extrinsic features in working memory, for example, binding of color and shape, determined similarity and difference in verbal perception of people.

Vector-based analysis of sequence regularities in above named structures proposes that implicit statistical knowledge in working memory reflects the relevance of intrinsic and extrinsic features of an object to verbal cognition.

b) Analysis of word sequences: Verb-noun aspect of polysemy

In multi-word expressions, complex effect of semantic and pragmatic forces raises an issue of linearity and non-linearity:



Examples “catch a ball, catch a disease” are similar to the above-mentioned Mongolian structures. An important comment on lemma about the high dimensional vector has been made by Katrin Eric and Sebastian Pado (Katrin Eric., & Sebastian Pado. A structured vector space model for word meaning in context. EMNLD. 2008.).

In the experiments conducted by Mongolian researchers, a correlation of the predicate and arguments (or object) differs from verbs (predicate) that have similar meanings and nouns (argument or object) of the same semantic group.

	Амрах	Онгойх	Уужрах	Харанхуйлах
Сэтгэл	+	+	+	+
Дотор	+	+	+	+
Санаа	+	-	-	-

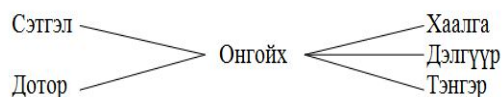
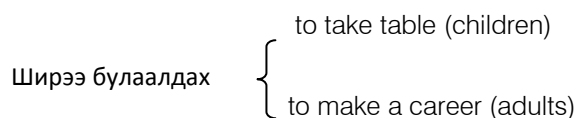


Figure 5

The perception tests of “noun-verb”... in Mongolian language showed different levels of interpretation for children and adults:



A computing of a similarity or difference between the vectors of a predicate and arguments (object) is not an ending point. Applying vector cross product is one way to analyze complex effect of semantic and pragmatic forces on semantic transformations in different directions. Pragmatic force F is applied to an “illocutive key” (a displacement r) from a specific point of rotation. The question is: which part of F causes the “illocutive key” to turn?

In some situations, pragmatic force can support intention flow which is perpendicular to a plane containing both vectors.

$$A \otimes B = |A| |B| \sin \theta$$

$$\vec{F} \otimes \vec{r} = |F| |r| \sin \theta$$

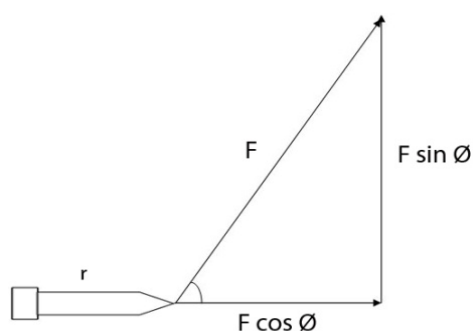


Figure 6

Perlocutionary effect depends on torque (intentional force) and magnitude ($\| \text{Force} \times \text{Length vector} \| = \| \text{Force} \| \| \text{length} \| \sin \theta$) with a comment what vector product is anti-commutative.

Semantic/pragmatic pressure on word in different directions causes semantic cohesion and coherence what presents a case of entanglement as a result of non-linear combination of semantic and pragmatic forces. In terms of quantum coherence however, a moment of synthesis of semantic and pragmatic meanings is two forces having the same carriers. The carriers of these meanings at neuro-psychological level are significant “particles” for verbal perception and present an object of interpretation in terms of tensors of ranks 2 and 3. It means that dyad and triad tensors are effective for modeling of cohesion and coherence of semantic and pragmatic forces in syntactic structures.

c) *Action/event as an object of analysis in vector (tensor) space*

Semantic “energy” distribution throughout mental (semantic) space in verbal mapping of action/event structure must be analyzed in scalar modeling and differential geometry. Event and action present basic primitives for mental syntax. In working memory, events are organized into hypothesized sequences of more general states (actions in a process of making coffee), encoded in a set of neural units expressing features or states. Sequences of these states can be referred to higher level sequences which form multi-level hierarchy (Marten, S., Andy, E., & William, S. Topics in CS. 2013. 5/3. P52).

Neuropsychological analysis of sentence structures suggested that verbs have a distributed representation of prefrontal components with thematic attribute, argument structure and sub categorization in sentence-level sequence; posterior components which support flavor attributes and implementational components of premotor and motor cortex. This is related to specific mechanism that generates syntax structures from basic primitives (Vlasova, P., Pechenkova, E. B.,

Akhutina, T. B., & Sinitsin, B. E. 2012. вп. 4/129). Moreover, goal-directed sequential concept manipulation is based on distributed semantic representations, phonologic and morphologic sequence knowledge and sentence-level sequence knowledge. In typologically different languages (like Mongolian, English and Russian), differences in sentence structure are particularly reflected in commutative and associative properties of vector addition. For example:

$U + V = V + U$ (commutative property)

$\underline{U} + (V + \underline{W}) = (\underline{U} + V) + \underline{W}$ (associative property)

SOV $S + (O + V)$

SVO $S + (V + O)$

The boy caught the ball.

Ах ном авав.

Брат купил велосипед.

Vector dot product that describes sentence structures can be used in relevance to component analysis of such structures.

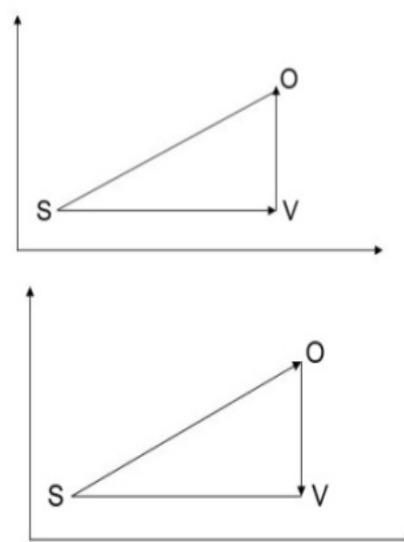


Figure 7

Semantic force (of a word, sentence etc.) changes distance of the word (strong or weak link, but no direction). Also, as a vector, semantic force has magnitude and direction (\rightarrow) that change semantic volume (density or distance) of the word. In the first case, semantic force behaves as a scalar, in the second case – as a vector.

At sentence level for connection of words, denotative and connotative components of word semantic structure drive interaction. This interaction is affected by a semantic force in one direction, by a pragmatic force or a combination of semantic and pragmatic forces -in the other directions. However, it is not clear how isomorphism/homomorphism can be related to interpretation of SOV and SVO.

It is known that tensor products of A and B over R module $\otimes A \otimes B \rightarrow A \otimes B$ are important in interpretation of existence of bilinear homomorphism in typologically different languages. In this connection, a compositional distributional analysis provides a way to interpret sentence structures in tensor (vector) spaces (Grefenstette, E., Pulman, S., Sadrzadeh, M. & Coecke, B. (1998). Concrete sentence space for compositional distributional models of meaning). In tensor spaces, the syntax relations, including distributional meanings of verbs as weighted relation, are represented by linear maps. For example:

The boy caught the ball (S-V-O)

Ах ном авсан (S-O-V)

Брат купил велосипед (S-V-O)

$$Verb = \sum_i (\overrightarrow{sbj_i} \otimes \overrightarrow{obj_i})$$

The verb in this context is created by context vectors of the subject and object.

In typologically different languages, such as English, Russian (SVO) and Mongolian (SOV), the context vectors of subject and object can be calculated in two different ways:

$$\overrightarrow{Sbj Verb Obj} = \overrightarrow{Sbj} \odot (\overrightarrow{Verb} \times \overrightarrow{Obj})$$

$$\overrightarrow{Sbj Obj Verb} = \overrightarrow{Sbj} \odot (\overrightarrow{Obj} \times \overrightarrow{Verb})$$

SVO structure in tensor space $N \otimes S \otimes N$ corresponds to the type $n^R s n^L$ (n^R -right adjoint, n^L -left adjoint). For example:

They ate the meat. The man opened the letter. Брат купил книгу.

In syntax of the typologically different languages, implicit statistical analysing of working memory can be used in relation to language processing:

John gave his daughter a book—John gave a book to his daughter.

The girl threw the ball to the boy – The girl caught the ball from the boy.

Parallels in Russian and Mongolian languages:

Брат подарил книгу другу – Брат подарил другу книгу.

Ах найздаа цаг дурсгасан – Ах цаг найздаа дурсгасан.

These structures support the idea of tectonics of syntax structures that reflect tectonics of actions. This is in agreement with a concept, which suggests that a reciprocal manipulation of two or more distributed representations is particularly determined by a neural instantiation of the association of a verb with a specific argument structure. The simplest method to calculate the number of vectors acting in different directions is vector addition. Applicability of rectangular component method to interpretation of such structures is an issue having methodological...

Vectors presenting object components have different magnitude of direction of subject and

predicative component (action verb). Moreover, Attributive relations and different features of manner are objects of description in Cartesian coordinates by using resultant vector. For example:

Овсгоотой зоригтой эр эрэлд мордов.

Мэхтэй, тэнхээтэй эр л давждээ.

She has been taking new efficient medicine.

Молодой знающий инженер продвигает дело.

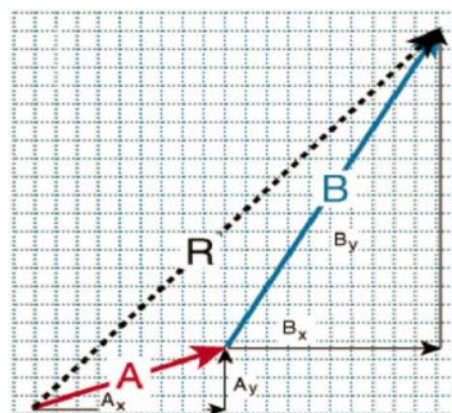


Figure 8

In addition, use of resultant vector in analysis of multi component structures is an effective addition to traditional interpretation of manner of action. For example:

Хүү ахтайгаа ширээ зөөв.

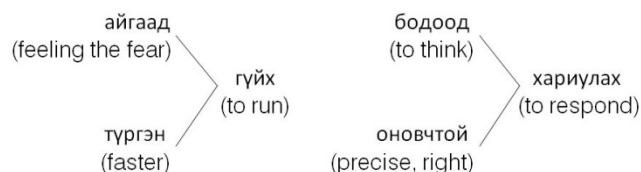
The boy with his brother moved the table.

Хүү дүүтэйгээ ширээ зөөв.

The boy with his younger brother moved the table.

The boy heard the door slamming all night long.

In manner incorporating languages (English, Russian and Chinese), manner representation is closely connected to intrinsic movement and movement in personal space. However, in path incorporating languages (Japanese and Turkish), path incorporation is represented posteriorly, in cortices supporting the spatial location components (Stephen, E.N. 2012. The neural architecture of grammar. P42.). Interestingly, "manner-action" structures are also connected in different ways and those illustrate the universality of addition and multiplication operations for mathematical and verbal reasoning.



Path incorporation must be presented by applying vector addition, while commutative law $\vec{R} = \vec{A} + \vec{B}$; $\vec{R} = \vec{B} + \vec{A}$ can be referred to syntax structures in

different ways depending on typology of language. Also, use of associative law $(\vec{A} + \vec{B}) + \vec{C} = (\vec{A} + \vec{B}) + \vec{C}$ is effective for structures with two or more components which express manner or path. Complex vector can be applied to these multi component structures.

d) Schema-based transformations

Rules for mental transformations, based on rules (mechanisms) of perceptual spaces (modalities), are a basis for semantic transformations (clustering, embedding and multidimensional mapping). Cross modal organizational structures (COGs), supported by mirror neurons and corresponding image-schemas (container schema, source-path-goal schema, spatial relation schema, complex relations schema), are common in most languages. At deep level these image-schemas serve as a basis for semantic transformations: He goes through the doorway – The room is through the doorway.

He went through the forest – The road goes through the forest.

Машин голоор гарав – Энэ зам голоор гарна.

Ах галт тэрэгний буудал явсан –

Энэ гудамж галт тэрэгний буудал хүрнэ.

Among them, the source–path–goal schema has an internal spatial “logic” and built-in inference which are also stimulated semantic transformations. Differently, applying of vector method to force-dynamic-schema that generates passive structures leads to deeper analysis of neuro-cognitive mechanism for producing human mental transformations. Moreover, active and passive structures (Many critics disliked the play ↔ The play was disliked by many critics) are an object to interpretation in terms of vector/matrix transformations as structures involving two vectors. Formally, it is not a simple conversion.

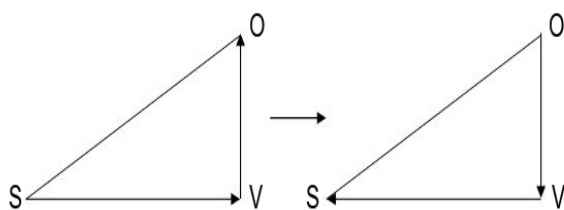


Figure 9

There is a change in a vector direction that is reflected in distance between components of sentence. Model of an event can have a complex structure and involve two vectors (agent and patient), counterforce and instrument. For example:

The window was broken by the boy.

The boy has broken the window.

The boy has broken the window by throwing a stone.

A vector-based description of passive structures without agents, for example “Аяга хагарчихжээ.

Цай буцлав.”, is significant in relation to isomorphism/homomorphism.

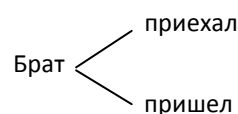
In visual perception, a transformation from egocentric frames of reference with respect to body (self-to-object relations) to all ocentric frames of reference with respect to external objects (object-to-object relations) is related to a transformation from active structures to passive ones (Wen, W., Toru, I., & Takao, S. 2013. CS. 37/1. P 177). There is also a possibility for an implication of stress tensor ($\sigma = F/A$) to interpretation of difference in active and passive structures.

Space-time dimensions of verbal perception have a marked representational granularity causing difference in event focusing. For example:

Энд ширээ байна.

Здесь стол стоит.

There is a table.



These and similar structures are examples of difference in mapping of event/action. Representational granularity in these structures of mental mapping gave rise to the phenomenon of linguistic relativity (known as Sapir–Whorf hypothesis).

In locative constructions, verb slot in the ground (or container) is associated with the semantic property of manner of motion (for ex., Lisa poured water into the cup) or with the semantic property of state-change (for ex., Lisa filled the cup with water). Thus, generalization leads to semantic change and transformations, such as motion → state:

Его захватил разговор – Он весь в разговоре.

Энэ бодол намайг эзэмдэв – Залуу бодолд автав.

Form the other side, state of subject can be transformed into a localization state (for ex., Колени дрожат – В коленях дрожь. Нуруугаар хүйт даав).

Vector-based analysis of dependency of verbal perception on coordinatization showed that semantic structures derive from deep mental structures. Semantic derivatives are important elements of semantic transformations. For example, markers for temporal relations originate from spatial expressions, which are products of human mental perception of complicated space – time relationships. In human verbal perception, the above named structures have eigen value for a vector under transformation.

Highly differentiated active and passive structures are an object of analysis of covariance and contra variance. Covariance and contra variance, as results of sensorimotor embedding, serve as vectorial expressions in the human motor frame. However, covariance and contra variance of vectors are different

basic descriptions of the same object indifferent referential frames.

e) *Complex structures*

Complex structures in typologically different languages are an object to tests of memory-based accounts of syntactic complexity. In Mongolian language, dependency between encountered component (V-үзсэн) and memory-retrieved component(S, O) is flexible. For example:

Энэ бол охиныг үзсэн эмч Бат юм.

Охиныг үзсэн эмч бол Бат юм.

Бат бол охиныг үзсэн эмч юм.

Subject-object-extracted conditions can be determined by cohesion. In complex sentence, element formation is highly active in memory at the point of the dependency. For example:

Это был профессор который редактировал статью аспиранта.

Это был аспирант статью которого редактировал профессор.

It was John who consulted Ellen in the library.

It was Ellen who John consulted in the library.

When second element of dependency (consulted) is encountered, the object "Ellen, Ph.D. student" is retrieved from memory (Evelina, F., Rebecca, W., & Edward, G. CS. 2013. 37/2 P 387).

In complex structures, a component expressing particular relation must consist of two or three subcomponents (words) and, in this case, such structures must be presented in a complex vector model. An example is so-called "recursion" which is a process of inserting successive nested relative clauses into sentences and the realization of three or more different concept representations at the same time. For example:

Үсээ задгай тавьсан өндөр бүсгүй миний урд сууна.

Нөхөр нь өчигдөр одон авсан өнөөх бүсгүй өмнөх ширээнд сууж байна.

The woman, whose husband was fishing for great white shark, sat down beside me.

The woman whose dress rustled when she walked sat down beside me.

For description of complex sentences, it is necessary to take into consideration that motion paths can intrinsically be divided into parts that belong to a single event. It means that there is a positive multiple of an event in the human mental syntax motion vector (the derivative). Thus, a vector-based analysis of recursion, supported in the brain by a pushdown memory mechanism as a mirror recursion, suggests that the concept of complex structures is revised in dynamic dimensions.

Complex sentences have complex values as a common effect of two types of fields (or forces):

semantic and pragmatic. Force density must be presented by a tensor, its stress function. This is one of the reasons to apply complex vector to these structures, and to develop unified field theory in cognitive linguistics.

IV. DISCUSSION & CONCLUSION

In the recent paper we presented vector-based approach to human verbal cognition by providing a description of word meaning and syntactic structures. Human mental space is the basis for an application of vector (tensor) method to modeling of human verbal perception and mental representations.

Vector dot product is a powerful tool for modeling of localization of different classes of words in semantic memory, and connections of these classes with different regions of the brain. This idea is illustrated by means of examples in English, Russian and Mongolian languages and by result of experiments conducted at the University of the Humanities. The author suggests that application of the law of cosines and the law of sines to the modeling human semantic lexicon is an important addition to the vector method. Thus, interpretation of word sequences in vector space is an effective way for analysis of basic rules which regulate these sequences in typologically different languages.

A concept of cue validity and superposition is used for modeling of feature-based perception of an object and its properties. It is important to establish linear or non-linear correlation captured by cue validity in studies of human mental clustering. Furthermore, a superposition principle can be applied to the analysis of interference of components expressing different features of an object and action in syntactic structure.

A 2nd rank tensor can be implied to the analysis of non-linearity in word sequences, and this presents interest in terms of dependency of verbal cognition on typology of language. In particular, the tensor-based analysis of sentence structures supports the idea that tectonics of syntax structures reflect tectonics of action/event.

Also, use of vector cross product for an interpretation of semantic and pragmatic forces at a sentence level allows a deeper analysis of neuro-cognitive mechanism behind mental transformations. This idea is supported by number of examples in English, Russian and Mongolian languages.

Experiments, conducted at the University of the Humanities, demonstrated that representational granularity in mental mapping leads to typological differences in languages. Additionally, tensor-based analysis of verbal perception on coordinatization showed that semantic structures are derivatives of mental structures. Another analysis, made on semantic transformations in different languages, suggests that vector (tensor) transformations, covariance and contra

variance present vectorial expression in human motor frame as a result of sensorimotor embedding.

Finally, an application of vector (tensor) method to human mental syntax may result in high order verbal structures and provide a new opportunity to develop unified field theory in cognitive linguistics.

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Depression and Paranoid Ideation as Correlates of Substance Abuse Among Nigerian Military Personnel Deployed for United Nations Peace Support Operation

By Olalekan Taoreed Kazeem & Ishiaku Baba Abdulkarim

Nigerian Army Medical Corps, Nigeria

Abstract- Substance use disorders have been given increase recognition recently in community and clinical studies. The study investigated relationship between depression, paranoid ideation and substance abuse among Nigerian military personnel deployed for peace support operation. A total of twenty two thousand and four hundred ($n=22400$) Nigerian Army personnel earmarked for United Nations peace support operation in Sudan and Liberia participated in the cross sectional study, using a 244-item structured self-report questionnaire and Multi-drug one step Multi-Line Screen Test Device (Urine). The mean age of the participants was 32.4 years ($SD \pm 5.1$). A positive relationship of depression ($r=.71$, $df=22399$, $P<.05$) and paranoid ideation ($r=.65$, $df=22399$, $P<.05$) with substance abuse was observed. 18.5% of Nigerian Army personnel abuse one of alcohol, cannabis and tobacco, and 8.5% abuse at least two of alcohol, cannabis and tobacco.

12.3% of troop deployed for peace support operation had depressive symptoms while 13.2% had paranoid ideation symptoms. This establishes a relationship between depression, paranoid ideation and substance abuse. Policies and actions should be directed towards holistic approach on management of dual disorders in the Nigerian Military.

Index terms: substance use disorders, depression, paranoid ideation, substance abuse, nigerian military personnel, alcohol, cannabis and tobacco.

GJHSS-A Classification : FOR Code : 730205, 920414



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Olalekan Taoreed Kazeem ^α & Ishiaku Baba Abdulkarim ^σ

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1. BACKGROUND

Substance use related disorders have serious consequences on self and others. Substance uses, particularly the use of illicit drugs, injecting drug use or alcohol bingeing are associated with high rates of mortality and morbidity. Injecting drug users carry the risk of overdose leading to respiratory depression, seizures and death. There is a heightened risk of infection from both injecting drug use and unprotected sexual contact to HIV, Hepatitis B & C and other conditions. Alcohol intoxication is associated with violence. Substance abuse, in particular alcohol, tobacco and cannabis abuse, are among the most critical adverse impacts of military service. They are related to many negative behaviors and impedes the

veteran's ability to resolve issues such as trauma and successfully reintegrate into their families, retain employment, and maintain stable housing. Military personnel have a drinking rate of 16.1%, which is higher than the civilian rate of 12.9% (RTi international, 2006).

Acute intoxication with cannabis can produce altered sensorium, disinhibition, paranoid ideation, mood changes and hallucinatory experiences. Cocaine and stimulants like amphetamines can also produce acute behavioural changes. Inhalants cause severe organ damage and can seriously affect the brain. Of all individuals with a lifetime diagnosis of schizophrenia (1.5% of the U.S. population), 47.3% met criteria for some form of substance abuse. Rates of substance abuse among individuals with bipolar disorder are several times higher than in those with unipolar depression. A prevalence study of depression in Southwest Nigeria reported a prevalence of 12.6%, which is at the upper end of the globally reported range.

Military families face unique stressors associated with deployment and reintegration during deployment, families are faced with worries about the safety of the service member, a need to adapt to changing situations and increased responsibilities. When war fighters return, often recovering from physical and psychological injuries, the challenge of reintegrating into family life, reconnecting to social supports, finding civilian employment and redefining their roles in the community can be overwhelming. Combat-related difficulties, such as Traumatic Brain Injury (TBI) and Post-Traumatic Stress Disorder (PTSD), the signature injuries of Operation Enduring Freedom (OEF)/Operation Iraqi Freedom (OIF), have a significant impact on returning war veterans and their family relationships. The presence of TBI and PTSD increase the likelihood of other emotional problems (American Psychological Association [APA], 2007) and substance abuse, which increase family stress and the risk of intimate partner violence.

Depression is a common mental disorder that presents with depressed mood, loss of interest or pleasure, decreased energy, feelings of guilt or low self-worth, disturbed sleep or appetite, and poor

Author ^α ^σ : Psychology Unit, Directorate of Field and Curative Medicine, Nigerian Army medical Corps HQ.
e-mail: taolek2003@yahoo.com

concentration. Moreover, depression often comes with symptoms of anxiety. These problems can become chronic or recurrent and lead to substantial impairments in an individual's ability to take care of his or her everyday responsibilities. At its worst, depression can lead to suicide. Almost 1 million lives are lost yearly due to suicide, which translates to 3000 suicide deaths every day. For every person who completes a suicide, 20 or more may attempt to end his or her life (WHO, 2012).

Despite evidence that the prevalence of psychotic symptoms and paranoid ideation in older community-dwelling adults is not uncommon—i.e., rates of up to 10% have been reported, depending on sample characteristics and selection criteria, data in the United States have been limited to three studies in the past 20 years, all of which focused exclusively on paranoid ideation. Two were general community studies conducted in rural and urban areas in North Carolina, and the third involved a sample of African Americans recruited from senior centers in New Orleans. This paucity of data is unfortunate since psychotic and paranoid symptoms in older persons without cognitive impairment have been linked to the development of dementia, higher mortality, substance abuse, impaired functional ability, depression, visual and hearing impairments, and poor physical health. In the United States, among all age groups, racial differences in paranoid symptoms have been noted, with blacks having a significantly greater prevalence than whites. This finding takes on added clinical importance because older blacks are among the most rapidly expanding population subgroups.

Reciprocal relations may exist among depression, paranoid ideation, and drug use. First, military personnel may self-medicate depression through drug use, and drug use may increase vulnerability to depression by exerting neuro physiological or behavioral changes on the user: 9.0–47.9% of persons exhibit comorbid depression and drug use (O'Neil, Conner, & Kendall, 2011). Second, paranoid ideation and drug use may follow a common psychosocial pattern of externalizing behavior: an externalizing factor accounts for 79% and 95% of paranoid and drug use, respectively (Measelle, Slice, & Hogansen, 2006). Third, a reciprocal association may exist between paranoid ideation and depression (Johnson, Cohen, Kasen, & Brook, 2005), mediated by disrupted interpersonal functioning, and social rejection by prosocial peers: 22.7–83.3% of those with depression may also meet criteria for paranoid ideation, while 8.5–45.4% of those with conduct disorder also met criteria for depression (Angold & Costello, 1993). A study undertaken from 1993 to 1998 of comorbid psychiatric illness and substance misuse estimated that there were at least 195,000 comorbid service users and 3.5 million GP consultations involving comorbid service users of all ages in England and Wales (Fisher et al, 2004).

The relatively high rates of comorbidity among depression, paranoid ideation, and drug use, and the scarcity of longitudinal, population-based studies on the relations among the three symptom domains under score the importance of research on comorbidity among depression, paranoid ideation, and drug use. Nigerian Army pattern of illicit drug use have contributed to the comorbidity of mental health and addictive disorders in the Nigeria Armed Forces. The goal of this study is to assess the relationship among depression, paranoid ideation and substance abuse among military personnel deployed for peace support operation. Specifically, the objectives of the study are to:

- i. Establish prevalence of substance abuse (alcohol, tobacco and cannabis)
- ii. Discover if depression, paranoid ideation will have any relationship with substance abuse among Nigerian Army personnel deployed for Peace Support Operation.
- iii. Prevalence of depression and paranoid ideation.

II. METHOD

Cross sectional design was adopted. The independent variables were depression and paranoid ideation. The dependent variable was substance abuse. The study was conducted in eleven Barracks in Nigeria. The barracks were in Badagry, Bama; Owerri, Benin, Akure, Agenebode, Ijebu-ode, Zuru, Owode, Maiduguri and Kotangora. Prospective participants met inclusion-exclusion criteria which include:

- i. Currently serving Nigerian Army personnel.
- ii. Nominated by Nigerian Army Headquarters for United Nations peace support operation in Sudan and Liberia and
- iii. English literate.

A total of twenty two thousand and four hundred (n=22400) Nigerian Army Officers and soldiers earmarked for United Nations PSO between June 2010-July 2013 participated in the study. Out of which 21280(95%) were male while 1120(5%) were female. The mean age of the participants was 32.4years (SD±5.1).The study was conducted between June 2010- July 2013.

III. INSTRUMENTS

Data was collected with the use of a 244-item self-report questionnaire and Multi-drug one step Multi-Line Screen Test Device (Urine). The questionnaire made up of three sections. The 9- item Section A was designed to tap information about respondents' socio-demographic characteristics. Such information included: gender, age, marital status, religion, number of children, educational background, and birth position.

Section B was a 126-item World Health Organization-Alcohol, Smoking and Substance

Involvement Screening Test (WHO ASSIST V 3.0, 2002). The instrument measured and rapid drug diagnostic test for in vitro diagnostic only for substance abuse. Re-validation yielded Cronbach alpha of 0.75

Section C of the questionnaire developed by Derogatis LR, Lipman RS, Covi L(1973) had 90-item designed to obtain information on depression, paranoid ideation, somatization, obsessive and compulsive, interpersonal sensitivity, anxiety, and psychoticism (Symptoms Checklist(SCL-R- 90). The self-report Likert-type instrument has five graduated responses ranging

from extremely to not at all. It had a reliability coefficient of .80; a re-validation yielded an alpha coefficient of .79. The instrument was validated in Nigeria by Omoluabi (1991).

a) Multi-drug one step Multi-Line Screen Test Device (Urine)

It is a rapid one step screening test for the simultaneous, qualitative detection of multiple drugs and drug metabolites in human urine at the following cut-off concentrations in urine:

Test	Calibrator	Cut-Off(Ng/Ml)
Amphetamine(AMP)	d-Amphetamine	1000
Amphetamine(AMP 500)	d-Amphetamine	500
Amphetamine(AMP 300)	d-Amphetamine	300
Barbiturates(BAR)	Secobarbital	300
Benzodiazepines(BZO)	Oxazepam	300
Benzodiazepines(BZO 200)	Oxazepam	200
Buprenorphine(BUP)	Buprenorphine	10
Cocaine(COC)	Benzoyllecgonine	300
Cocaine(COC 150)	Benzoyllecgonine	150
Marijuana	11-nor- Δ^9 -THC-9COON	50
Methadone(MTD)	Methadone	300
Methamphetamine(MET)	d-methamphetamine	1000
Methamphetamine(MET 500)	d-methamphetamine	500
Methamphetamine(MET 300)	d-methamphetamine	300
Methylenedioxymethamphetamine(MDMA)	D,L- Methylenedioxymethamphetamine	500
Morphine(MOP 300)	Morphine	300
Opiate(OPI 2000)	Morphine	2000
Oxycodone(OXY)	Oxycodone	100
Phencyclidine(PCP)	Phencyclidine	25
Propoxyphene(PPX)	Propoxyphene	300
Tricyclic Antidepressants(TCA)	Nortriptyline	1000

Multi-drug one step Multi-Line Screen Test Device (Urine) is an immunoassay based on the principle of competitive binding. Drugs which may be present in the urine specimen compete against their respective drug conjugate for binding sites on their specific antibody. During testing, a urine specimen migrates upward by capillary action. A drug, if present in the urine specimen below its cut-off concentration, will not saturate the binding sites of its specific antibody. The antibody will then react with the drug-protein conjugate and a visible colored line will show up in the test line region of the specific drug strip. The presence of drug above the cut-off concentration will saturate all the binding sites of the antibody. Therefore, the colour line will not form in the test line region. A drug-positive urine specimen will not generate a colored line in the specific test line region of the strip because of drug competition, while a drug- negative urine specimen will generate a line in the test line region because of the absence of drug competition. To serve as a procedural control, a colored line will always appear at the control line region, indicating that proper volume of specimen has been added and membrane wicking has occurred.

IV. DATA COLLECTION

The researchers obtained permission from the Nigerian Army Headquarters as it was part of medical screening for Military personnel deployed for United Nations peace support operation. The researchers discussed the purpose of the study to the participants and administered the questionnaires to them. They were allowed to read the questionnaire and respond accordingly. This took an average of 70 minutes. A total of twenty-two thousand and four hundred(n=22400) participated in the study. This was proceeded by one on one interview with each of the participants, where discrepancies were noticed between ASSIST response and drug abuse tell tales signs,Multi-drug one step Multi-Line Screen Test were conducted.All questionnaire were correctly and completely filled. Completed questionnaires were sorted, coded, and entered into the Statistical Package for Social Sciences for data analysis.

V. RESULTS

Table 1 : Prevalence of substance abuse among Nigerian Army Peace Support Operation personnel 2010-2013

Category	No.	Percentage
Single drug	4060	18.1
Multiple drugs	1895	8.5
Non	16445	73.4
	22400	100

The table 1 showed that 4060(18.1%) abuse single drug, 1895(8.5%) abuse multiple drugs.

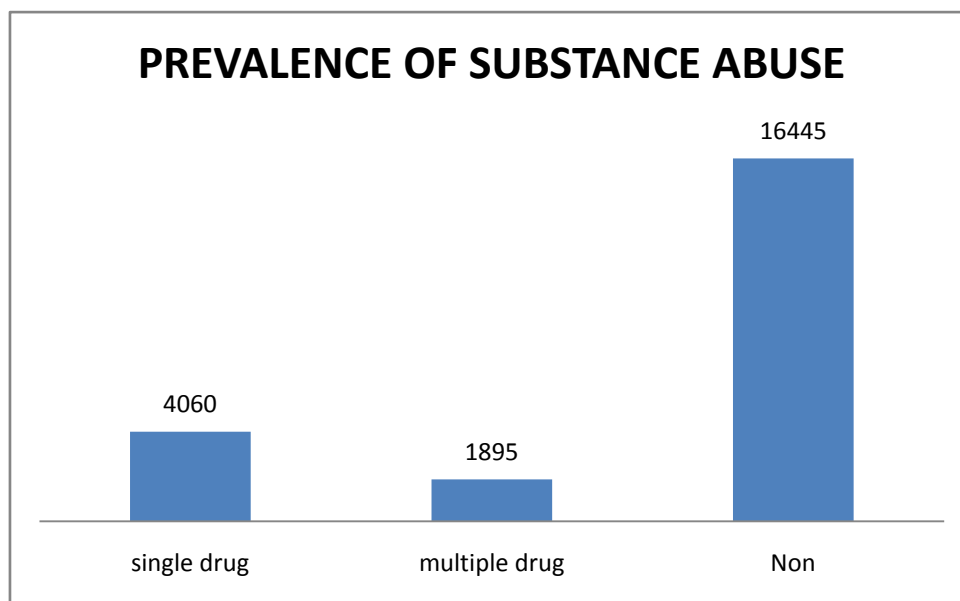


Table 2 : Substance Abuse Among Single Drug Users, 2010-2013

SUBSTANCE	FREQUENCY	PERCENTAGE
Cannabis	544	13.4
Alcohol	2233	55.1
Tobacco	1278	31.5
	4060	

Table 2 revealed that among single substance abusers;544 (13.4%) abuse cannabis,2233(55.1%) abuse alcohol while 1278(31.5%) abuse tobacco.

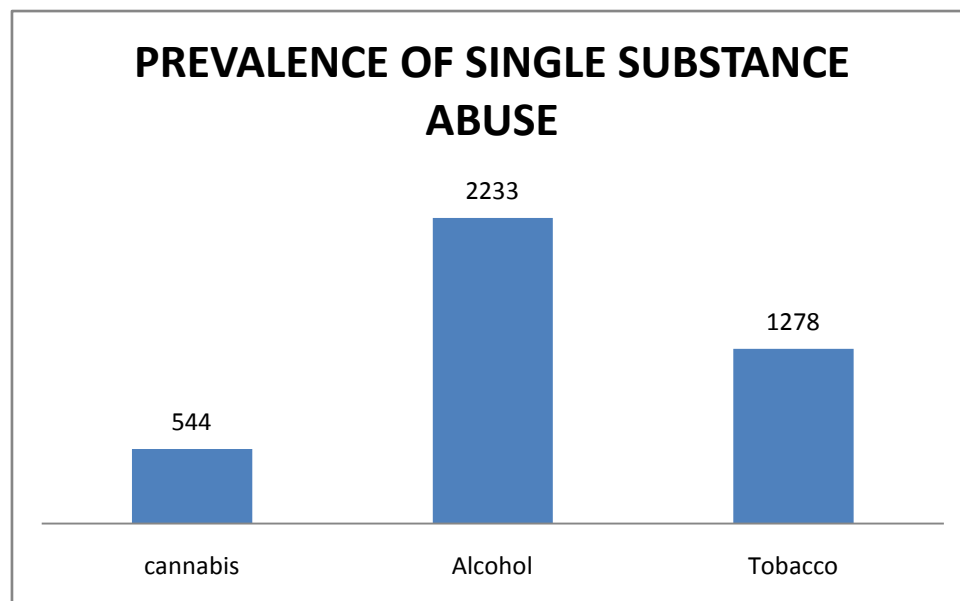


Table 3 : Multiple abuse combined 2-3 substances,2010-2013

Substances	Frequency	Percentage
Alcohol and cannabis	210	11.1
Alcohol and tobacco	1010	53.3
Tobacco and Cannabis	187	9.9
Alcohol, tobacco and cannabis	489	25.8
	1895	100

Table 3 showed that among multiple substance abusers, 210(11.1%) abuse alcohol and cannabis, 1010(53.3%) abuse alcohol and tobacco, 187(9.9%) abuse tobacco and cannabis while 489(25.8%) abuse alcohol, tobacco and cannabis.

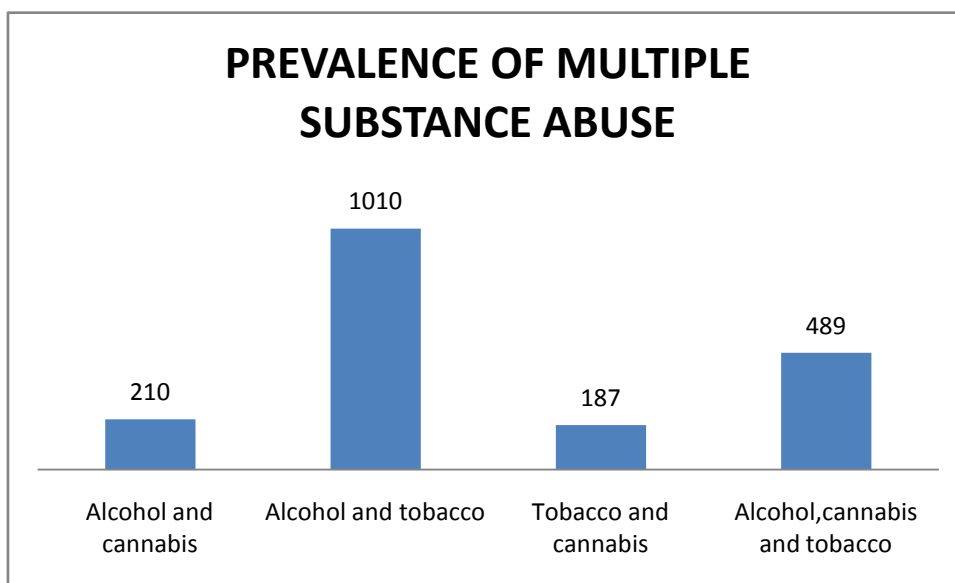


Table 4 : Prevalence of depression and paranoid ideation among Nigerian Army Peace Support Operation personnel

Psychopathology	Frequency	Percentage
Depression	2771	12.3
Paranoid ideation	2947	13.2
Non/Others	16682	74.4
	22400	

Table 4 revealed that 2771(12.3%) had symptoms of depression and 2947(13.2%) had symptoms of paranoid ideation.

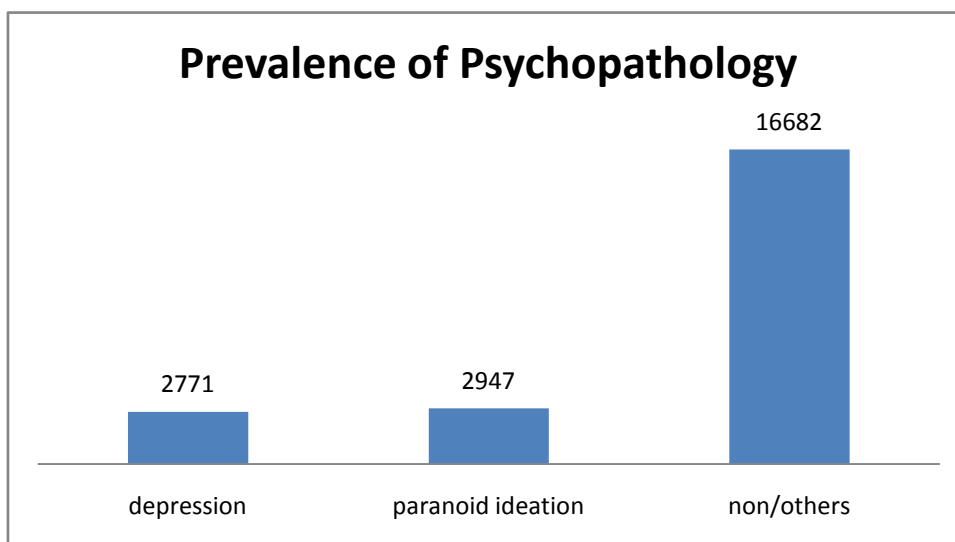


Table 5 : Mean, Standard Deviation, Pearson Product Moment Correlation of depression, paranoid ideation and substance abuse

	Mean	SD	1	2	3
Depression	44.5	12.3	---		
Paranoid ideation	33.5	9.5	** .69	---	
Substance abuse	43.2	11.3	** .71	** .65	---

**P<.05

Table 5 revealed that Depression had significant positive relationship with substance misuse ($r=.71$, $P<.05$). This means depression coefficient of determination ($r^2=.50$) on substance abuse was

50%.Paranoid ideation also had significant relationship with substance misuse among NA personnel ($r=.65$, $P<.05$). It implies that coefficient of determination of paranoid ideation on substance abuse was 42%.

Table 6 : Summary of multiple regression showing independent and joint prediction of depression and paranoid ideation on substance abuse

Independent effect						Joint effects			
Variables	B	S.E.	β	T	P	R	R ²	Adj.R ²	P
Depression	.105	.039	.653	2.74	<.05				
Paranoid ideation	-.104	.024	-.596	-3.45	<.05	.671	.450	.321	<.05

Table 6 shows that depression and paranoid ideation had significant independent and joint prediction on substance abuse ($R^2=.450$; $F(2,22397) = 5.15$; $P<.05$). In term of independent effect, depression predicted substance abuse ($\beta = .653$, $t = 2.74$; $P<.05$).The variable accounted for 65.3 percent ($\beta = 0.653$) variance in substance abuse. Paranoid ideation also predicted substance abuse ($\beta = .596$, $t = -3.45$; $P<.05$).It accounted for 59.6% variance in substance abuse.

VI. DISCUSSION

The result from the present study showed that 18.5% of Nigerian Army personnel abuse one of alcohol, cannabis and tobacco.8.5% abuse at least two of alcohol, cannabis and tobacco. 12.3% of troop deployed for peace support operation had depressive symptoms while 13.2% had paranoid ideation symptoms. Depression and paranoid ideation had significant positive relationship with substance abuse. Further analysis revealed that depression contributed up to 65.3% in substance abuse while paranoid ideation accounted for 59.6% variance in substance abuse.

In agreement with earlier findings (Bennett, Bellack, & Gearon, 2001)It is estimated that the lifetime prevalence of substance abuse among individuals with depression and schizophrenia is about 50% with 20-65% having current substance abuse. In the Epidemiologic Catchment Area Study (Regier et al., 1990), the lifetime prevalence of any Substance Use Disorder was 16.7% in the general population whereas the rate was 56% among individuals with bipolar disorder. Patients with substance abuse and severe mental illness have a poorer and more difficult treatment course than patients with single disorders (Dixon, 1999).

Also, in line with the National Comorbidity Study in the United State, a nationally representative population study, about 41-65% of participants with any lifetime substance use disorder also had a lifetime history of at least one mental health disorder (Kessler et al., 1996).The most common individual diagnosis was conduct disorder (29%), followed by major depression (27%), and social phobia (20%). Among those with a lifetime history of any mental disorder, 51% had a co-occurring addictive disorder, with those respondents having the highest prevalence of lifetime Substance Use Disorders (82%), followed by those with mania (71%), and PTSD (45%).

The relatedness of depression and paranoid ideation with substance abuse might result from the nature of military job, whether deployed or not, in most cases involves considerable stress. Military personnel generally work long hours, and in some respects are never "off duty" even when not officially working. There is often less liberty or freedom of choice in military jobs, where project activities can be highly regimented and must follow strict time schedules. In most cases military personnel become drug addict in service as a result of perceived combat fatigue with alcohol and other substances. Dual disorders often common in military service because of reciprocal relationship among neuro-physiological changes, common psychosocial pattern of externalizing behavior, disrupted interpersonal functioning, and social rejection by prosocial peers.

VII. CONCLUSION

One of the major contributions of this study is the high predictability variation of substance abuse by

depression and paranoid ideation in the Nigerian military population. Going by these findings, the Nigerian Army should provide holistic approach towards substance use disorders. There is need to sustain psychological evaluation of potential cadets/recruits and troops for and after prolonged deployment, and incorporation in annual medical tests. Measures for the prevention and control of substance use and misuse should be intensified and sustained at all levels. Creation of mental health institute for Army to undertake research, training and treatment is very important.

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The Socio-Economic and Political Implications of the Various Episodes of Ayi Kwei Armah's Novel "The Beautiful Ones are not yet Born"

By Aderinto S.I. Abiodun

Wolaita Sodo University, Ethiopia

Abstract- The purpose of this Article is to show how Ayikwei Armah has used "The Beautiful Ones Are Not Yet Born" to reflect the Socio- Economic and political realities of the entire continent of Africa, with regard to the man-handling of the Economic phase of the different countries of Africa through the misuse of political powers by the African leaders. This development normally pushes the citizens of the different African countries into moral decadence. This research work aims at exploring the implications of Ayi Kwei Armah's focus in writing this novel.

Keywords: *episodes, literary, corruption, politics, moral decadence, economic retardation, social injustice.*

GJHSS-A Classification : *FOR Code : 940304*



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The Socio-Economic and Political Implications of the Various Episodes of Ayi Kwei Armah's Novel "The Beautiful Ones are not yet Born"

Aderinto S.I.Abiiodun

Abstract- The purpose of this Article is to show how Ayikwei Armah has used "The Beautiful Ones Are Not Yet Born" to reflect the Socio- Economic and political realities of the entire continent of Africa, with regard to the man-handling of the Economic phase of the different countries of Africa through the misuse of political powers by the African leaders. This development normally pushes the citizens of the different African countries into moral decadence. This research work aims at exploring the implications of Ayi Kwei Armah's focus in writing this novel.

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I. INTRODUCTION

Africa is a continent that God in his infinite Mercy has blessed so much, with both human and material resources. It is however ironical to note that all that Africa has been blessed with are not put into proper use by the various leaders of the different African countries due to misuse of political powers, leading to the nose-diving dimension of the Economy of the various African Countries. Ayi Kwei Armah, a Ghanaian born writer seems to notice the luxurious life style of the African leaders at the expense of the economy of the various African countries and so put in place "The Beautiful Ones Are Not Yet born" to Lampoon the African leaders.

It is our contention therefore that Armah has achieved his purpose of writing this novel, exposing the destructive tendencies of the misuse of political powers on the economy of most African countries. Armah, a morally upright literary writer has shown through his novel that no country can develop economically where politicians and other people in government are corrupt in the highest order.

"The Beautiful Ones Are Not Yet Born" reveals Armah's disillusionment at what has become of independence in most African countries. Though Armah through this novel reveals the mess into which his country Ghana had been put by the regime of Kwame Nkrumah, the first president of Ghana. However, the political mess in Ghana at the time Armah wrote this novel, exemplifies the political mess into which the poli-

tical leaders of the other African countries had subjected their countries into after independence, even till date. Without question, Armah has sign posted different Episodes in his novel that show the unbecoming attitude of the African leaders towards their people through misuse of political powers. Armah has also shown in this novel that the questionable character of most African leaders is exactly what has necessitated the depravity of the ordinary people in most African countries.

II. CORE SOCIO-ECONOMIC AND POLITICALIMPLICATIONS THAT AYI KWEI ARMAH WANTED TO SHOW IN HIS NOVEL

a) The Corruptive Activities of African Political Leaders

In many Episodes in "The Beautiful one are Not yet born" Armah Signposted the fact that African politicians are indeed very corrupt. Armah used the Character of Joe Koomson in this novel to depict the way African politicians often siphon public funds to enrich themselves at the expense of the ordinary people in the society. In the episode below, Armah revealed how Joe koomson- the Minster plenipotentiary used his political status to amass wealth to himself.

In this episode below, "The Man" the chief character of the novel visited Koomson in his house together with his wife "Oyo".

"The Man" was surprised by the quality of the things in Koomson's house, as well as the expensive nature of the property in the house. "The Man" Thought of the idea below in his mind while in Koomson's:

"There were things here for a human being to spend a life time desiring. There were things here to attract the beholding eye and make it accept the power of their owner. Things of intricate and obviously expensive design" (p.144)

In the episode above "The Man" was amazed at those things he saw in Koomson's house "The Man" is aware that Koomson could afford those things in his house, as a result of being a top ranking politician, using corruptive means to acquire many beautiful things for himself and his family. These characterize the way African politicians use dubious means to acquire many attractive things for themselves.

Author: Lecturer of English Language and Literature, Wolaita Sodo University, Wolaita Sodo, Ethiopia. e-mail: aderintoiya@yahoo.com

In another episode, the mother of the wife of "The Man" in her amazement of the stupendous riches of Koomson posited:

Aaaah, Koomson has done well,
we must say it. He has done well for
himself and for his family too

(p.139)

In this episode, the old woman here was trying to praise Mr Koomson for being powerfully rich, not minding how he came about the riches. This epitomize how most ordinary African people do praise corrupt politicians about their riches, without bothering about the source of their riches.

b) *The Luxurious Life Style Of African Politicians*

In this novel, Armah revealed how African politicians live Luxurious life at the expense of the ordinary people in their societies. He used the character of Mr. Koomson- The politician to reveal this when "The Man" paid him a visit, Mr. Koomson ordered the steward in his house, saying:

Atinga, bring the trolley and put different
drinks, put also ice and put glasses four

(p.148)

In the episode above, the different drinks Koomson ordered for reflect the fact that Koomson has a lot of different assorted drinks in his house depicting his Luxurious way of life.

As an addendum to the earlier mentioned episode, Armah showed another episode in "**The Beautiful Ones Are Not Yet Born**" reflective of the carefree manner in which African politicians spend money. "The Man" and the mother of "The Man's" wife and Oyo" his wife were having a discussion with Koomson about the price of a boat, with which fishing business can be done. Koomson mentioned that one boat can be bought for "twelve thousand pounds" "The Man" and his family members shouted in amazement, claiming the money was too much, but Koomson said:

Twelve thousand pounds yes. But the money is
not the difficult thing after all, the commercial
bank is ours and we can do anything.

(p. 136)

In the episode above Koomson's statement is indicative of the fact that money, however big is nothing to him. This episode exemplifies the lavishing manner with which African politicians buy whatever they want because they believe they can lift any cash from the government purse without any problem. The resultant effect of this lavish spending is the killing of the economy of the different African countries.

c) *Putting The Economic Phase In Jeopardy*

Ayi Kwei Armah, has used "**The Beautiful one are Not yet Born**" to showcase the fact that it is indeed

as a result of the corruption in the highest order in different African societies that the economy of the African countries keeps nose - diving. To Armah, the corruptive activities of the African leaders are what is putting the Economic phase in serious Jeopardy. The Episode below Justifies Armah's view in this direction "The Man" went to a public toilet and saw some inscriptions on the wall of the toilet:

Money Sweet Pass all
who born fool socialism
chop make I chop,
Contrey Broke

(p.106)

The episode above is indicative of the fact that there is corruption at the highest level in the world of this novel. "Chop make I chop" in the above episode implies that while the politicians are lifting the money they could from the government coffers other members of the society too are busy stealing in whichever way the opportunity for them to steal comes. "Contrey Broke" in the episode suggests that after people have carried money from different angles, then the entire country goes down being broke. This episode above clearly shows the negative effect of corruption as going on in different African countries. The episode also gives the impression that when politicians are corrupt, the people under them have the possibility to be corrupt, after all people are watching what their leaders are doing on a daily basis.

d) *The Frustration Of The Morally Upright People*

Furthermore, Armah has used his novel "**The Beautiful Ones Are Not Yet Born**" to portray the fact that in any society where there are corrupt people, the morally upright ones in the society will always be frustrated. In one of the episodes in this novel, "The Man" a morally upright railway worker becomes frustrated as a result of the pressure mounted on him by his wife and other family members to join in the activities of the corrupt people in the society, particularly using his office to help himself, but he never consented this negative idea. Mr. Koomson, the politician was the classmate of "The Man" while in school, but Koomson became rich due to his corruptive activities as a politician. "The Man" at a point in the novel, while discussing with the "Teacher", another morally upright person in the novel said:

I am asking myself what is wrong with me.
Do I have some part missing? Teacher, this
Koomson was my own classmate. My classmate.
So tell me what is wrong with me?

(P. 57)

In the episode above "The Man" expressed his frustration over the mess in the society which he has refused to be part of. "The Man" distances himself clearly from the corruptive activities of the society. This

frustration above arises from the fact that though he hates corruption and he does not engage in it, but he keeps wondering whether his decision to avoid participating in the corruptive activities of the society is right or wrong. The episode above exemplifies the frustration of most ordinary African people in different African Societies, seeing how some people are siphoning money and could not join in this nefarious activity, due to their principle of honesty.

e) *The Depravity Of The Ordinary People*

Amah has shown in this novel that when corruption is perpetrated by the political leaders, the possibility is there for the ordinary people to also engage in corruptive tendencies. The episode below shows how the people at the lowest ebb often engage in corruptive activities, since the leaders are also corrupt.

A messenger at the railway corporation had won a lottery but because he knew that many people are neck deep in corruption, he started doubting whether or not he would be given the entire money accruable to him, and so he said:

I hope some official at the lottery place
will take some of my hundred Cedis as a
bribe and allow me to have the rest

(p.19)

In the episode above, Armah showcased the fact that since corruption is everywhere; no one can get what is due to him fully in terms of money, because the entire society is a depraved one. The episode above also epitomizes the doubts in the minds of the people in most African countries, wondering at all times whether they will not part with some of their money in order to get what they should get. To Armah, a corrupt society is a society of injustices.

In addition to the highlighted episode earlier on the depravity of the ordinary people in this novel Armah signposted an episode in which a timber contractor tried to bribe "The Man", in order to get a space in the train to move his woods from the bush. "The Man" found the bribery act quite offensive and so rejected it. The discussion of the rich timber contractor and "The Man" goes, with the businessman saying:

Take one for yourself and give the other one
to your friend. I myself will find some
fine drink for you. Take it. Take it, my friend.

(p.30)

"The man" responded saying:

I will not take it

(p. 31)

The episode above shows the level of depravity of the entire people of the society in the world of this novel. The bribery episode above is a representation of how people in different African societies do engage in bribing their ways to get favors, which Armah considers to be awful and particularly detestable. The writer tries to

tell the readers that it is indeed bad for the people to bribe their ways at whatever time, as this will not make any society grow.

III. CONCLUSION

In conclusion therefore, it is germane to say that "The Beautiful Ones Are Not Yet Born" has been Ayikwei Armah's weapon to lambast the misuse of political powers by the African political leaders, for corruption will always keep destroying the economic phase of the various African countries. "The Man" in the novel represents Armah himself. Furthermore, the honesty posture of "The Man" in this novel, represents Armah's principle of honesty.

Ahmah is African who believes so much in the well being of the African people and so he used this novel to condemn bad governance of African leaders, such that there can be a change for the better in the economic and political terrain and by extension putting African people in different African countries on a better pedestal.

Ayi Kwei Armah has used this novel to expose corruption at both the highest and the lowest level in the various African societies and he has sent the message straight that the people of Africa, both leaders and their subjects should eschew corruptive tendencies, for corruption and other vices are ill wind that can blow no one any good.

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Critical Evaluation of Minority Shareholders' Rights in General Shareholders Meeting Under the Saudi Company Law No.1965

By Dr. Youseif Alqassam Alzahrani

Introduction- Generally, listed companies are controlled by two main organs: the board of directors, and general meeting (GM).¹ The GM is considered the supreme authority of the company, its powers stem from the company law and from the constitution of the company; therefore, resolutions of the GM should be compatible with the provisions of company law (CL) and constitution of the company; otherwise, the resolutions shall be subject to being deemed null and void. The same applies to the board of directors, which is considered similar to the executive power of the state and has specific terms of reference; thus GM cannot interfere in the work of the board of directors and vice versa.

In this vein, these two organs depend entirely on each other working together to achieve the same objectives, and therefore, balance must be struck between them. Such balance is indicated in the definition of corporate governance by the Cadbury Committee: "Corporate Governance is the system by which companies are run. At the centre of the system is the board of directors whose actions are subject to law, regulations and the shareholders in a GM. The shareholders in turn are responsible for appointing the directors and the auditors and it is to them that the board reports on its stewardship at the AGM".²

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I. INTRODUCTION

Generally, listed companies are controlled by two main organs: the board of directors, and general meeting (GM).¹ The GM is considered the supreme authority of the company, its powers stem from the company law and from the constitution of the company; therefore, resolutions of the GM should be compatible with the provisions of company law (CL) and constitution of the company; otherwise, the resolutions shall be subject to being deemed null and void. The same applies to the board of directors, which is considered similar to the executive power of the state and has specific terms of reference; thus GM cannot interfere in the work of the board of directors and vice versa.

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In this context, the question as to whether the highest organ in the company is the GM or the board of directors must be addressed. This has been reconciled by Gower, who stated, "there is no doubt that the shareholders are supposed to be the supreme organ in the company as they are supposed to raise the necessary capital of the company, they are involved in

the initiation, formation and direction of policy and they have a duty or role to protect their investment in the company, and in such a situation, no doubt that shareholders constitute the governing force in the company and the law is emphatic on this where it says that the general meeting is the company, directors are subordinates".³

Accordingly, the GM and board of directors have a contractual relationship issued from the provisions of CL and company constitution. Greer L.J. in the case John Shaw & Son Ltd v. Shaw held, "A company is an entity distinct from its shareholders and its directors. Some of its powers may, according to its articles, be exercised by directors; certain other powers may be reserved for the shareholders in GM. If powers of management are vested in the directors, they and they alone can exercise these powers".⁴

Therefore, the main functions of GM are that:⁵ The shareholders should know about the financial situation of the company, in addition to the serious resolutions taken by the company management; the second concerns the case when the board of directors need to make decisions outside of its capacity, it seeks the approval of the shareholders; the third function is to hold meetings for discussions between the shareholders and directors concerning the plans, policies, and performance of the company, whether these be in the past or the future.⁶

Generally speaking, the GM is viewed as the parliament in a democratic state; all members of the

Author: e-mail: yosfzah@hotmail.com

¹ Charles Zhen Qu. *Some Reflections on the General Meeting's Power to Control Corporate Proceedings*. Common Law World Review. Vol: 231. 2007, p. 231. The Pettet defined the GM as "meeting of ordinary shareholders together with any other shareholders who are entitled to attend". See: Ben Pettet. *Pettet's Company Law: Company and Capital Markets Law*. Third Edition. England. Pearson Education Limited. 2009. p. 144.

² Cadbury Committee, *Report on the Financial Aspects of Corporate Governance*. Gee, London, July 1992.

³ Daniel, Angualia. *Balance of Power between Shareholders and the Board in Corporate Governance*. 2010. the Corporation. Duke Law Journal, Vol

⁴ [1935] 2 K.B.113. "The only way in which the general body of the shareholders can control the exercise of the powers vested by the articles in the directors is by altering their articles, or, if opportunity arises under the articles, by refusing to re-elect the directors of whose actions they disapprove. They cannot themselves usurp the powers which by the articles are vested in the directors any more than the directors can usurp the powers vested by the articles in the general body of shareholders."

⁵ Electronic Corporate Governance: Online and Virtual Shareholder Meetings and Shareholder Participation in Switzerland and Germany. p. 15

⁶ Startling, R. *General Meetings: A dispensable tool for corporate governance of listed companies*. Corporate Governance: An International Review, 11, 2003. pp. 74-82.

company meet for issues of interest to the company. It has, for example, the right to make decisions, to monitor the performance of the company, manage the funds of the company and its interests, as well as the interests of shareholders in general (i.e. not the interests of a specific group of shareholders). GM consists of all its shareholders regardless of their number, or the number of shares they own.⁷

Thus shareholders have significant rights at a GM, such as attending the meeting, voting on resolutions, objecting to them, asking questions of the board, etc.⁸ these may be done in person or by proxy.⁹ GMs are held in order to take resolutions that are in the interests of the company, and they can be held on a regular basis or occasionally. Shareholder meetings vary but there are several particular types: the AGM, which takes place shortly after the end of the company's fiscal year (but ordinary GM may be held whenever the need arises); class meetings, which are for certain groups of shareholders; and the EGM, which is arguably the most serious type of meeting, as it is held to consider important and pressing affairs in the life of the company. The law requires a legal quorum for shareholder meetings to be held.

However, most of the legislation gives shareholders the right to request a GM, as this is a precautionary measure against the failure, negligence or stubbornness of the board to invite shareholders to the GMs, more especially if serious developments or events arise, such as the loss of a large part of the company's capital. It is believed that this procedure safeguards minority shareholders from the domination of the controlling shareholders of the company, and establishes a balance between the interests of the minority shareholders and those of the majority shareholders.¹⁰

⁷ Yvon Dreano, Jeantet Associates. Shareholders' Rights, the European Lawyer, Mar 2011. Available at <www.europeanlawyer.co.uk/referencebooks_27_519.html> accessed 8 April January 2012.

⁸ The main shareholder rights under the OECD are: 1. ensuring adequate methods of ownership registration, 2. conveying or transferring shares, participating in the company's profits, 3. obtaining information on a timely basis, 4. participating and voting in general shareholder meetings. OECD Principles of Corporate Governance, OECD, Paris. 2004. available at <www.oecd.org/docum ent/49/0,3343,en_2649_34813_31530865_1_1_1_1,00.html> accessed 11 April January 2012.

⁹ Saudi Company Law, 1965 Article 83.

¹⁰ It is assumed that the GM is the place where the company's shareholders (who are its partners) can view its operational and financial accounts, and where the company directors can be questioned and held to account; it is also the place where financial statements are presented, and where the resolutions that the board of directors cannot issue without the consent of shareholders any directors can be questioned and held to account; it is also the place where financial statements are presented, and where the resolutions that the board of directors cannot issue without the consent of shareholders can be passed. These resolutions include the appointment of the auditor, amending the company's statutes, the appointment of the audit committee and other administrative matters.

II. GENERAL MEETING PROCEDURES

In accordance with SCL1965, the call to convene a GM by the company's board shall be through the publication of a notice in the Official Gazette and in a daily newspaper distributed within the head office of the company at least 25 days prior to the meeting.¹¹ All JSCs must consult with the Ministry of Commerce and Industry (MOCI) regarding the wording of the announcement and the content of the agenda prior to publication.¹²

In general, the board of directors generally propose or support a call to convene a GM,¹³ whether requested by directors, shareholders or the auditor. SCL1965 states that when requesting a GM, the application shall be addressed to the company's board;¹⁴ therefore, shareholders are not allowed to initiate the GM by themselves. In any case, SCL1965 does not hold shareholders to account for requesting a GM; it is a matter for the company's board of directors to judge the seriousness of the reasons for the request and respond accordingly. It should be noted here that the SCL1965 does not include explicit provisions for many of the issues that may arise after the submission of the mentioned application. Such issues include: What is the legal situation if the board of directors refuses the application? Is it possible to appeal against the board's refusal? Is the board's rejection contrary to the provisions of the law and its responsibilities? These questions, together with many others, need clear statutory definition to determine the procedure to be followed, thereby filling such legal gaps. For example, Article 131 of SCL1965 states that the auditor has a right to request a GM if he encounters any difficulty in performing his duties and has not received any assistance from the board of directors; here, the auditor is entitled to request a GM. However, the article does

¹¹ Saudi Company Law, 1965 Article 88, "Notice of general meeting shall be published in the Official Gazette in a daily newspaper distributed in the locality of the head offices of the company, at least twenty five days prior to the date set for the meeting". Article 88 (2) "If all stock of the company is registered (nominative), a notice sent by registered mail at least twenty five days before the date of the meeting shall suffice."

¹² Ministerial Decree issued from Minster of Commercial and Industry No. 959, Dated on 6 August 2006.

¹³ Ben Pettet. *Pettet's Company Law: Company and Capital Markets Law*. Third Edition. England. Pearson Education Limited. 2009. p. 146.

¹⁴ The Jordanian Company Law is more detailed on this issue, Article (172) "Invitation of the General Assembly to an Extraordinary Meeting. A) The General Assembly of a Public Shareholding Company shall hold an extraordinary meeting inside the Kingdom upon the invitation of the Board of Directors, or upon a written request submitted to the Board from shareholders holding not less than one-quarter of the Company subscribed shares, or upon a written request submitted by the Company auditors or the Controller, should shareholders holding in person not less than 15% of the Company subscribed shares request such a meeting".

not mention the authorized entity to which the auditor must apply to request the meeting.¹⁵ The fact remains that neither a shareholder nor the auditor is entitled to call for a GM by themselves in any way or make a request to the court.

On the other hand, when requesting a GM, the SCL1965 requires the request be addressed to the board of directors, which is the authorized body; thus, no other entity, such as the MOCI, the Saudi Capital Market Authority (CMA) or the courts can be approached to convene a GM. Therefore, it is the duty of Saudi legislators to regulate this matter in order to protect minority shareholders from potential abuse by the board of directors, should those minority shareholders request convening a GM, particularly where the board of directors is composed of the majority and holds the company's capital.

From the above, this study suggests expanding the opportunity of the right to request a GM, and that the SCL1965 should provide clear guidelines regarding requesting a GM by a neutral body in order that the GM can proceed in spite of the board of directors refusal. Moreover, currently, there are no clear provisions in the current SCL1965 nor in the CGRS¹⁶ that explain when the board has to call the GM if requested by the shareholders or the auditor; consequently, allowing a GM remains a matter of assessment by the board directors, as they have the right to approve or reject an application without giving a reason at present. This is certainly a major statutory omission that requires urgent legislature in Saudi.¹⁷

According to the CA 2006 UK, when the board of directors receives a request for a GM from shareholders representing at least 5% of the capital, it is the board's duty to call the meeting.¹⁸ Any request should clarify the subject matter to be discussed at the meeting, and should provide the text on which a decision is to be taken at the meeting.¹⁹

Normally, a resolution may be passed at a meeting, but in some cases it may not; for example, in

instances when it is contrary to the company's constitution or other articles, or if it is deemed defamatory, or is considered to be spurious in content.²⁰ Furthermore, the request should be documented and authenticated by the person/s that made it,²¹ and, it may be submitted in either an electronic or hard form. Calls for a GM shall be made by the directors within 21 days of the date they receive the request; and the GM must be held within a maximum of 28 days from the date of the notice.²²

Moreover, if the directors have to call a meeting according to the Act, then shareholders have the right to call a GM at company's expense, but if not, then the members who requested the meeting may call a GM.²³ A meeting may be called by the court upon an order from those who have the right to attend and vote at the meeting, whether they be directors or shareholders.²⁴ In *Re El Sombrero Ltd*, the court held: "Examine the circumstances of the particular case and answer the question whether, as a practical matter, the desired meeting of the company can be conducted, there being no doubt, of course, that it can be convened and held".²⁵

Article 88 of the SCL1965²⁶ stipulates that the notice to attend the meetings must include an agenda, essentially a statement that includes the issues to be discussed by the shareholders at the meeting, as well as notification of the place and time of the meeting. In general, the board prepares the agenda, s that is the core of its duty; however, the shareholders who have the right to request a GM, also have the right to include issues in their requested meeting, as well as the auditor's right to call a meeting to discuss certain issues.

In general, topics that are not listed on the agenda (which is drawn up prior to the GM) are not allowed in the meeting in order to focus on the reasons for calling the meeting. Therefore, other issues cannot be raised to the board of directors or the auditor during the meeting, as they would not be adequately prepared to answer and because the shareholders may be distracted from the real issues on the agenda and the reason for the meeting.

However, shareholders do have the right to deliberate on any serious issue that may arise during the meeting, or on matters that deviate from the main topics on the agenda. For example, while considering the report of the board of directors, the existence of serious faults made by an officer of the company, is discovered, the GM may take a decision to isolate him even if the

¹⁵ Saudi Company Law, 1965. Article 131 "3- if the auditor encounters any difficulty in this respect, he shall state that fact in a report to be submitted to the board of directors, if the board fail to facilitate his task, the auditors must call a regular general meeting to look into the matter".

¹⁶ Corporate Governance Regulation of Saudi Arabia.

¹⁷ In this respect, SCL1965 may adopt the Article 125 of Qatar Commercial Company Law, which regulated this more specifically; Article 125 Considering the provisions of the articles (88) and (124) of this Law, the Ministry will invite for the meeting of the general assembly in the following cases: If thirty days pass on the time fixed in the article (122) of this Law, without having invited the general assembly to hold. If seen at any time that there are violations to the Law or the statute of the Company or any great mistake in its management. In this case all the procedures prescribed for holding the meeting of the general assemble will be followed and the company will bear the expenses."

¹⁸ S. 302 & 303 of the UK CA 2006. It was 10% but reduced to 5% to follow the Shareholders Rights Directive.

¹⁹ S. 303 (4) of the UK CA 2006.

²⁰ S. 303 (5) of the UK CA 2006.

²¹ S. 303 (6) of the UK CA 2006.

²² S. 304 (1) of the UK CA 2006.

²³ S. 305 (1) of the UK CA 2006.

²⁴ S. 306 (2) of the UK CA 2006.

²⁵ [1958] Ch. 900.

²⁶ Saudi Company Law, 1965. Article 88.

issue of isolation was not listed in the agenda. Although no article in the SCL1965 refers to this point; the GM has the right to decide on a course of action, depending on the shareholders attending the meeting; whereas the SCGRs stipulates that the rights of shareholders that represent 5% or more of the company's capital are allowed to add one or more subjects to the meeting's agenda during its preparation but not during the actual meeting.²⁷ However, it is not forbidden to raise an issue during the meeting as long as it is related to the agenda, on condition that it receives the approval of a given number of the shareholders attending the meeting and that own 5% of the capital²⁸, (or a group of shareholders containing not less than 100 people).

In addition, essential information shall be included in the notice, such as the date, time, and place of the GM, as well as including the subject matter of the business to be considered, in accordance with the articles of the company.²⁹ Furthermore, any notice shall clearly state that it is possible for company members to appoint a proxy to attend the meeting and to exercise some or all of their rights, such as speaking, asking questions and voting in the resolutions.³⁰ Moreover, when drawing up a notice for an AGM, it must clearly state that the meeting is an AGM.³¹

In accordance with the CA 2006, shareholders who represent at least 5% of the total voting rights, or at least 100 members who hold shares on which an average sum of at least £100 per shareholder has been paid may require the company to give notice, of a resolution to be approved at a meeting, to shareholders who have the right to receive notice of a GM. The written notice can contain a maximum of 1000 words concerning any relevant matter to be considered at that meeting; or any other subject matter shall be argued at that meeting;³² otherwise, the shareholder who requested the meeting must cover the expenses upon the request of the company and deposit the payment before the circulation the notice.³³ In fact, the notice of the meeting should contain the following information: the website address, where anyone can find the necessary information about the meeting; a text stating

that registered members only are entitled to vote at the meeting, the time of the meeting; information about the forms that can be used in case of appointing a proxy; a statement about the facility the company offers for members to vote in advance or by electronic means; and to mention the right of members to ask questions.³⁴

In addition, there is no article in SCL1965 that explains who should chair the GM, it is subject to the company's articles that identify the persons authorized to do so;³⁵ therefore, the chairmanship of the meeting may be taken by chairman of the board of directors, his deputy, or whoever is assigned by the board of directors;³⁶ in the event of the absence of those mentioned above, one of the shareholders will be appointed to act as chairman of the meeting. The function of the chairman is to conduct the meeting properly and fairly in accordance with the provisions of CL, the company's articles and in accordance with the interests of the company and its shareholders.³⁷

Furthermore, SCL1965 does not require the presence of the directors at the GM with the necessary quorum needed as a condition for convening its meeting; however, the CL in certain countries does require the presence of directors at meetings, or at least some of them, as they manage the company, and are required to answer the shareholders' questions or those of other relevant persons such as the auditor or the representative of the MOCI. Article 60 of the Egyptian Company Act is a notable example that SCL1965 can benefit from; it states that the company's directors should be present at GMs in a number not less than the quorum needed to convene the board meeting. However, non-attendance at meetings for a valid reason is acceptable; and in any case, the meeting is not considered void if it is attended by at least three members of the board, on condition that the head of the board of directors, his deputy, or one of the members

²⁷ Corporate Governance Regulations of Saudi Arabia. Articles 5 states, "f) In preparing the General Assembly's agenda, the Board of Directors shall take into consideration matters shareholders require to be listed in that agenda; shareholders holding not less than 5% of the company's shares are entitled to add one or more items to the agenda upon its preparation".

²⁸ Jordan Companies Law No. 22 of 1997. The Article 171 "9- Any other matter which the General Assembly proposes to include in the agenda, and are within the work scope of the General Assembly in its ordinary meetings, provided that such a proposal is approved by shareholders representing not less than 10% of the shares represented in the meeting".

²⁹ S. 311 (1)(2) of the UK CA 2006

³⁰ S. 325 of the UK CA 2006

³¹ S. 337 (1) of the UK CA 2006

³² S. 314 of the UK CA 2006

³³ S. 316 of the UK CA 2006

³⁴ See <www.bis.gov.uk/policies/business-law/company-and-partnership-law/company-law/company-law-faqs/shareholder-rights> accessed 10 May January 2010.

³⁵ Article 22 of the Articles of Association OF Etihad Etisalat Companies stated that "From among its members, the Board of Directors shall appoint a Chairman and a Managing Director. One member may hold both Chairman and Managing Director positions. The Chairman shall be nominated by and selected from amongst the Board Members other than Etisalat Board Members. The functions and responsibilities of the Chairman shall be: (a) to preside over meetings of the Board of Directors and the shareholders General Meetings and to represent the Company before all government authorities and the judiciary". And in the UK, S.319 CA 2006 provides that; Chairman of GM "(1) a member may be elected to be the chairman of a general meeting by a resolution of the company passed at the meeting. (2) Subsection (1) is subject to any provision of the company's articles that states that who may or may not be chairman". S.328 (1) of CA 2006 provides that the proxy can be the chairman of a GM by resolution passed at the meeting.

³⁶ Lucy Jones. *Introduction to Business Law*. Oxford. Oxford University Press. 2011. p. 583.

³⁷ John v Rees and Others [1970] Ch. 345.

assigned to management, should attend the meeting, assuming all other conditions required by law have been met. If the quorum of the meeting of shareholders is legally correct, but the quorum of board of directors is not, in this case, GMs may consider punishing those directors who did not attend without an acceptable excuse, with a fine; and in the case of frequent absences, GMs may consider isolating them and electing others.³⁸

However, arguably SCL1965 does not indicate the procedures to be followed in the matter of adjourning a GM or who has the right to decide to adjourn the meeting. Therefore, this could lead to a situation in which the company's board carries the resolution, thereby preventing absent shareholders from taking part in making decisions, which will result in weakening the position of the minority shareholders in the company.

In the UK, this point is very well detailed. The chairman must adjourn the meeting when directed to do so by the meeting, or when the quorum does not collect within half an hour before the start of the meeting, or if at any time during a meeting a quorum ceases to be present.³⁹ In addition, there are certain cases in which the chairman could postpone the meeting even when a quorum is available: members at the meeting accepting a postponement, or when the chairman decides to postpone the meeting due to some threat, e.g. should an unauthorized person attempt to attending; these measure are merely designed to ensure that the activities of the meeting proceed smoothly and properly.⁴⁰

The decision to postpone the meeting is invalid if the chairman does not take it in a bona fide manner, or if he/she takes into account irrelevant factors, or ignores relevant factors. Such a decision should be acceptable to all parties.⁴¹ In *Byng v London Life Association Ltd*, the Court of Appeal found that overcrowding is no justification for the chairman adjourning the time and place of the meeting.⁴² In any case, the company must

give at least 7 clear days' notice if the adjourned meeting is to take place more than 14 days after it was adjourned; it must do so to the same attending shareholders and with the same information.⁴³

GM is prevented from making amendments to any company's articles that may deprive the shareholder from his basic rights as a partner in the company, such as to prevent the shareholder from attending the GMs, or to participate in voting on resolutions. Also, a GM is not entitled to deprive the shareholder from his share in dividends, to reduce them, or to prevent shareholders from seeing the books or other company documents. On the other hand, GMs cannot move the centre of the company from KSA to any foreign state; this is in order to protect the shareholders' money. In addition, GMs cannot prevent any shareholder from filing a lawsuit against the directors of board, or any one of its members. Consequently, any resolution issued that conflicts with the above is considered void under the law, and thus unenforceable against third parties.

Attending a GM is a right for all shareholders, without exception, and this is clearly stated in SCL1965: every shareholder who has 20 shares or more in a company has the right to attend and participate in the meeting and vote on resolutions.⁴⁴ If the company's articles include anything contrary to this, then it is considered void;⁴⁵ however, it is the right of the company's articles to state a rate of less than 20 shares (but not more than twenty shares). Also, everyone who has an interest has the right to attend meetings, such as the representative of the MOCI.⁴⁶

It is believed that stipulating a condition prescribing a certain quorum needed to attend GMs does not mean compromising the basic rights of minority shareholders, the most important of which is the right to attend and vote. Therefore, a shareholder who does not have 20 shares can associate with other shareholders in order to reach the required quorum for a GM.⁴⁷ However, this view is impractical (indeed, almost impossible) because shareholders usually do not know each other beforehand, and there is no independent authority or association for taking care of shareholders' rights in listed companies (as there is in some countries). Thus, demanding such a quorum to attend is a prejudicial to the rights of minority shareholders, implicitly keeping them away from active participation within GMs.

The board of directors must invite all shareholders to attend the GMs as well as the auditor

³⁸ Also the Jordan Company Law No. 22 of 1997 provides that in the Article (177) "Presidency of the General Assembly Meeting and Attendance of the Chairman and Members of the Board of Directors: a) The ordinary meeting of the General Assembly of a Public Shareholding Company shall be presided over by the chairman of the Board or his deputy, in case of the chairman's absence, or the person delegated by the Board if both the chairman and his deputy are absent. b) The number of the members of the Board of Directors attending meetings of the General Assembly must not be less than the number needed for constituting a quorum required for convening Board meetings. Board members must not be absent from the meetings without a justifiable cause."

³⁹ The Companies (Model Articles) Regulations 2008, No. 3229. Part 4. Article 33(1)

⁴⁰ The Companies (Model Articles) Regulations 2008, No. 3229. Part 4. Article 33(2)

⁴¹ Brenda Hannigan. *Company Law*. 2nd Ed. Oxford: Oxford University Press, 2009. p. 376

⁴² (1989) BCLC 400

⁴³ The Companies (Model Articles) Regulations 2008, No. 3229. Part 4. Article 33(5)

⁴⁴ Saudi Company Law, 1965. Article 83

⁴⁵ Christopher Scott Maravilla, *Shareholder Voting Rights*, Texas International Law Journal, vol. 39:163, 1999. p. 166

⁴⁶ Saudi Company Law, 1965. Article 83

⁴⁷ Mohamed alArini. *Commercial Law*, Egypt, Alexandria, Dar Al-matbat Al-jamiyah Publishing, 2002. p. 404

and the representative of the MOCI; the invitation must include the agenda.⁴⁸ The representative of the MOCI has the right to decide whether or not to attend the meeting; the company law of some neighbouring countries, such as Jordan, state that a GM is invalid if it is not attended by a representative of the MOCI, in order to ensure the functioning of the GM procedures in accordance with the law and the company's bylaws.⁴⁹

In the UK, resolutions must be passed at shareholder's meetings.⁵⁰ The AGM must be held in public companies every six months starting from its reference date; this is regardless of any meetings held during that period, and another meeting will call the GM.⁵¹ According to CA 2006, it is necessary that the notice calling an AGM be given at least 21 days beforehand or at least 14 days beforehand if issued in another GM.⁵² It can happen that the period of notice differs between what is stated in the Act and what is stipulated in the company's articles,⁵³ shorter or longer. This is if the majority of shareholders (at least 95 per cent) who are entitled to attend and vote at the meeting agree;⁵⁴ therefore, the GM can be convened after 14 days if the following conditions are met:⁵⁵ the meeting is not an AGM, the shareholders are enabled by the company to vote by electronic means (accessible to all members who have shares and who carry the right to vote at a GM), the period of notice has been reduced to not less than 14 days, or a certain decision has been taken at the previous AGM (or at some GM held since that AGM).

Certain actions are required under SCL1965: at the end of the meeting, the minutes shall be written down, containing the names of the shareholders (present or represented), the number of shares in possession (in person or agency), the number of decisions taken, the number of votes accepting or rejecting them, and a compendium of the discussions at the meeting as well as any matters asked for by shareholders.⁵⁶ The minutes shall be written down on a

regular basis after each meeting in a special record, signed by the chairman of the meeting, the secretary, and the collector of votes.⁵⁷

In the UK, every JSC is requested to keep minutes of GMs⁵⁸ as well as minutes of the proceedings of directors' meetings.⁵⁹ The minutes of GM proceedings, if purporting to be signed by the chairman of that GM or the next GM, are evidence of the proceedings at the meeting.⁶⁰ Such minutes must be kept for 10 years at least, and be available for inspection by any member of the company free of charge; they also have the right to order a copy for a nominal fee (otherwise, the company may be punished).⁶¹ Such provisions do not exist in SCL1965, and thus the minority shareholders may not be able to acquire a copy of the minutes from GMs or directors' meeting, as this is not regulated under the CL.

The company's board has the right to call a GM to convene whenever the need arises; it has the discretion to request to convene meeting but there are some cases in which it becomes necessary under the law to call shareholder meeting, and these cases are:

1. If requested by shareholders representing at least 5% of the company's capital; this right is one of the guarantees granted by the law for minority shareholders.⁶²
2. If requested by the GAFC upon the request of a number of shareholders representing 2% of the capital at least, or upon the decision of the MOCI to call a GM if one month has passed after the date set for the meeting without it being called to convene.⁶³
3. If the auditor requests the meeting to convene when he faces difficulty in the performance of his work; ⁶⁴ if the board of directors does not respond, he shall be entitled to call a GM to convene directly. At this point, SCL1965 does not clarify how the auditor invites the shareholders to a GM, something that is regarded as a lack in the legislation and that

⁴⁸ Saudi Company Law, 1965. Article 88

⁴⁹ Jordan Company Law, No. 22 of 1997, Article (182), "The Board of Directors shall invite the Controller, Securities Commission and the Company auditors to the meeting of the General Assembly at least fifteen days prior to the date set for the meeting's convention. The auditor shall attend or delegate a person to represent him, failing which he shall be held responsible. The invitation shall be accompanied with the meeting's agenda and all the data and enclosures whose attachment to the invitation sent to shareholders have been stipulated. Any meeting of the General Assembly not attended by the Controller, or any of the Directorate employees delegated by him in writing shall be considered null and void".

⁵⁰ S. 281(2) of the UK CA 2006

⁵¹ S. 336 of the UK CA 2006

⁵² S. 307(2) of the UK CA 2006

⁵³ S. 307(3) of the UK CA 2006

⁵⁴ S. 282(1) of the UK CA 2006

⁵⁵ S. 307 A. of the UK CA 2006

⁵⁶ Saudi Company Law, 1965. Article 97

⁵⁷ Saudi Company Law, 1965. Article 59. SCL1965 does not refer to binding the company to send a copy of the minutes to the GAFC, whereas SCGRs necessitates the company to provide the CMA with a copy of the minutes of meeting within 10 days from the date of the meeting. See: Corporate Governance Regulations of Saudi Arabia. Article 5 states that "i) Shareholders shall be enabled to peruse the minutes of the General Assembly; the company shall provide the Authority with a copy of those minutes within 10 days of the convening date of any such meeting. j) The Exchange shall be immediately informed of the results of the General Assembly".

⁵⁸ S. 355(1)(b) of the UK CA2006

⁵⁹ S. 248 of the UK CA2006

⁶⁰ S. 356(4) of the UK CA2006

⁶¹ S. 356 of the UK CA2006

⁶² Saudi Company Law, 1965. Article 87

⁶³ Ibid.

⁶⁴ Saudi Company Law, 1965. Article 131

requires reconsideration; the board of directors may not respond, and may even reject the call for a GM.

4. If the number of the members of the board of directors falls below the number stated by law.
5. If requested by a court after an inspection on the company (instigated by shareholders representing 5% of the capital of the company) unveils violations attributed to a director or the auditor.⁶⁵

As provided in SCL1965, a GM is not considered legal unless attended by shareholders representing at least 50% of the capital, unless the company's articles provides for a higher percentage; if there was no quorum at the first meeting, the call shall be made for a second meeting to be held within 30 days subsequent to the first meeting. The announcement for this shall be in the same way provided for in SCL1965, and the second meeting will be legal whatever the number of shares represented, and the resolutions of that GM are passed by an absolute majority of the shares represented at the meeting, unless the company's articles provides a higher percentage.⁶⁶

In case of any board default vis-à-vis calling a meeting, the board will be found acting contrary to the law, and will then be subject to the penalties provided in SCL1965;⁶⁷ and as example, the commercial court issued a judicial resolution against one JSC that did not call for the AGM within six months following the end of the fiscal year, and the court imposed a fine on the board of directors to be paid to the MOCI.⁶⁸

In order to fill the gaps in the statutory provisions that regulate the convening of a GM, it is suggested that the CMA be given the right to call meeting to bring the company to account ⁶⁹ if the board of directors have failed to call a GM within 15 days of any request made by shareholders who represent at least 5% of company' capital, or made by the auditors. In addition, the CMA should have the right to call a GM if such a meeting is not convened within 30 days of the date set. Therefore, if the number of the board of directors falls below the number prescribed in the law and if it does not call for a GM to consider this issue, and if the CMA thinks that at any time the company has acted contrary to the provisions of the law or the company's bylaws, or if the board has failed to protect the company and its interests, then a GM can be called.

It is important to highlight one essential point, which is that the board of directors is obliged to call an EGM if the company losses reach three-quarters of its capital.⁷⁰ This measure is logical but needs modification;

even if we assume that the company has lost half of its capital, according to the provision, there is no need to call an EGM. It is accordingly suggested that the Saudi legislature adopt the phrase 'significant losses' rather than 'three-quarters' of the capital because losing such a proportion of the capital is considered serious and in need to being dealt with urgently; such losses touch everyone but the greatest impact will be on the minority shareholders.

In this respect, under CA 2006 UK, the directors must call an EGM if the company faces a serious loss in capital; thus, if the net assets of the company fall to half (or less) of its called-up share capital, the meeting should be convened not later than 28 days from the earliest day on which that fact was known to a director, and not later than 56 days from that day. Such a meeting shall consider the actions that should be taken to deal with the situation; the directors will be liable to a penalty if they fail to convene this meeting, as required by CA 2006.⁷¹

III. ABSENT SHAREHOLDERS FROM GMS

Shareholder meetings suffer from the phenomenon of absent shareholders. Many of them, especially minority shareholders, do not care to attend meetings, and this absence may lead to shareholders giving up their rights at the GM; also, it can allow the board of directors to dominate the company and become the sovereign and supreme power within the company.

Thus, the role of the shareholder in the company may become different in practice to what is stated in the law. It has been argued that GMs have lost their core task and have become a rump parliament for shareholders, wherein a small group of shareholders, whose shares may not exceed 40% the capital, controls the greater part of the capital of the company.⁷²

In fact, various reasons contribute to the absence of shareholders at GMs; some are related to the shareholders themselves and the others are due to the laws governing these meetings. It could be said that the first reason for the absence of shareholders at a GM is the large number of shareholders in the company; the shares may have been offered for public subscription, and not limited to a certain number of shareholders in a certain region of the State. Many listed companies, especially large ones, have thousands of shareholders, and it is difficult to gather them in one place. Many of them may not care to attend, particularly those who own

⁶⁵ Saudi Company Law, 1965. Article 109

⁶⁶ Saudi Company Law, 1965. Article 91

⁶⁷ Saudi Company Law, 1965. Article 229 (8)

⁶⁸ The Board of Grievances - Case number 1044/256. On 8 July 2002

⁶⁹ These suggestions adopted from the Company Law of the Qatar state, No. (5) Of 2002, Article 125.

⁷⁰ The Saudi Company Law, No.1965. Article 148 "1- if the losses of a corporation total three quarters of its capital, the directors must call an

extraordinary general meeting to consider whether the company shall continue(to operate) or be dissolved before the expiry of the term specified in its bylaws"

⁷¹ S. 656 of the UK CA2006

⁷² Cheng, Yong. "On Protection of Rights and Interests of Minority Shareholders in Listed Company." *International Journal of Business Administration* 3.2 (2012): p. 56

only a small portion,⁷³ and think that they will not represent an effective voice in the presence of shareholders having large a stake in the company's capital.

Most shareholders are distributed widely across the country, living far from the main centre of the company⁷⁴ but most JSCs are located in major cities.⁷⁵ It is therefore not logical to expect all shareholders to travel sometimes great distances to attend a meeting that may merely be adjourned for lack of quorum; this may also result in costs higher than the amounts earned from the profit generated. It must be remembered that attending a GM can be costly and time consuming for some shareholders.⁷⁶

Another reason is lack of knowledge on the part of some of shareholders in relation to their rights within the company, particularly their rights at GMs, and too many shareholders believe that GMs deliver resolutions that have already been agreed upon,⁷⁷ serving only the interests of the controlling shareholders in the company.⁷⁸

A simple example explains the reluctance of shareholders to attend GMs; that of Herfy Co.⁷⁹ In April 2012, the company held its AGM to discuss a range of topics; firstly, the strange thing to notice is to the use of the phrase 'ratification and approval' of the resolution instead of 'discussion'; the latter indicates an exchange of views, with shareholders making suggestions on the issues in the agenda. On the other hand, the former calls for the meeting to agree to the company renting land and two residential buildings,⁸⁰ to agree to the company renting land and shops,⁸¹ and to agree to the

company leasing a fully furnished building from the Qitaf company.⁸² The last statement in the notice came as follows: the quorum for the meeting will be satisfied by shareholders representing 50% of the company's capital attending the meeting, which can be met through only two of the owners attending (who already agree); this sends a clear message to shareholders: the quorum is already reached whether you come or not, and therefore your attendance is only to approve the agenda.⁸³

The example above explains in a simple way why minority shareholders often do not care to attend GMs. Most of them have the conviction that the GM resolutions are ready for approval and do not need any discussion,⁸⁴ consequently, any opposition to the interests of the controlling shareholders will be unsuccessful.

The general principle here is: whoever has the largest number of shares has the greatest influence within the company. Often, minority shareholders in the company have a limited number of shares, and so they do not care deeply about the company's future; this is contrary to those who own more shares and are keen to follow the company on an ongoing basis, in order to protect the money they invested in the company.

In light of the above, it is believed that many shareholders do not really attend to their role as members, and do not attend GMs regularly, caring only about the annual dividends of the shares or any rise in their market value in order to sell them. Many do not even care who runs the affairs of the company. Unfortunately, at the end of each meeting, minority investors, who may number in the tens of thousands, are shocked to find that one person or a few persons owning a large proportion of the shares support the proposal of the board of directors, rejecting all discussion and destroying the aspirations of all shareholders. This can cool the relationship between the minority shareholders and the board of directors, resulting in the minority shareholders selling their shares and investing in another company.

⁷³ Sjostrom, William K. and Kim, Young Sang, Majority Voting for the Electronic of Directors (February 24, 2007). *Connecticut Law Review*, Vol. 40, No. 2, December 2007.

⁷⁴ Mayson, Stephen, French D. and Ryan, C., *Company Law*, 21st Edn, Oxford. Oxford University Press. 2005. p. 406

⁷⁵ Boros, Elizabeth J., Virtual Shareholder Meetings: Who Decides How Companies Make Decisions? *Melbourne University Law Review*, Vol. 28, No. 2, pp. 265-289, 2004.

⁷⁶ Louis Corrigan, Annual Shareholder Meetings Go Online, The Motley Fool, 1997, available at <www.fool.com/Rogue/1997/Rogue970822.htm> accessed 16 April January 2012.

⁷⁷ Mayson, Stephen, French D. and Ryan, C., *Company Law*, 21st Edn, Oxford. Oxford University Press. 2005. p. 406

⁷⁸ Eddy Wymeersch. *Some recent trends and developments in company law*. 2001. p. 8

⁷⁹ The company was founded in 1981, and in 2008 was transformed from a limited liability company to close JSC, and in 2010 was converted into a JSC. The major owners of it are Mr. Al-Sayed with 20.3% of the capital, and Savola Group Co. with 47.6%; so, half of the capital of the company is already owned by two people only, and 30% had been put to public shareholding, still 2.1% left, not clear who are the owners of it. See <<http://www.tadawul.com.sa>> accessed 20 April January 2012. Also see <www.herfy.com/index.php?option=com_content&view=article&id=64&Itemid=72&lang=ar> accessed 21 April January 2012.

⁸⁰ It is worth an annual rental rate of 580 thousand SAR, owned by Mr. Al-Sayed, who has more 20% of the capital, occupying the post of CEO and member of the board of directors.

⁸¹ An annual rental value of 920 thousand SAR, the land and stores

owned by the son of CEO, who occupies the post of general manager of investment management and member of the board of directors as well.

⁸² with an annual rental value of 400 thousand SAR, which is owned by the CEO and his son; the approval of the insurance contract on the property of the company with the Arabian Shield Insurance Co. of SR 1.1 million SAR, one of its members of board of directors is Mr. Khudairi, who is basically the head of the board of directors in Herfy Company.

⁸³ It is assumed that the board of directors holds shareholder meetings to raise and discuss issues related to the affairs of the company, exchange views, make suggestions, listen to their views as well as to determine the company's position and its future challenges. Therefore, effective shareholder participation would serve to integrate and strengthen the relationship between the company management and its owners, and all shareholder parties.

⁸⁴ Mayson, Stephen, French D. and Ryan, C., *Company Law*, 21st Edn, Oxford. Oxford University Press. 2005. P:406

Another reason behind the absence of shareholders at GMs is their not knowing the date of the meeting, despite its publication in newspapers and on websites. However, companies could use modern technology such as e-mail and mobile phone text messages to notify as many shareholders as possible; this would not cost the company much. Indeed, it would be more practical nowadays to use modern technology to send the invitations, in particular via email, and especially for individual investors; this becomes necessary if the meeting is to be convened in the very near future.⁸⁵ It is believed that distant shareholders could also make use of the company's website, where they should be able to find all the information they need.⁸⁶

A yet further reason for the absence of shareholders is when a GM is held at an inconvenient time, such as on weekdays during business hours, which makes it difficult for shareholders to attend because most of them are working.⁸⁷ Most listed companies hold their AGM in January; the fiscal year usually starts from the beginning of January and ends at the end of December.

JSC meetings are therefore often held on similar dates or even on the same days, and so the shareholders who invest their money in more than one company may not be able to follow all the meetings of all the companies that they have shares in, or they may prefer to attend the meeting of one company over another.

Lack of technical, administrative or legal expertise on the part of shareholders represents another reason for their absence; many of them do not know how to analyse the auditor's report, or the report of the board of directors, and most of them have little experience in how to monitor the actions of the company's board, which requires a certain level of expertise.⁸⁸ Therefore, they feel unable to oppose the board of directors, or protest against a particular issue.

For example, most shareholders are not able to distinguish whether a decision is legal or void. It has been found that many shareholders suffer from lack of investment culture, which is the responsibility of government agencies, universities and JSCs; they should contribute to raising the level of investment awareness among shareholders.

Moreover, there is sometimes a lack of seriousness on the part of the company's board in terms of the participation of shareholders at GMs. It is argued that the law has granted shareholders the right to ask questions of the directors or auditor, but in fact they are not obliged to answer all questions; indeed, the board can refuse to answer questions or to discuss certain points. It can be said that the reason behind refusing to answer a question may be: to safeguard commercial confidentiality; the time available is too short and it is not possible to explain everything; the response is made diplomatically or very briefly, and thus does not answer the question adequately; or they merely direct the shareholder to refer to the company reports.

Consequently, the easiest way to evade a question is to assert that the required information is commercially sensitive and therefore confidential and cannot be disclosed. This will result in the shareholders being reluctant to attend meetings. However, the final decision as to whether or not to answer a shareholder's question belongs to the chairman of the meeting, who has the final decision in this respect and his decision should be in good faith and in the best interests of the company. Nonetheless, SCL1965 has been criticized for not explaining when the information is harmful to the interests of the company; the auditor may reasonably argue not to answer the questions of shareholders because the disclosure of certain information would harm the company. However, this point opens the door to the board of directors and the auditor to evade answering the shareholders' questions.⁸⁹

⁸⁵ Richard Alcock, Andrew Daly and Caspar Conde, *Electronic Proxy Voting in Australia*, Allens Arthur Robinson, 2006. Available at <www.agilentia.ch/.../Agilentia_Electronic_Proxy_Voting_in_Australia> accessed 25 April January 2012.

⁸⁶ Serenella Rossi. *Giving good meeting*, European Lawyer, Legislative Comment. 2010. In the UK, the shareholder has to accept to communicate with the company electronically through the company website or email than to communicate with it via hard copies. This also applies to communication of documents, either for general communication or for specific class. However, the shareholder is entitled to ask for a hard copy of any document or information sent to him electronically from the company. See: Paul Davies, *Principles of Modern Company Law*, 8th ed, London: Sweet & Maxwell Publishing, 2008, P: 471. Also, S.333 and S. 1145 CA 2006 of the UK

⁸⁷ Boros, Elizabeth J., *Virtual Shareholder Meetings: Who Decides How Companies Make Decisions?* *Melbourne University Law Review*, Vol. 28, No. 2, pp. 265-289, 2004.

⁸⁸ Lazarides, Themistokles G., *Minority Shareholder Choices and Rights in the New Market Environment* (July 10, 2009). P:4. Available at: <<http://ssrn.com/abstract=1432672>> accessed 15 February January 2012.

⁸⁹ According to OECD principles, all shareholders should have the opportunity to discuss issues and to put questions to the directors and auditors at the GM; however, such rights should be subjected to reasonable limitations. In the UK, this issue is clearer than in the Saudi system; the board must answer any question relating to the business being dealt with at the meeting and put by the shareholders who attend the GM. However, the company may refuse to answer a question if to do so would interfere unduly with the preparation or proceedings of the meeting, or involve the disclosure of confidential information, or if the answer has already been given on a website (in the form of an answer to a question), or if it is undesirable in the interests of the company or the good order of the meeting that the question be answered. See: *The Companies (Shareholders' Rights) Regulations 2009*, No. 1632. Article 12. Also; ICSA Guidance on the Implementation of the Shareholder Rights Directive. Available at <www.icsa.org.uk/assets/files/pdfs/guidance/090729%20Implementation%20of%20the%20Shareholder%20Rights%20Directive%20Amendment.pdf> accessed 5 May 2012. Also, see: Organisation for Economic Co-Operation and Development, *OECD Principles of Corporate Governance*. 2004. p. 35.

In brief, the CMA has stated the most common mistakes made by listed companies in this regard,⁹⁰ namely: the delay of some companies in calling for a GM (they sometimes call for meeting to be held in less than 25 days); the lack of adequate information about the meeting's agenda, which could affect the decisions of the shareholders;⁹¹ not choosing a suitable time or place so that the shareholders can attend and participate at their convenience; not discussing all the items before the shareholders; and discussing only what is stated on the ballot papers.

Moreover, the chairman may request an adjournment of any discussion of the agenda until after the ballot, which means that shareholders may be making decisions based on incomplete or incorrect information because they have not been allowed to discuss each item on the agenda apart before they actually vote. Thus, the agendas are not reviewed sufficiently or adequately; the participation of members of the company's board in voting on an item discharges them from liability for the period of their management; not all items on the agenda are discussed; some companies demand the chartered accountant answer the questions of shareholders that are not related to the agenda.

IV. INVALIDITY THE RESOLUTIONS AT GMS

It is worth mentioning that subscribing to or owning shares means that the shareholder accepts the company's articles, and commits to the resolutions issued by the GMS, in accordance with the provisions of CL and the articles of association, whether he is present or absent, and whether he agrees to or rejects these resolutions.⁹² SCL1965 states that GM resolutions (issued within the limits set by law or by the company's articles) are obligatory for the board as well as the shareholders, regardless of whether or not they attend the meeting or agree with the decision.⁹³

Article 97 of SCL1965 states, "1- Without prejudice to the rights of any bona fide third party, all resolutions adopted by the shareholders' meeting contrary to the provisions of these Regulations or of the

company's bylaws shall be considered null and void. 2- The GAfC and any shareholder who has recorded his name in objection to the resolution in the minutes of the meeting or who was absent from the meeting for any acceptable reason, may request to invalidate a resolution. 3- Nevertheless, an action of invalidation (of a resolution) shall be barred after the lapse of one year from the date of such resolution."

SCL1965 in Article 97 accords each shareholder in the company the right to request an invalidation of a resolutions if it is contrary to the provisions of the law or the company's bylaws, provided that the shareholder attends the meeting when the resolution was issued and the objection is recorded in the minutes of the meeting; however, if he was absent from the meeting, he must have an acceptable excuse.

It is argued that restricting the right to object to this condition represents a significant prejudice to minority shareholders. If a GM resolutions has been issued through abuse of power, or is done craftily or by cheating, or is conducted through controlling the shareholders, the shareholder is not entitled to object unless he attended the meeting and objected to it; if he was absent from the meeting, he must bring an acceptable excuse. However, there is no explanation in the law of what constitutes an acceptable excuse. It can therefore be said that it is unreasonable to prevent the shareholder from objecting on the grounds that he agreed to the resolution because he may have agreed under some form of duress, or they were absent from the meeting because he may have a reasonable excuse; this can be regarded as a violation of the rights of minority shareholders, allowing the controlling shareholders to act in accordance with their interests.

The proof that a GM resolution is invalid shall be made by the aggrieved party in person; in practice, proving such a case is no easy task for the shareholder, and this is due to a number of reasons;⁹⁴ firstly, the majority shareholders can defend themselves by arguing that they have exercised the authority conferred upon them by law or the company's articles. Secondly, it is difficult to prove any deviation on the part of the majority, especially if the resolution in question satisfies the conditions of all formal and substantive terms; in this case, the majority can defend themselves by arguing that they are authorized to determine the suitability of the resolution as being in the interests of the company. Finally, not many shareholders have the administrative, legal or technical expertise to determine whether the decision is void or legal.⁹⁵

⁹⁰ Shareholders Guide in General Meeting in Joint Stock companies on the Saudi Capital Market. 2011. Available at <www.bakheetgro.com/pdf/Ebooks/Book_14.pdf> accessed 5 May 2012.

⁹¹ Corporate Governance Regulations of Saudi Arabia. Article 5 "h) Matters presented to the General Assembly shall be accompanied by sufficient information to enable shareholders to make decisions".

⁹² Saudi Company Law, 1965. Article 96

⁹³ Ibid, However, SCL1965 doesn't show clearly when the resolutions of GM are invalid. However, it can be said that the resolutions issued by a non-competent authority is void; if a resolution is issued by the GM which is the jurisdiction of the EGM, it is considered null by law. Also, the resolution is void if it was suspected of arbitrary change by the controlling shareholders in the company, and the resolution was issued for their own interests, or to issue a decision without a quorum required for meeting.

⁹⁴ Mohamed alArini. *Commercial Law*. Egypt, Alexandria, Dar Al-matbat Al-jamiyah Publishing, 2002. p. 310

⁹⁵ Lazarides, Themistokles G., *Minority Shareholder Choices and Rights in the New Market Environment* (July 10, 2009). p. 4. Available at <[SSRN: http://ssrn.com/abstract=1432672](http://ssrn.com/abstract=1432672)> or <<http://dx.doi.org/10.2139/ssrn.1432672>> accessed 27 April January 2012

A court judgment may regard the resolution in question as being taken not for the benefit of all shareholders and therefore invalid, but any ensuing lawsuit to declare that resolution null and void cannot be considered after one year has elapsed following the date of issuance of that resolution.⁹⁶ Any challenge to such a resolution does not halt its implementation unless the courts decide otherwise; however, such a procedure is not provided under SCL1965.⁹⁷

This problem can be solved by granting the shareholders holding 15% of company's capital the right to vote against the resolution and to prove that it is unfair and against their interests; this can be done through applying to the court within 30 days of the issue of the resolution.⁹⁸ However, the court has the power to uphold, modify, overrule or defer the implementation of the resolution. The settlement by the court may be achieved by buying the shares of the objectors, or through any other possible manner.

V. SHAREHOLDERS' RIGHT TO ATTEND THE GM IN PERSON OR BY PROXY

Each shareholder is entitled to attend a GM in person or by proxy, and it is a fundamental right for the shareholder, from which he shall not be deprived.⁹⁹ Any action that deprives the shareholder from attending is considered void by virtue of law because it is one of the paramount rights inherent in the ownership of a share.¹⁰⁰ This is in order to protect minority shareholders, not assist them in controlling the company's management and to thwart any domination of the company by majority shareholders.

SCL1965 has regulated this right, enabling each shareholder who owns 20 shares or more to attend a GM; the company is not permitted to require a higher rate.¹⁰¹ This restriction means that if the number of shareholders is large, the attendance procedures must be well organized.¹⁰² Minority shareholders are allowed

to unite in order to provide a quorum and to elect a representative for the meeting. Should minority shareholders not be allowed to do this, they would be deprived of an important right; it is the duty of the Saudi legislature to allow each shareholder to attend a GM, regardless of the number of shares he has.¹⁰³

This right includes all shareholders, regardless of the type of shares, except for the owners of preferred shares if they have no right to vote.¹⁰⁴ This right also includes shareholders who have not paid the full value of their shares; it is not required for a person in becoming a shareholder in the company to pay the full value of the share. The company may not provide in its articles any limitation that deprives the shareholder of certain rights related to ownership, such not being given access to profits or not being allowed to attend and vote at GMs until completing the full value of the share.¹⁰⁵

The natural person is the representative of the artificial person that owns a share in the company, even if the natural person is not a shareholder in the company. In addition, a guardian or custodian may attend on behalf of an incapacitated or legally incompetent person because attending GMs is considered a form of business administration of their client's money; this is included in their power as a guardian.¹⁰⁶ If the shares are owned by more than one person, they must appoint a representative.¹⁰⁷

It should be noted that if the shareholder's shares are mortgaged, then the right of attendance is for the debtor mortgagee, i.e. the shareholder, not the creditor mortgager; this is because the creditor here only possesses the share, and thus, the creditor mortgager may not benefit from the mortgaged shares at no charge to himself without the permission of the mortgager. If it is agreed that it is the right of the creditor to possess all the rights related to the share, such as the right to attend a GM, then he shall have all the rights that were nominated for the debtor.¹⁰⁸

On the other hand, SCL1965 does not require the shareholder to attend a GM by himself; he has the right to delegate someone else to attend the GM when unable to attend for some reason, but only under certain conditions; Article 83 of SCL1965 stipulates, "1- The

⁹⁶ Saudi Company Law, 1965. Article 97

⁹⁷ The Jordan Companies Law No. 22 of 1997. Article (183) "B- The Court shall have jurisdiction to look into and settle any case that may be presented for the purpose of contesting the legality of any of the meetings of the General Assembly, or contesting the decisions issued at any one of these meetings. Such contesting shall not halt the implementation of any decision of the General Assembly unless the Court decides otherwise. Such a case shall not be entertained after the lapse of three months from the date of the meeting"

⁹⁸ See: The Kuwaiti Companies Law. No. 15/1960. Article 136

⁹⁹ Sameha alKalyouby, *Commercial Companies*, third edition. 1993. Egypt, Dar Alnahdah Al- Arabi Publishing. 1993, P: 450.

¹⁰⁰ Saudi Company Law, 1965. Article 108 "A Shareholder shall be vested with all the rights attached to the share, specifically ...the right attend meetings and participation in the deliberations and vote on the resolutions (proposed) thereat "

¹⁰¹ Saudi Company Law, 1965. Article 83

¹⁰² Safwat Behnsawi, *Saudi commercial system*, Egypt: Dar Al-nadah Publishing, 1970, p: 186.

¹⁰³ this is provided for in many modern legislations, According to the companies' laws of Qatar (Art.128), Egypt (Art.59), and Emirate (Art.127), Bahrain (Art.173)

¹⁰⁴ Corporate Governance Country Assessment Kingdom of Saudi Arabia. 2009. P: 22. Available at: www.worldbank.org/ifa/rosc_cg_saudia_arabia.pdf.

¹⁰⁵ The Companies (Model Articles) Regulations 2008, No. 3229. Part 3. Article 41 "No voting rights attached to a share may be exercised at any general meeting, at any adjournment of it, or on any poll called at or in relation to it, unless all amounts payable to the company in respect of that share have been paid".

¹⁰⁶ Aziz Al-akali, *Commercial Companies*: Jordan, Amman, Maktabat Dar Althkafah Publishing, 2010. P: 309.

¹⁰⁷ Saudi Company Law, 1965. Article 89

¹⁰⁸ Saudi Commercial Mortgage regulation. Article14.

bylaws of the company shall specify the (class of) shareholders entitled to attend general meetings. Nevertheless, every shareholder who holds twenty shares shall have the right to attend, even if the bylaws of the company provide otherwise. 2- A shareholders may, in writing, give proxy to another shareholder other than a director to attend the general meeting on his behalf."

The conditions for power of proxy must first be written and formally documented; the company often publishes a form for power of attorney within the agenda, requesting ratification from the Chamber of Commerce, a bank, the employer of the shareholder, or the courts. Secondly, the proxy should be a shareholder in the company in order to safeguard the secrets of the company, and not to reveal them to others. This condition does not exist in the legislation of many countries, giving the shareholder the right to authorize non-shareholders.¹⁰⁹ Thirdly, the authorized proxy should not be a member of the board; the shareholders are those who monitor the work of board. Also, in order to prevent fraud when voting on the resolutions of the meeting, a member of board may be a shareholder in the company, and might purchase the votes of shareholders in order to dominate the decisions of the GM and to vote for his interests. The SCGRs have added a fourth condition: that the agent shall not be an employee in the company.¹¹⁰

Notwithstanding the significance of this matter, the above provision is the only one that refers to the question of proxy regarding the attendance of the shareholders at GMs. In the provisions of proxy vis-à-vis attendance under the current SCL1965, there are deficiencies and comprehensive regulation is needed for minority shareholders to realize the benefits to be gained from participating in GMs, and from exercising their rights guaranteed to them by law. For example, SCL1965 and SCGRs do not specify the number of shares represented by the shareholder as being in person or in proxy for others, as found in some legislations (such as in Syrian company law), which determine the ratio of the number of votes represented by the shareholder in person or in proxy on behalf of a shareholder to 5% of the capital of the company.¹¹¹

However, the aim of this measure is to maintain a balance between the votes of all the shareholders, and not to limit the shares to a few people who may control

the meeting. Also, other issues may arise: How long is the proxy? Is the power of attorney valid for all GMs or for one meeting only? Does it include all kinds of meetings or only certain types? Also, can the company assign a certain shareholder to receive the agencies or not?

In this vein, CA 2006 contains more details regarding such issues.¹¹² The shareholders who have the right to attend the GM and vote can appoint another person to attend the meeting if they do not wish to attend in person, and this proxy may be a shareholder or not. In fact, some or all of the rights of the shareholder may be exercised by the proxy, such as attending, discussing and voting at a GM.¹¹³ The shareholder is entitled to appoint one proxy (or more) for a meeting providing he holds different shares,¹¹⁴ and each proxy has a vote.¹¹⁵ Appointing proxies by shareholders can be processed in writing or in a way that the company approves.¹¹⁶ In the proxy form, it is usually mentioned that the chairman of the meeting acts as a proxy for the shareholders.¹¹⁷

Voting by proxies is done according to certain regulations and procedures as stated by the appointing shareholder. If a proxy does not vote in the manner stated in the instructions, this shall not result in the meeting being invalidated;¹¹⁸ legally, the situation would be that the proxy is subject to the common law as an agent.¹¹⁹

The notice calling a GM must stipulate clearly that the shareholders have right to appoint proxies. However, the validity of the GM or of anything done at the GM shall not be affected if the company fails to do this; this only can be considered as a fault that may lead to a fine for the company official involved.¹²⁰ In the company's articles, a provision that requires the instrument appointing a proxy to be deposited two days prior to the day of the determined or postponed meeting is considered void provision.¹²¹

It is stated clearly in S. 326 that in any invitation made by the company in relation to the appointment of specified person(s), all shareholders of the company, who have the right to vote, should receive a copy of the invitation; otherwise, the company becomes subject to a

¹⁰⁹ S. 324 (1) of the UK CA 2006 states that "A member of a company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company".

¹¹⁰ Corporate Governance Regulations of Saudi Arabia. Article 6 "c) A shareholder may, in writing, appoint any other shareholder who is not a board member and who is not an employee of the company to attend the General Assembly on his behalf".

¹¹¹ Syrian company Law. No. 29. 2011. Article 178(2).

¹¹² See Section 324 to 331.

¹¹³ S. 324 (1) of the UK CA 2006

¹¹⁴ S. 324 (2) of the UK CA 2006

¹¹⁵ Saleem Sheikh, *A Guide to the Companies Act 2006*. Routledge – Cavendish. P:591

¹¹⁶ The Companies (Model Articles) Regulations 2008, No. 3229. Part 4. Article 38

¹¹⁷ Charkham J. et Simpson A. *Fair Shares: The Future of Shareholder Power and Responsibility*, Oxford University Press. 1999. P: 63

¹¹⁸ S. 324 A. of the UK CA 2006

¹¹⁹ ICSA Guidance on the Implementation of the Shareholder Rights Directive <www.icsa.org.uk/assets/files/pdfs/guidance/090729%20Implementation%20of%20the%20Shareholder%20Rights%20Directive%20-Amendment.pdf> accessed 7 May 2012.

¹²⁰ S. 325 (1) of the UK CA 2006

¹²¹ S. 327 (2) of the UK CA 2006

fine. This procedure guarantees the protection for shareholders against the directors who seek avocation in the voting.¹²² Any action made by proxies at a GM is considered valid on condition that the proxy is not given a notice of termination of his authority before starting the meeting.¹²³

VI. SHAREHOLDER'S RIGHT TO DISCUSS THE AUDITOR'S REPORT

Practically, it is difficult for the GM to be conducted and controlled effectively and continuously due to the phenomenon of the absence of shareholders; also, many shareholders do not have the culture or experience, particularly in accounting or law; these would qualify them for controlling and supervising the company's business effectively. Therefore, the legislation gives this task to one or more auditors, who are professional, competent, qualified and independent, and are appointed by the GM, in order to assist in controlling and supervising the board's business;¹²⁴ they are also charged with auditing and verifying the budget, and with calculating the profits and losses for the fiscal year to which they are assigned, as well as monitoring the application of the provisions of law and company's articles.

Auditors are usually recommended by the board, which determines their remuneration as well; in fact, the auditor is appointed indirectly through the board, based on the recommendation of the audit committee.¹²⁵ Thus, this contributes to maintaining a close relationship between the auditors and the board of directors, rather than as it is supposed to be, i.e. between the shareholders and the auditors; as a result, the auditor is not fully independent in his work, rather there will be interference by the company's board

because of their power in terms of appointment reappointment or dismissal.¹²⁶ This normally results in a week level of control on the part of the auditor, as an agent of the shareholders, over the work carried out by the company's board.

It is thus believed that the auditor's work is subject to the board and does not fully represent independent work.¹²⁷ A simple example of the seriousness of the control of directors over auditors is that the auditor could declare to the shareholders false or incomplete information, the auditor would not be in a position to tell the truth to the shareholders, as he is under the control of the board of directors and can have no influence over it.¹²⁸

In order to strengthen the principle of non-interference on the part of the board in the auditor selection process, the Egyptian legislature states in the Companies Act that the board of directors may not be authorized to appoint the auditor, or determine his fees without specifying a maximum.¹²⁹

However, this matter can be resolved by preventing the board from interfering in the selection of auditors and determining their remuneration; this could be done through the formation of an independent committee to be selected by the shareholders, and preferably by those who have experience in this field but not by the owners of large quotas in the company (in order not to create a conflict of interests between them and the auditors). After choosing a candidate as a potential auditor and determining his fees, their recommendations in this regard will be put to the vote;¹³⁰ this, undoubtedly, would ensure the integrity of the selection process for the auditor, and his independence from the company's board.

In the same vein, according to Article 130 of SCL1965, auditors are appointed for a full fiscal year, and can be re-assigned more than once. All auditors should be independent of JSCs, and independent of each other, as well as authorized by the CMA. Therefore, the process of appointing the auditor occurs indirectly through the board, and the effect of the board in re-electing the auditor is quite clear; thus, the auditors tend to agree with the policy of board, and overlook any irregularities they discover, otherwise they know that they will not be re-appointed, or even dismissed.

¹²² S. 326 (6) of the UK CA 2006

¹²³ S. 330 of the UK CA 2006

¹²⁴ World Bank. *A Corporate Governance Survey of Listed Companies and Banks Across the Middle East and North Africa*. International Finance Corporation, World Bank Group and the Institute of Corporate Governance. 2008. P:45

¹²⁵ The Audit Committee is a committee derived from the Board of Directors, and its members are appointed from the board members and staff of the company, and may be independent persons from outside the company. This committee is mandatory for all joint stock companies, based on the decision of the Minister of Commerce No. 903, dated 14 January 1994. The responsibilities of the Audit Committee are summarized in reviewing the financial statements of the company, reviewing all accounting policies that the Company applies, verifying the internal control system of the company, preparing the recommendations for the selection of the auditor and determining his fees, emphasizing the independence of the auditor, working to solve the problems that may arise between the company's management and the auditor, preparing recommendations for the appointment of the head of the internal audit department and his assistants, and assessing the efficiency of management performance and effectiveness, to make sure that the management of the company is committed to implementing the rules of corporate governance. But, practically, this committee is strongly subject to the influence and domination of the board of directors.

¹²⁶ Abdulrahman A. M. Al-Twajiry, John A. Brierley and David R. Gwilliam, *An examination of the role of audit committees in the Saudi Arabian corporate sector*. Corporate Governance: An International Review 10, no. 4 (2002): 294.

¹²⁷ AlMelhem, Ahmed. *Kuwaiti Commercial Companies Law and the Comparative*. Kuwait University Press, Kuwait, 2009, pp. 346.

¹²⁸ O'Sullivan, Noel, *Auditors' Liability: Its Role in the Corporate Governance Debate*, 23 Accounting and Business Res (1993). pp: 415-6.

¹²⁹ Article 103 (2) of the Company Law no. 159/198.

¹³⁰ Sameha, Al Kalyoubi, *Commercial Companies*. Egypt: Dar Alnadah Publishing, (1993). pp: 489

In general, the auditor's report is subject to elementary approval by the board. Unfortunately, the provision above gives the board considerable power to influence the independence of the auditor, where the auditor has a choice, either to respond to the dictations and conditions of the board of directors, or to reject their employ.¹³¹

It could be argued that determining a legal duration of the duty for the auditor of longer than a year would serve to address this shortcoming, and give the auditor greater stability and independence; then the board's influence over the auditor would be weakened. The maximum duration for the appointment of the auditor could be three years (or more) during which he would not be re-elected. This is actually what is stipulated in the Swiss Companies Act;¹³² According to the French Companies Act,¹³³ the auditor shall be appointed for longer than a period of six continuous fiscal years, where any contrary agreement between the company and the auditor will be considered void; it may not be agreed in advance to extend the duration of the appointment for a period exceeding six financial years, nor shall this period be shortened to less than six continuous financial years.¹³⁴

SCL1965 gives JSC shareholders the right to discuss the auditor's report, and to ask him questions in order to understand his annual report; the auditor is obliged to answer shareholders' enquiries. The auditor is in charge of delivering any information he obtains to the shareholders clearly and accurately. In general, the auditor must preserve the interests of the company and its stakeholders by making sure that the deeds of the board are in conformity what is stated in the documents of the company.

In the same vein, one of the drawbacks of SCL1965 is that it does not give more details about auditor issues; we find only five articles that regulate the function of the auditor and they are very brief (Articles 129 to 133). The law does not expressly refer to the auditor's duties; detailing these duties is important as the shareholders need to know their rights and duties toward the auditor.

In the UK, it is quite different; CA 2006 considers the auditor to be of great importance, and the provisions relating therein appear more accurate and highly professional;¹³⁵ Ss. 498 to 502 regulate the provisions relating to the duties and rights of auditors. It is hoped that the Saudi legislature, in the new CL, will give this matter due consideration and make the duties more detailed and clear, due to the auditor's importance in protecting the interests of the company and its shareholders against any violation. In order for the auditors do their job effectively, it is believed that the Saudi legislature should provide for the independence of auditors, fully from board of the company, and emphasize that auditors shall gain all the necessary academic qualifications; the final point to be stipulated is to give the auditor all the powers he needs to perform his work effectively.

VII. SHAREHOLDER'S RIGHT TO VOTE AT GMS

The shareholders have the right to vote in their interests, provided this does not damage the best interests of the company. This right is considered one of the rights of property inherent in the ownership of the share, and one of the basic tools that ensure the active participation of shareholders in determining the company's affairs and making decisions related to it.¹³⁶ In *Carruth v ICI Ltd*, Lord Maugham said, "The shareholder's vote is a right of property, and prima facie may be exercised by a shareholder as he thinks fit in his own interest."¹³⁷

Moreover, shareholder voting is a fundamental feature of a sound corporate governance system.¹³⁸ The OECD emphasizes, "The corporate governance framework should protect and facilitate the exercise of shareholders' rights...4) participate and vote in general shareholder meetings".¹³⁹ Furthermore, any resolution issued at a GMs or anything in the company's articles that prevents the shareholders from exercising their right to vote is invalid by law. SCL1965 confirms this right,¹⁴⁰ and the SCGRs provide that voting is a fundamental right for the shareholder and cannot be cancelled in any

¹³¹ See Farmer, T.A., Rittenberg, L.E., and Trompeter, G., M., *Investigation of the Impact of Economic and Organisational Factors on Auditor Independence*, Auditing, (1987) P: 1-14. the Spanish Companies Act stipulates that the duration shall be not less than 3 years and not more than nine years, but not re-elected after the end of the period cited from: Ahmed AlMelhem. *Kuwaiti Commercial Companies Law and the Comparative*. Kuwait University Press, Kuwait, 2009, P: 678.

¹³² Cited from: Bruno Becchio and others, *Swiss Company Law* (2 Ed, Kluwer Law International, 1996)

¹³³ Article 224 (1) of French Company Law.

¹³⁴ So the task of the auditor at the company ends by the force of law with effect from the date of the AGM adopting the accounts of the sixth financial year, and if his contract is not renewed for a further period of six new financial years.

¹³⁵ Part 16 of the CA 2006 of the UK.

¹³⁶ Chris Mallin. *Institutional investors and voting practices: An international comparison*. Corporate Governance: An International Review, 9, 2001. pp: 119.

¹³⁷ [1937] A.C. 707

¹³⁸ Chris Mallin & Andrea Melis. *Shareholder rights, shareholder voting, and corporate performance*. Journal of Management & Governance. 2010.

¹³⁹ (OECD). *Principles of Corporate Governance*. Organization for Economic Co-Operation and Development, 2004. Paris. Available at <www.oecd.org/dataoecd/32/18/31557724.pdf> accessed 8 May 2012.

¹⁴⁰ Article 108 of the SCL1965 "1) A Shareholder shall be vested with all the rights attached to shares; specifically ...the right attend meetings and participation in the deliberations and vote on the resolutions (proposed) thereat".

way. JSCs should avoid any action that may lead to hindering the right to vote, and should ease and facilitate exercising the shareholders right to vote.¹⁴¹ This right is deemed a principal feature in good corporate governance practice by the SCGRs.¹⁴²

The right to vote is given to each shareholder in the company whose name has been registered in the record of shareholders, which is prepared prior to convening a GM. Only shareholders are entitled to attend and vote, and a shareholder can vote in person or by proxy via another shareholder; therefore, company employees are not entitled to vote on the resolutions of meetings, neither are the creditors of the company because they are not partners and do not have shares in its capital. Non-shareholders are not entitled to vote on any GM resolutions, even if it is stipulated in the company's bylaws (unless they are agents or representatives of a corporate body). Pursuant to SCL1965, each shareholder who owns 20 shares in the company has the right to vote regardless of the type of shares, whether mortgaged, owned by a group of shareholders or legal persons, or owned by incapacitated people.

It should be pointed out that under the Saudi system, a shareholder only has the right to vote at a meeting in person or by proxy; other means of voting are not regulated by SCL1965 or SCGRs; shareholders are not permitted to vote by telephone, post or electronic means.¹⁴³

VIII. SHAREHOLDER AGREEMENTS

The shareholders in JSCs can conclude agreements between each other designed to unite their opinion within the company, including determining how to vote according to a certain way or to abstain.¹⁴⁴ Thus, minority shareholders conclude formal or informal agreements to enhance their influence inside the GM,¹⁴⁵ and to maintain their presence and rights against the majority shareholders in the company.¹⁴⁶

In general, voting agreements should not be prejudicial to the interests of the company or its shareholders, and not contrary to CL or the constitution of the company; otherwise, they will be deemed invalid.¹⁴⁷ In the case of *Russell v Northern Bank Development Corporation Ltd*, Lord Jauncey held, "Shareholders may lawfully agree inter se to exercise their voting rights in a manner which, if it were dictated by the articles, and were thereby binding on the company, would be unlawful".¹⁴⁸

Unfortunately, as in many other issues, SCL1965 does not provide clear provision on these issues, and it does not explain whether the shareholders have the right to engage in agreement with others to vote on a particular matter or not.¹⁴⁹ This is usually left to the court, which has the authority to approve the legitimacy of the agreement or to cancel it. Usually, the agreement is valid as long as it does not deprive the shareholder of the right to vote, based on the fact that this right is a personal right that cannot be waived, i.e. it is not possible to restrict the freedom of the shareholder, or to prevent him from exercising his right. On the other hand, the agreement is void if it is designed to vote for a particular party in return for private gain.

The decision of the Court of Cassation in Lebanon asserts that the concerns of shareholders about the company's interests, including the election of the most effective members of board, requires prior deliberations among shareholders, inevitably leading to personal agreements before GMs in order to vote in favour of a particular candidate. The shareholders' agreement on one member to be a nominated is a legal agreement; often, the agreement is verbal but this does not matter.¹⁵⁰

IX. RESTRICTING THE RIGHT TO VOTE

Initially, each shareholder has absolute freedom to vote on GM resolutions, and may abstain from voting; the shareholder is not obliged to vote in any way and thus the shareholders position in the JSC is different from that of the directors, who are in fiduciary position.¹⁵¹ They are fully free to vote on the resolution

¹⁴¹ Corporate Governance Regulations of Saudi Arabia. Article 5 "a) Voting is deemed to be a fundamental right of a shareholder, which shall not, in any way, be denied. The company must avoid taking any action which might hamper the use of the voting right; a shareholder must be afforded all possible assistance as may facilitate the exercise of such right".

¹⁴² Paces Alessio M. *Featuring Control Power: Corporate Law and Economics Revisited*. January 24, RePub, January. 2008.

¹⁴³ World Bank. Report on the Observance of Standards and Codes (ROSC). *Corporate Governance Country Assessment Kingdom of Saudi Arabia*. 2009. pp: 22. Available at <www.worldbank.org/ifa/rosc_cg_saudia_arabia.pdf> accessed 11 May 2012.

¹⁴⁴ Mayson, Stephen, French D. & Ryan, C., *Company Law*, 21st Edn, Oxford. Oxford University Press. 2005. pp: 439

¹⁴⁵ Piesse, Jenifer, Roger Strange, & Fahad Toonsi. *Is there a distinctive MENA model of corporate governance? Journal of Management and Governance*. 2011. pp: 1-37.

¹⁴⁶ Azer Ozturk & Dilara Yurekli. *Voting Agreements Under Turkish Law*, Mondaq Business Briefing. 2011. Also see: Len Sealy, *Cases and*

Materials in Company Law, 9th Edn. Oxford; Oxford University Press. 2010. pp: 230

¹⁴⁷ Ben Pettet. *Pettet's Company Law: Company and Capital Markets Law*. Third Edition. England. Pearson Education Limited. 2009. pp: 93

¹⁴⁸ [1992] 1 W.L.R. 588

¹⁴⁹ See: Survey on Corporate Governance Frameworks in the Middle East and North Africa, OECD, 2005. P. 12. Available at <www.oecd.org/dataoecd/4/62/49012924.pdf> accessed 15 May 2012.

¹⁵⁰ Aziz Al-akali, *Commercial Companies*: Jordan, Amman, Maktabat Dar Althkafah Publishing, 2010. P: 297.

¹⁵¹ In the case of *Northern Counties Securities Ltd v Fackson and Steeple Ltd*. Walton J. held that "when a shareholder is voting for or against a particular resolution he is voting as a person owing no fiduciary duty to the company and who is exercising his own right of property to vote as he thinks fit... he is voting simply in exercise of his own property right." [1974] 1 WLR 1133

that is suited to their interests, but not contrary to law, or the company's bylaws, nor in any way that damages the company or other shareholders.

In general, the shareholder's freedom in casting his vote (or not) should not be taken lightly and he should interact with what is happening at the GM; shareholders are basically partners in the company, and at the very least, there is a moral obligation to vote in good faith, compatible with the interests of the company (otherwise, the decision can be challenged before the competent authorities). The right to vote is restricted in certain respects by Saudi legislation in order that GM resolutions are in the public interest of the company, and not in the interests of a certain class of shareholders.

One of these restrictions is that the shareholder who does not have 20 shares is not entitled to attend GMs or to vote on resolutions unless the company's articles state so.¹⁵² Members of the company's board are not permitted to vote on resolutions pertaining to their relief from liability for the administration.¹⁵³ This is considered an axiom that should be present in any legislation; it could be that a board member has shares that help him evade responsibility. Directors are also prevented from participating in a vote on GM resolutions that are GMs issued on business licensing or contracts that are conducted for the company, as they may have related benefits (whether directly or indirectly) in them.¹⁵⁴

However, an additional defect in SCL1965 is that it gives directors the right to vote in a GM resolution that benefits them, such as on bonuses and salaries; for example, 35 listed companies ended their fiscal year for 2011 with a loss, but 33 ones of them gave rewards and incentives to board members estimated at about 121 million Riyals;¹⁵⁵ the members of one board waived their rewards, while the other company did not give any rewards to the directors. One of these companies was founded more than 20 years ago and has not given any profits to its shareholders, but it still continues to give rewards to its board of directors.¹⁵⁶

For instance, the CEO of Savola Co. received 15.65 million SAR in bonuses and salaries for the year 2011, while the CEO of Herfy Co. received about 5.9

million SAR during the year 2011 in salaries, bonuses and allowances, compared with 5.2 million SAR he obtained in 2010; in the same company, the General Manager of Investment (the son of the CEO) received more than one million SAR in salaries, compensations and rewards.¹⁵⁷ It is believed that the Egyptian legislature avoids this problem; it states that directors are not entitled to vote on resolutions that determine their salaries and rewards, or that discharge them of their responsibility for the administration.¹⁵⁸

Again, SCL1965 gives directors the right to vote on GM resolutions that include special benefits for certain shareholders, such as those deciding their relative proportions of profits. Also, in the case of the formation of a nomination and remuneration committee, and audit committee within the JSC, which is often decided through the company's board, voting is usually done at GMs, where directors have the right to vote on the committee members, their term of office, and the committee's duties. This is regarded as contrary to the rules of fairness and transparency in the world of CG; such committees must be independent and subject to no influence from the members of the board.

It should be noted that SCL1965 contains no explicit provision in the case a shareholder voting on a resolution that is of personal interest to him. If we assume that the company rents real estate from one of its shareholders (who does not work in the company), is that shareholder entitled to vote on the resolution? Lebanese law explains this question clearly; it stipulates that the shareholder shall not vote for himself or for whom he represents when the decision is of interest to him; it states, "The shareholder is precluded from voting in his personal name or as proxy,

Whenever the matter concerns vesting him with a specific advantage or that the meeting is required to take a decision in respect of a dispute between himself and the company".¹⁵⁹

X. CUMULATIVE VOTING

This is a method of voting for selecting members of the board of directors, and gives each shareholder the ability to vote in accordance with the number of shares he owns, where he is entitled to use them to vote for one candidate or to distribute them to the selected candidates without a duplication of these votes.¹⁶⁰ This method increases the chances of minority

¹⁵² Saudi Company Law, 1965. Article 83

¹⁵³ Saudi Company Law, 1965. Article 94

¹⁵⁴ Saudi Company Law, 1965. Article 69. And Corporate Governance Regulations of Saudi Arabia. Article states that "a) A Board member shall not, without a prior authorization from the General Assembly, to be renewed each year, have any interest (whether directly or indirectly) in the company's business and contracts. The activities to be performed through general bidding shall constitute an exception where a Board member is the best bidder. A Board member shall notify the Board of Directors of any personal interest he/she may have in the business and contracts that are completed for the company's account."

¹⁵⁵ One Saudi Riyal equals 0.17 GBP

¹⁵⁶ See<.alriyadh.com/2012/03/20/article720086.print> accessed 18 May 2012.

¹⁵⁷ See<www.alyaum.com/News/art/45799.html> accessed 18 May 2012.

¹⁵⁸ Egypt Companies Law No 159 of 1981. Article 74 "Members of the board of administration should not take part in voting on the decision of the general assembly concerning the fixation of their allocations or gratification or discharging their responsibilities on management".

¹⁵⁹ Lebanon Code of Commerce No 304. 1942. Article 81

¹⁶⁰ Dan S. Felsenthal. *Is cumulative voting really different from one-man, one-vote?* *Electoral Studies*, Vol 4, Issue 2, August 1985, Pg.: 141. Available at <www.sciencedirect.com/science/article/pii/0261379485900

shareholders to gain greater representation on the board of directors by concentrating cumulative votes on one candidate.¹⁶¹ The main objective in such a method is to protect their interests against any overreaching by controlling shareholders,¹⁶² and to ease tensions between the board and minority shareholders.¹⁶³ In fact, the greater the number of vacancies, the higher the possibility of minority shareholders securing some representation by focusing their multiple votes on the same one or few candidates.¹⁶⁴

Cumulative voting is provided for the SCGRs but not in SCL1965, which is not mandatory for the companies listed. As an illustrative example of this: if a company has three vacant seats on the board of directors on which to vote, and there are seven candidates, then each shareholder can vote as follows: shareholder A owns 350,000 shares and shareholder B owns 120,000 shares; shareholder A can distribute his shares as follows: 120,000 shares to the first, third and fourth candidates, while the shareholder B can give all his shares to the seventh candidate.

In contrast, in most corporations, board directors are elected through 'straight' voting, which means that each shareholder is entitled to cast votes equal to the number of shares held for each nominee position.¹⁶⁵ The consequence of this is that a majority shareholder with 51% of the company's voting shares could fill every director position, while a single minority shareholder with as much as 49% of the voting shares would be unable to elect even one nominee to the board.¹⁶⁶

The MOCI and the CMA encourage all JSCs to apply cumulative voting in the election of members of the board, in order to give minority shareholders the largest possible participation in the company's board.¹⁶⁷

In 2011, the number of companies that applied this method was 20 out of the 163 companies in the Tadawul;¹⁶⁸ many JSCs have rejected this application. Their arguments regarding the disadvantages of cumulative voting usually include:¹⁶⁹ a good board should not be captured by any special interest group; the board should possess mutual confidence and respect; disharmony could harm the energy of management; confidential information could be leaked; and shareholders with narrow, selfish interests could abuse cumulative voting.

Nevertheless, there is no deterrent hindering the MOCI and the CMA from requiring companies to apply this method. For example, the shareholders in the National Industrialization Company, at an AGM in 2011, voted not to approve the adoption of cumulative voting for electing directors. The refusal of the company shareholders' attending the meeting was by a majority of 75% (who did not agree on the mechanism of cumulative voting) against 25% (who voted for approval); the total attendance was about 60% of the shares of the company.¹⁷⁰ The reason given for rejecting this application of cumulative voting was that voting to choose the directors should be conducted in accordance the company's articles and that the traditional method is compatible with the law.¹⁷¹ It is noted that this company consists of 5 family companies and a government investor that make up more than half of the capital, and they are the ones who manage the company;¹⁷² therefore, the application of such a voting would lessen their opportunity to be members of the board of directors, something that might be a danger to their interests.

Consequently, the main reason for rejecting the application of this technique is that the selection of directors is mainly based on the criterion of ownership of shares, where most members of the board have large portions of the shares in this company. Also, most JSCs do not prefer the application of cumulative voting; the justifications given differ from one company to another.

Some of them argue that nothing in the company's articles requires the application of cumulative voting in selecting directors at GMs, it is not stipulated in SCL1965, and whenever it is stipulated by the competent authorities, it is applied immediately. Some companies say that the application of this method

058>accessed 18 May 2012. Corporate Governance Regulations of Saudi Arabia adopt the cumulative voting as optional style. Article 5 "B) in voting in the General Assembly for the nomination to the board members, the accumulative voting method shall be applied".

¹⁶¹ Theodor Baums & Johann Wolfgang. *General Meetings in Listed Companies: New Challenges and Opportunities*, Working Paper No. 103. Institute for Banking Law, Goethe University. 2000. P: 12.

¹⁶² Jeffrey N. Gordon. *Institutions as Relational Investors: a New Look at Cumulative Voting*. Columbia Law Review, Vol. 94, No.1. 1994. P: 142.

¹⁶³ Aiwu Zhao, Alexander J. Brehm. *Cumulative voting and the conflicts between board and minority shareholders*. Managerial Finance, Vol. 37 Iss: 5, Pg. 465 – 473.

¹⁶⁴ Theodor Baums & Johann Wolfgang. *General Meetings in Listed Companies: New Challenges and Opportunities*, Working Paper No. 103. Institute for Banking Law, Goethe University. 2000. P: 12.

¹⁶⁵ Bhagat, Sanjai, Brickley, James A, Cumulative Voting: The Value of Minority Shareholder Voting Rights. *Journal of Law & Economics*, vol. XXVII. 1984. Pg. 339

¹⁶⁶ June A Striegel. Cumulative Voting, Yesterday and Today: the July, 1986 Amendments to Ohio's General corporation Law. *Cincinnati Law Review*, 55 U. Cin. L. Rev. 1266 (1986-1987). P:1266

¹⁶⁷ World Bank. Report on the Observance of Standards and Codes (ROSC). Corporate Governance Country Assessment Kingdom of Saudi Arabia. 2009. P: 19. Available at: www.worldbank.org/ifa/rosc_cg_saudia_arabia.pdf.

¹⁶⁸ Such as Mobily, Tabuk Agriculture Development, Ace Insurance, Almarai, Jarir Bookstore, Nama Chemicals, Petro Rabigh, Saudi Groups, Saudi Arabian Cooperative Insurance, Al Jouf Cement.

¹⁶⁹ Aiwu Zhao, Alexander J. Brehm. *Cumulative voting and the conflicts between board and minority shareholders*. Managerial Finance, Vol. 37 Iss: 5, P: 465 – 473.

¹⁷⁰ See<www.tadawul.com.sa> accessed 5 May 2012.

¹⁷¹ See<www.tasnee.com/Investor-relation/Governance.aspx?lang=en-US> accessed 19 May 2012.

¹⁷² See<www.tadawul.com.sa> accessed 21 May 2012.

is still under study and it needs time to prove its success.¹⁷³

In summary, the Saudi legislature must adopt cumulative voting as a compulsory method for many reasons but chiefly: the level of protection of minority shareholders under SCL1965 in general is weak, and remedies against oppressive actions do not exist. It is believed that in the current circumstances, applying this method would give a voice to minority shareholders inside the company and would improve their level of protection in general.¹⁷⁴

XI. ELECTRONIC VOTING

Electronic voting is an Internet-based system, through which shareholders can log in and register their votes on company resolutions.¹⁷⁵ Nowadays, in many developed countries, distance voting has become very common, such as in the USA, the UK, Japan, Australia and South Korea.¹⁷⁶ Many corporations have tried to shift from the traditional form to electronic shareholder meeting, especially at the AGM.¹⁷⁷ There are certain benefits to electronic voting at GMs for both company and shareholders: it is fast, easy and cheap.¹⁷⁸ It reduces the cost of convening a GM, and maximizes the number of shareholders having the opportunity to exercise their rights, to participate in deliberations and to make important decisions at GMs. Shareholders have many ways to vote electronically but they should all be considered as enabling the shareholder to be present at the GM for the purposes of quorum and determining a majority vote.

In the context KSA, too few shareholders are willing to physically attend GMs, due to the reasons mentioned earlier in this article.¹⁷⁹ In order to solve this

problem and as part of the process of improving the protection of shareholders, the CMA has applied a new mechanism, which is considered as a step forward in activating the role of shareholders at GMs, as it enables them to vote on GM resolutions without being physically in attendance.

On 17 March, 2011,¹⁸⁰ the Tadawul, with the approval of the CMA and the MOCI, and in cooperation with brokerage firms, built an electronic system to facilitate voting at GMs for listed companies; it is called Tadawulaty.¹⁸¹ It is an advanced service that is available for use by registration on the Tadawul website, on the websites of brokerage firms, or through attending in person. In fact, this service is not compulsory for JSCs at the moment but, according to Tadawul, 20 meetings have utilized electronic voting in 2011, and the number has since increased to 42.¹⁸²

The shareholder can cast distance votes on all GM resolutions through the company website, which therefore may be considered a variant of traditional voting.¹⁸³ Voting is open for the shareholders to cast their vote before actual meeting (for a specified period of time). The shareholder who practices electronic voting has the right to attend GMs, change his previous vote, cancel it, and vote again. The number of voters and the total number of shares they own will be added to the number of people attending the GMs in order to determine the attendance percentage and the quorum for convening the meeting.

The first trial was applied on The National Shipping Company of Saudi Arabia (Bahri),¹⁸⁴ on 29 March 2011; it was a successful experiment. 200 shareholders owning at least 12% of the capital of the company cast distance votes on the GM items; it experiment helped in reaching the quorum for the GM from the first time, where the quorum was more than 60% of the capital of the company.¹⁸⁵

Thus, this method aims to facilitate the participation of shareholders at GMs, to raise the efficiency and effectiveness of these meetings, and to reduce the chances of a GM not being convened for lack of quorum. This mechanism helps to overcome the obstacles that may prevent the participation of

¹⁷³ See <alphabet.argaam.com/?p=20227> accessed 19 May 2012.

¹⁷⁴ However, cumulative voting could be upon the request of a certain number of shareholders, or according to the articles of the company like in Brazil. See: Andreas Grimminger, Daniel Blume. *Board Processes in Latin America, Board Nomination, Selection and Handling of Conflicts of Interest*, External Frameworks and Internal Practices in Argentina, Brazil, Chile, Colombia, Costa Rica, Mexico, Panama and Peru. 2011. P: 5.

¹⁷⁵ The electronic voting technology and platform may include punch cards, optical scan voting systems, and specialised voting kiosks, telephone, SMS, etc. see: Joffy George Chakkal & K. Sasikumar. *E-Voting Revolution—In Pursuit of better. The Management Accountant*. November. 2010. P: 937

¹⁷⁶ Andreas Grimminger, *Corporate Governance in Asia: Progress and Challenges*. Standards Forum – Financial Standards Foundation, Asian Roundtable on Corporate Governance, Shanghai, December. 2010. Pg. 5.

¹⁷⁷ Jesse A. Finkelstein. *Annual meetings: Shareholder meetings in cyberspace: Will your next meeting location be a web site?* Insights; the Corporate & Securities Law Advisor, 14(6), 13-13. 2000. Available at <<http://search.proquest.com.v-ezproxy.brunel.ac.uk:2048/docview/224827070?accountid=14494>> accessed 15 March 2012.

¹⁷⁸ Adrienne Baker, *E-lections*, ADP Investor Communications Services, 1 Sep, 2000. Available at <www.insideinvestorrelations.com/contact/> accessed 25 May 2012.

¹⁷⁹ See: 5.5

¹⁸⁰ See <tadawulaty.tadawul.com.sa/tadawulaty/ar/news.htm> accessed 5 March 2012.

¹⁸¹ Saudi Stock Market. See <www.tadawul.com.sa> Accessed 5 March 2012.

¹⁸² See <www.tadawul.com> accessed 5 March 2012.

¹⁸³ Eddy Wymeersch. *"Some recent trends and developments in company law."* (2001). Pg. 10

¹⁸⁴ The National Shipping Company of Saudi Arabia (Bahri) was founded by a Royal Decree in 1979 as a Public Company, 28 per cent ownership held by the Public Investment Fund "PIF" of the Government of Saudi and the remaining is widely held in public shares by Nationals investors. More information at <www.bahri.sa/about-us> accessed >29 May 2012.

¹⁸⁵ See <tadawulaty.tadawul.com.sa/tadawulaty/ar/news_5.htm> accessed 25 May 2012.

shareholders in GMs; it frees the shareholder from having to travel. Also, it maintains the secrecy of the votes, and helps to prevent disclosure of the results to any member of the administration or other shareholders before the end of voting, thereby circumventing any influence on their behaviour during the voting process.¹⁸⁶

It should be pointed out that this type of voting is not regulated by SCL1965 or by the SCGRs; however, JSCs are not obliged to apply online voting.¹⁸⁷ According to some press releases, there have been attempts by some senior members of JSCs to hinder the success of electronic voting in their company, in order to neutralize the power of minority shareholders in making decisions and participating in determining any future direction for the company.¹⁸⁸ They argue that the electronic voting is not effective and is costly for the company, which will have to pay the Tadawul 40 SAR (£6737.42) per year; thus the participation of shareholders is still weak.

It is the duty of the Saudi legislature to compel listed companies to apply this method, as it is important in the protection of minority shareholders; there is no impediment to applying it and it will serve to solve many of the problems in JSCs, such as the absence of shareholders from GMs, which often leads to adjournment; the dominance of the controlling shareholders in the company; and the lack of an effective role of shareholders at GMs like, such as controlling the board and bringing them to account when they make a mistake that affects the interests of the company.¹⁸⁹ Providing such a voting facility through the Internet will help shareholders to participate in the activities and affairs of the company more effectively, as this will save them time and money in terms of travel and accommodation costs for the sake of attending a GM.¹⁹⁰ Therefore, minority shareholders will be able to participate more strongly in the life and the affairs of the company through employing this facility.¹⁹¹ However,

until now there have been no reliable statistics to demonstrate the success (or otherwise) of distance voting.

XII. CONCLUSION

As we have seen, the GM is considered the most important part of any JSC; it is the highest authority, where the major plans of the company are made, and where their implementation is monitored. The shareholders of the company are the main component of GMs; they play an important role in the life of the company. They have a wide range of rights within the GM, which allow them to monitor the performance of the company and follow-up the members of the board and the auditors, making sure that they fulfil their duties towards the company, such as appointing directors or isolating them; this is all in order to achieve the interests of the company.

The law and the constitution of the company grant the shareholders a set of rights and responsibilities both inside and outside the GM on the basis that they own company shares; thus, it is they who mainly generate the capital. As a result, the GM is the most suitable body for monitoring the commitment of the board of directors and the auditors towards the company and its shareholders. The shareholders' rights in the GM cannot be exercised in full without attending the first meeting; therefore, the right of the shareholder in terms of attendance is one of the most important rights, as it is the gateway to exercising other related rights, such as discussing company officers, adding items to the agenda and voting, amongst others.

Minority shareholders must have a strong belief that attending a GM is necessary to protect their interests and the interests of their company in general. Participation in the GM delivers their voice to the company's management effectively. Thus, we must remove all obstacles that prevent them from attending and participating in an effective and influential way. The door should not be left open for the board to do everything it wants in the company without any real control preventing it from doing so.

It is clear that the role of minority shareholders in KSA is weak; it is true that they are so large in number that they cannot be ignored but their influence is minimal. Therefore, the competent authorities should seriously consider this matter in order to activate the role of minority shareholders, and should develop legal rules that are more effective and clear. For example, the shareholders should have the right to call for a GM to convene through the courts or the competent authorities in the case of the board not responding to their request for a GM. Also, all JSCs should be in contact with their shareholders through modern technology, such as by email or mobile phone SMS, and the shareholders should have the right to make agreements among themselves to vote in a certain manner.

¹⁸⁶ Albert Birkner, *Power to the people*, European Lawyer, Legislative Comment, 2009.

¹⁸⁷ Article 8 of the European Shareholders' Rights Directive requires JSCs to offer electronic participation in the GM, such as electronic voting. On 28th August 2012, Istanbul Stock Exchange requires from all company listed to adopting an electronic voting, and enables shareholders to participate and vote electronically in GM with immediate effect. Cited from: Noam Noked, Istanbul Stock Exchange Moves First on Mandatory Electronic Voting, HLS Forum on Corporate Governance and Financial Regulation, 2012. see <blogs.law.harvard.edu/corpgov/2012/11/06/istanbul-stock-exchange-moves-first-on-mandatory-electronic-voting/#> accessed 24 May 2012.

¹⁸⁸ See <www.aleqt.com/2012/02/18/article_627600.html> accessed 26 May 2012.

¹⁸⁹ See <www.aleqt.com/2012/10/10/article_700261.html> accessed 26 May 2012.

¹⁹⁰ Daniel Adam Birnhak, Online Shareholder Meetings: Corporate Law Anomalies or the Future of Governance? *Rutgers Computer & Tech. L. J.* 2003. P: 445.

¹⁹¹ Fairfax, Lisa M. The Future of Shareholder Democracy, *Indiana Law Journal*: Vol. 84: Iss. 4, Article 6. 2009. P: 1301.

Shareholders should have the right to make decisions at all times; the Saudi legislature should allow them to vote by post, telephone or the Internet, and all JSCs should facilitate the voting process for the benefit of shareholders. Such tools will help to reduce the absence of shareholders at GMs, and reduce the domination of the company board on resolutions, allowing the minority shareholder to participate in building company policy. The greater the role of shareholders in GMs, the more effective, credible and more attractive the company becomes to local and foreign investors. Finally, educational bodies need to be established to spread investment culture among shareholders and defend their interests.

So far, it should be noted that this study has detailed the fundamental rights of shareholders in JSCs, either financial or managerial rights. When they exercise their rights in the appropriate manner, they protect their interests. The main aim of these rights is to protect the interests of the company and its shareholders. However, this raises certain questions: if the company or its shareholders face harm or damage caused by a mistake by the company's board or by a third party, what is the role of the GM or board of the company in terms of compensation? In this context, given the shortcomings of the GM, how can shareholders protect the company from damage or potential damage? In addition, what is the function of company law in protecting the interests of the company and its shareholders, particularly the minority shareholders who stand in a weak position against the majority shareholders who control and run the company?



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3. Submission of Manuscripts,
4. Manuscript's Category,
5. Structure and Format of Manuscript,
6. After Acceptance.

1. GENERAL

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Original research paper: Such papers are reports of high-level significant original research work.

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- (c) Up to ten keywords, that precisely identifies the paper's subject, purpose, and focus.
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- (e) Resources and techniques with sufficient complete experimental details (wherever possible by reference) to permit repetition; sources of information must be given and numerical methods must be specified by reference, unless non-standard.
- (f) Results should be presented concisely, by well-designed tables and/or figures; the same data may not be used in both; suitable statistical data should be given. All data must be obtained with attention to numerical detail in the planning stage. As reproduced design has been recognized to be important to experiments for a considerable time, the Editor has decided that any paper that appears not to have adequate numerical treatments of the data will be returned un-refereed;
- (g) Discussion should cover the implications and consequences, not just recapitulating the results; conclusions should be summarizing.
- (h) Brief Acknowledgements.
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Metric SI units are supposed to generally be used excluding where they conflict with current practice or are confusing. For illustration, 1.4 l rather than $1.4 \times 10^{-3} \text{ m}^3$, or 4 mm somewhat than $4 \times 10^{-3} \text{ m}$. Chemical formula and solutions must identify the form used, e.g. anhydrous or hydrated, and the concentration must be in clearly defined units. Common species names should be followed by underlines at the first mention. For following use the generic name should be constricted to a single letter, if it is clear.

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Acknowledgements: Please make these as concise as possible.

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TECHNIQUES FOR WRITING A GOOD QUALITY RESEARCH PAPER:

1. Choosing the topic: In most cases, the topic is searched by the interest of author but it can be also suggested by the guides. You can have several topics and then you can judge that in which topic or subject you are finding yourself most comfortable. This can be done by asking several questions to yourself, like Will I be able to carry our search in this area? Will I find all necessary recourses to accomplish the search? Will I be able to find all information in this field area? If the answer of these types of questions will be "Yes" then you can choose that topic. In most of the cases, you may have to conduct the surveys and have to visit several places because this field is related to Computer Science and Information Technology. Also, you may have to do a lot of work to find all rise and falls regarding the various data of that subject. Sometimes, detailed information plays a vital role, instead of short information.

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22. Never start in last minute: Always start at right time and give enough time to research work. Leaving everything to the last minute will degrade your paper and spoil your work.

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24. Never copy others' work: Never copy others' work and give it your name because if evaluator has seen it anywhere you will be in trouble.

25. Take proper rest and food: No matter how many hours you spend for your research activity, if you are not taking care of your health then all your efforts will be in vain. For a quality research, study is must, and this can be done by taking proper rest and food.

26. Go for seminars: Attend seminars if the topic is relevant to your research area. Utilize all your resources.



27. Refresh your mind after intervals: Try to give rest to your mind by listening to soft music or by sleeping in intervals. This will also improve your memory.

28. Make colleagues: Always try to make colleagues. No matter how sharper or intelligent you are, if you make colleagues you can have several ideas, which will be helpful for your research.

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30. Think and then print: When you will go to print your paper, notice that tables are not be split, headings are not detached from their descriptions, and page sequence is maintained.

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33. Report concluded results: Use concluded results. From raw data, filter the results and then conclude your studies based on measurements and observations taken. Significant figures and appropriate number of decimal places should be used. Parenthetical remarks are prohibitive. Proofread carefully at final stage. In the end give outline to your arguments. Spot out perspectives of further study of this subject. Justify your conclusion by at the bottom of them with sufficient justifications and examples.

34. After conclusion: Once you have concluded your research, the next most important step is to present your findings. Presentation is extremely important as it is the definite medium through which your research is going to be in print to the rest of the crowd. Care should be taken to categorize your thoughts well and present them in a logical and neat manner. A good quality research paper format is essential because it serves to highlight your research paper and bring to light all necessary aspects in your research.

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Key points to remember:

- Submit all work in its final form.
- Write your paper in the form, which is presented in the guidelines using the template.
- Please note the criterion for grading the final paper by peer-reviewers.

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Choose a revealing title. It should be short. It should not have non-standard acronyms or abbreviations. It should not exceed two printed lines. It should include the name(s) and address (es) of all authors.



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The summary should be two hundred words or less. It should briefly and clearly explain the key findings reported in the manuscript-- must have precise statistics. It should not have abnormal acronyms or abbreviations. It should be logical in itself. Shun citing references at this point.

An abstract is a brief distinct paragraph summary of finished work or work in development. In a minute or less a reviewer can be taught the foundation behind the study, common approach to the problem, relevant results, and significant conclusions or new questions.

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- Fundamental goal
- To the point depiction of the research
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- Significant conclusions or questions that track from the research(es)

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- Sort out your thoughts; manufacture one key point with every section. If you make the four points listed above, you will need a least of four paragraphs.



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- Shape the theory/purpose specifically - do not take a broad view.
- As always, give awareness to spelling, simplicity and correctness of sentences and phrases.

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- Do not take in frequently found.
- If use of a definite type of tools.
- Materials may be reported in a part section or else they may be recognized along with your measures.

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- Report the method (not particulars of each process that engaged the same methodology)
- Describe the method entirely
- To be succinct, present methods under headings dedicated to specific dealings or groups of measures
- Simplify - details how procedures were completed not how they were exclusively performed on a particular day.
- If well known procedures were used, account the procedure by name, possibly with reference, and that's all.

Approach:

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- Use standard style in this and in every other part of the paper - avoid familiar lists, and use full sentences.

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- Skip all descriptive information and surroundings - save it for the argument.
- Leave out information that is immaterial to a third party.

Results:

The principle of a results segment is to present and demonstrate your conclusion. Create this part a entirely objective details of the outcome, and save all understanding for the discussion.

The page length of this segment is set by the sum and types of data to be reported. Carry on to be to the point, by means of statistics and tables, if suitable, to present consequences most efficiently. You must obviously differentiate material that would usually be incorporated in a study editorial from any unprocessed data or additional appendix matter that would not be available. In fact, such matter should not be submitted at all except requested by the instructor.



Content

- Sum up your conclusion in text and demonstrate them, if suitable, with figures and tables.
- In manuscript, explain each of your consequences, point the reader to remarks that are most appropriate.
- Present a background, such as by describing the question that was addressed by creation an exacting study.
- Explain results of control experiments and comprise remarks that are not accessible in a prescribed figure or table, if appropriate.
- Examine your data, then prepare the analyzed (transformed) data in the form of a figure (graph), table, or in manuscript form.

What to stay away from

- Do not discuss or infer your outcome, report surroundings information, or try to explain anything.
- Not at all, take in raw data or intermediate calculations in a research manuscript.
- Do not present the similar data more than once.
- Manuscript should complement any figures or tables, not duplicate the identical information.
- Never confuse figures with tables - there is a difference.

Approach

- As forever, use past tense when you submit to your results, and put the whole thing in a reasonable order.
- Put figures and tables, appropriately numbered, in order at the end of the report
- If you desire, you may place your figures and tables properly within the text of your results part.

Figures and tables

- If you put figures and tables at the end of the details, make certain that they are visibly distinguished from any attach appendix materials, such as raw facts
- Despite of position, each figure must be numbered one after the other and complete with subtitle
- In spite of position, each table must be titled, numbered one after the other and complete with heading
- All figure and table must be adequately complete that it could situate on its own, divide from text

Discussion:

The Discussion is expected the trickiest segment to write and describe. A lot of papers submitted for journal are discarded based on problems with the Discussion. There is no head of state for how long a argument should be. Position your understanding of the outcome visibly to lead the reviewer through your conclusions, and then finish the paper with a summing up of the implication of the study. The purpose here is to offer an understanding of your results and hold up for all of your conclusions, using facts from your research and generally accepted information, if suitable. The implication of result should be visibly described. Infer your data in the conversation in suitable depth. This means that when you clarify an observable fact you must explain mechanisms that may account for the observation. If your results vary from your prospect, make clear why that may have happened. If your results agree, then explain the theory that the proof supported. It is never suitable to just state that the data approved with prospect, and let it drop at that.

- Make a decision if each premise is supported, discarded, or if you cannot make a conclusion with assurance. Do not just dismiss a study or part of a study as "uncertain."
- Research papers are not acknowledged if the work is imperfect. Draw what conclusions you can based upon the results that you have, and take care of the study as a finished work
- You may propose future guidelines, such as how the experiment might be personalized to accomplish a new idea.
- Give details all of your remarks as much as possible, focus on mechanisms.
- Make a decision if the tentative design sufficiently addressed the theory, and whether or not it was correctly restricted.
- Try to present substitute explanations if sensible alternatives be present.
- One research will not counter an overall question, so maintain the large picture in mind, where do you go next? The best studies unlock new avenues of study. What questions remain?
- Recommendations for detailed papers will offer supplementary suggestions.

Approach:

- When you refer to information, differentiate data generated by your own studies from available information
- Submit to work done by specific persons (including you) in past tense.
- Submit to generally acknowledged facts and main beliefs in present tense.



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<i>Introduction</i>	Containing all background details with clear goal and appropriate details, flow specification, no grammar and spelling mistake, well organized sentence and paragraph, reference cited	Unclear and confusing data, appropriate format, grammar and spelling errors with unorganized matter	Out of place depth and content, hazy format
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<i>Result</i>	Well organized, Clear and specific, Correct units with precision, correct data, well structuring of paragraph, no grammar and spelling mistake	Complete and embarrassed text, difficult to comprehend	Irregular format with wrong facts and figures
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<i>References</i>	Complete and correct format, well organized	Beside the point, Incomplete	Wrong format and structuring



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