

Guidance Note	Forms and Precedents	Checklists	Other Resources
<b>1. CORPORATE GOVERNANCE: THE CONCEPT AND IMPLEMENTATION</b>			
<b>1.1 Meaning and motivation</b>			
1.1.1 What is corporate governance			List of reading material on corporate governance
1.1.2 The motivation for good corporate governance			
1.1.3 Overview of King IV			
<b>1.2 Implementing corporate governance</b>			
1.2.1 Techniques for implementing good corporate governance			
1.2.2 The meaning and making of company rules	Board resolution to adopt company rules	How to complete Form CoR 16.1	
	Form CoR 16.1 – Notice concerning company rules	How to complete Form CoR 16.2	
	Form CoR16.2 – Notice of results of vote on company rules		
1.2.3 Procurement and supply chain management			

<b>2. THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT</b>			
<b>2.1 The role of the board</b>			
2.1.1 Who has the power to run a company	Board resolution to delegate authority	How to find restrictions on board powers	
	Board resolution to create and empower a board committee		
2.1.2 How do directors relate to shareholders	Shareholders' demand for a meeting		
	Clause for shareholders convening their own meetings		
	Proposal of resolutions by shareholders		
2.1.3 King IV on the role of directors			King IV principles and guidelines for the board of directors
<b>2.2 The composition of the board</b>			
2.2.1 Appointing directors	Letter of direct appointment	Things to look out for in the MOI	Table of minimum and maximum directors for different companies

Guidance Note	Forms and Precedents	Checklists	Other Resources
	Writing ex officio rights into the MOI		
	Board resolution to appoint a director on a temporary basis		
	Written consent to serve as a director		
	Form CoR15.1B – Long standard form for private companies		
2.2.2 Electing directors	Written election of directors	Things to look out for in the MOI	Pointers for running an election of directors at shareholders meeting
	Written consent to serve as a director		Table of minimum and maximum directors for different companies
2.2.3 Alternate directors	Letter of direct appointment - alternate director		
	Written consent to serve as an alternate director		
2.2.4 Removing directors	Letter of direct removal		
	Notice of shareholders meeting to remove a director		
	Minutes of shareholders meeting to remove a director		
2.2.5 Disqualified directors			
2.2.6 Directors resigning	Resignation letter for company director		
<b>2.3 Prescribed officers</b>			
2.3.1 Identifying prescribed officers	Board resolution to identify and indemnify prescribed officers		How to determine whether a manager is a prescribed officer
<b>2.4 Disclosure of interests by directors and prescribed officers</b>			
2.4.1 Personal financial interests	Disclosure table for personal financial interests		Case summary: Mthimunye-Bakoro v Petroleum and Oil Corporation of South Africa (SOC) Ltd and Another
			Case summary: Omar v In-house Venue Technical Management (Pty) Ltd and Others
<b>2.5 Duties of directors and prescribed officers</b>			
2.5.1 Fiduciary duties			Case law summary on fiduciary duties

Guidance Note	Forms and Precedents	Checklists	Other Resources
			List of principles on fiduciary duties
			Table of fiduciary duties new
2.5.2 The duty to act with due care, skill and diligence		Director's duty to act with care, skill and diligence standards	Guidelines on the standard expected of directors
2.5.3 Applying the solvency and liquidity test	Board resolution applying the solvency and liquidity test for a distribution	Solvency and liquidity test - items to consider	
		Decisions which require the test to be applied or considered	
2.5.4 Complying with the MOI and the Companies Act		What directors and prescribed officers should look for in the MOI	
2.5.5 What is a memorandum of incorporation	Form CoR 15.1A - Memorandum of incorporation		
<b>2.6 Liability of directors and prescribed officers</b>			
2.6.1 When is a director personally liable			Personal liability of directors
2.6.2 Breach of fiduciary duties			Case law summary on breach of fiduciary duties
2.6.3 Breach of the duty to act with care, skill and diligence			
2.6.4 Acting without authority	Board resolution to delegate authority		
2.6.5 Recklessness			Case law on recklessness and fraud
2.6.6 Relief from liability			
<b>2.7 Indemnifying directors and prescribed officers</b>			
2.7.1 Permitted Indemnities for directors	Memorandum of incorporation - indemnity and insurance clause		Actions for which directors may not be indemnified
	Director's appointment letter - indemnification clause		Personal liability of directors
2.7.2 Permitted insurances	Memorandum of incorporation - indemnity and insurance clause		
<b>2.8 Directors' remuneration</b>			
2.8.1 Directors' fees			
2.8.2 Remuneration beyond fees			

Guidance Note	Forms and Precedents	Checklists	Other Resources
2.8.3 Disclosure of remuneration			King III remuneration practice note - April 2013 (requires permission to use)
<b>2.9 Board code of conduct</b>			
2.9.1 The role of a code of conduct			

### 3. SHAREHOLDERS

<b>3.1 Role, rights and representation</b>			
3.1.1 The role of shareholders in corporate governance		List of special and ordinary resolutions required	Examples of board powers that are commonly limited in the memorandum of incorporation
3.1.2 Potential scope for shareholder liability			List of shareholders' potential exposure
3.1.3 Rights associated with shares	Wording for the creation of open share classes		How to find information on share capital in the MOI
3.1.4 Proxies and other shareholder representatives	Proxy instrument		
	Examples of clauses for representatives		
	Board resolution designating a shareholder representative		
<b>3.2 Shareholder protections and actions</b>			
3.2.1 Minority protections			List of potential restricted matters
3.2.2 Enforcement and derivative actions by shareholders			Case summary of Mouritzen v Greystones Enterprises (Pty) Ltd And Another
			Case summary: Grancy Property Limited v Manala and Others
			Case summary: Kudumane Holding Ltd v Northern Cape Manganese Company (Pty) Ltd and others
			Case summary: Peel and Others v Hamon J&C Engineering (Pty) Ltd and Others
3.2.3 Financial assistance requiring approval by shareholders			

Guidance Note	Forms and Precedents	Checklists	Other Resources
<b>4. COMPANY SECRETARIAL "HOW TO'S"</b>			
<b>4.1 Applications to the Companies and Intellectual Property Commission</b>			
4.1.1 Becoming a CIPC customer			CIPC's Step by Step Guide – Customer registration
			CIPC's Step by Step Guide – Name reservation
			CIPC's Step by Step Guide – New private company registrations (standard MOI)
			CIPC's Step by Step Guide – Director changes
			CIPC's Step by Step Guide – Electronic disclosures
			CIPC's Step by Step Guide – Annual returns
4.1.2 How to update CIPC's record of the board	Affidavit – Directors removed as directors of the company refuse to furnish copies of identity documents	Documents to file with Form CoR 39	CIPC's Step by Step Guide – Director changes new
	Affidavit – Not possible to obtain copies of identity documents		Practice Note 1 of 2011
	Written mandate for applicant to lodge the application on behalf of the company		Practice note 5 of 2011
	Shareholders resolution to appoint/accept resignation of a director		
	Special power of attorney – update of directors of a company		
	Written consent to serve as a director		
	Letter of resignation		
4.1.3 How to update CIPC's record of the company secretary, auditor or audit committee	Form CoR 44 – Notice of change of auditor or company secretary	Documents to file with Form CoR 44	Practice note 2 of 2014
	Special power of attorney – change of auditor, audit committee or company secretary		Practice Note 1 of 2011

Guidance Note	Forms and Precedents	Checklists	Other Resources
4.1.4 How to change the company's registered office	Board resolution to change the registered office of a company		Summary of Sibakhulu Construction (Pty) Ltd v Wedgewood Village Golf Country Estate (Pty) Ltd
	Special power of attorney – change of registered office or postal address of a company		Practice note 2 of 2012
			Practice note 1 of 2011
			CIPC's Step-by-Step Guide – Company & close corporation address changes
4.1.5 How to register a change in location of the company records	Form CoR 22 – Notice of location of company records	Documents to file with Form CoR 22	
	Special power of attorney – change of location of a company's records		
	Board resolution to change the location of a company's records		
4.1.6 How to register a change to the financial year end of a company	Board resolution to change the financial year end of a company		Guidance Note 1 of 2012
	Special power of attorney – change of financial year end of a company		CIPC's Step by Step Guide – Financial year end change
4.1.7 How to replace or amend the memorandum of incorporation	Shareholders resolution to amend the memorandum of incorporation of a company	Documents to file with Forms CoR 15.2 and CoR 15.2A	Non-binding opinion dated 2 November 2011
	Shareholders resolution to amend the memorandum of incorporation of a company including RF provisions		
	Special power of attorney – amending the memorandum of incorporation		
	Form CoR 15.2 – Notice of amendment of memorandum of incorporation		
	Form CoR 15.2A – Notice of amendment of MOI Notice of ring fencing provisions		

Guidance Note	Forms and Precedents	Checklists	Other Resources
4.1.8 How to make a minor alteration to the MOI	Form CoR 15.3 – Notice of alteration of Memorandum of Incorporation	Documents to file with Form CoR 15.3	
	Board resolution to make a minor alteration to the MOI of a company		
	Special power of attorney - minor alteration of the MOI		
4.1.9 How to change the company name	Shareholders resolution to change the name of a company	Documents to file with Form CoR 15.2	Practice note 1 of 2014
	Special power of attorney – change of name of a company		CIPC’s Step by Step Guide – How to change the name of a Company via eServices
	Form CoR 15.2 – Notice of amendment of memorandum of incorporation		CIPC’s Step by Step Guide – Name reservation
4.1.10 How to file an annual return	Form CoR 30.2 – Financial accountability supplement	How to calculate the fee payable for filing an annual return	CIPC’s Step by Step Guide – Annual returns
			Annual returns FAQs
			CIPC Notice 51 of 2016
<b>4.2 Notices, minutes and resolutions</b>			
4.2.1 How to convene a board meeting	Notice of a board meeting		Methods and times for delivery of documents
	Agenda and proposed format for board meeting		Summary of African Organic Fertilizers and Associated Industries Ltd v Premier Fertilizers Ltd
4.2.2 How to minute a board meeting	Certified extract of the minute book		
4.2.3 How to convene a shareholders meeting and the Annual General Meeting	Notice of requisition of shareholders meeting		Methods and times for delivery of documents
	Notice of general meeting		
	Notice of annual general meeting		
4.2.4 How to minute a shareholders meeting and the Annual General Meeting	Minutes of a shareholders meeting		
4.2.5 How to obtain a written board resolution	Written board resolution		

Guidance Note	Forms and Precedents	Checklists	Other Resources
	Unanimous round robin resolution		
4.2.6 How to obtain a written shareholders resolution	Notice of written resolutions		
	Notice of results of written resolution		
4.2.7 How to approve financial assistance so that deals are valid	Board resolution for granting financial assistance		
	Notice informing persons of financial assistance		
	Shareholders resolution authorising financial assistance		
4.2.8 Communicating through SENS: for listed companies			

**5. PROTECTION AND DISCLOSURE OF INFORMATION**

**5.1 Promotion of Access to Information Act**

Guidance Note	Forms and Precedents	Checklists	Other Resources
5.1.1 Purpose of the Promotion of Access to Information Act			Examples of information requested in terms of the PAIA
			Case law on requests to public bodies
			Case law on requests to private bodies
5.1.2 Making a request in terms of the Promotion of Access to Information Act	Letter requesting information		Case law on requests to public bodies
	Request for access to record of public body		Case law on requests to private bodies
	Request for access to record of private body		
	Annexure to the request for access to a record		
	Notice of internal appeal		
5.1.3 Responding to a request in terms of the Promotion of Access to Information Act	Letter confirming receipt of a request for information		
	Notice to third party advising of request for information		
	Letter advising that notice has been given to third party		

Guidance Note	Forms and Precedents	Checklists	Other Resources
5.1.4 Producing a Manual in terms of the Promotion of Access to Information Act	Appointment of PAIA officer letter		
<b>5.2 Protection of Personal Information Act</b>			
5.2.1 Purpose and application of the Protection of Personal Information Act		Types of personal information and processing	
5.2.2 Obligations in terms of the Protection of Personal Information Act			How to process information lawfully
<b>5.3 Disclosure and access under the Companies Act</b>			
5.3.1 The who and how of access to company records	Form CoR24 – Request for access to company information	Checklist of compulsory company records excluding financial records	Table of access rights
5.3.2 The who and how of access to financial information			Table of access rights for financial information

**6. THE HIGHLY REGULATED COMPANY**

<b>6.1 Public companies</b>			
6.1.1 The case for converting to a private company	Resolutions for converting to a private company		Table comparing the regulation of private and public companies
6.1.2 Enhanced accountability			Who is subject to the enhanced accountability in the CoA
<b>6.2. Takeover regulations</b>			
6.2.1 Who is subject to the takeover regulations?			Table of related persons
			Takeover Regulation Panel – Guideline 3 of 2011
			Explanation of a disposal of all or the greater part of the assets or undertaking of a regulated company
			Explanation of acquisition of remaining securities
			Explanation of an amalgamation or merger
			Explanation of a compulsory acquisition
			Explanation of a mandatory offer
			Explanation of disclosure of share transactions

Guidance Note	Forms and Precedents	Checklists	Other Resources
			Explanation of a scheme of arrangement
6.2.2 What transactions are subject to the takeover regulations			
6.2.3 How to apply for exemption from the takeover regulations	Letter applying for exemption from takeover regulations		
	Consent letter		
<b>6.3 JSE</b>			
6.3.1 Listing on the JSE			
6.3.2 Requirements for listing			Guidelines for listing on the JSE
6.3.3 Consequences of listing			Learn more about the AltX
<b>6.4 King IV</b>			
6.4.1 Key aspects			
6.4.2 Compliance			
<b>6.5 The social and ethics committee</b>			
6.5.1 When is it compulsory to form a social and ethics committee?			When is a social and ethics committee compulsory
6.5.2 How to form a committee	Board resolution to form a social and ethics committee		
6.5.3 The functions and powers of the committee			Mandate of the social and ethics committee
6.5.4 How to apply for exemption	Form CTR 142 – Application for relief	Documents to file with Form CTR 142	Companies Tribunal website
	Framework of affidavit to be used in an exemption application		
	Framework for claim of confidentiality		
	Directors' resolution authorising the exemption application		
	Shareholder confirmation of notification and service		
	Employee confirmation of notification and service		
<b>6.6 The company secretary</b>			
6.6.1 When is it compulsory to appoint	Electing to have a company secretary in the MOI		

Guidance Note	Forms and Precedents	Checklists	Other Resources
6.6.2 Appointing and removing the company secretary			
	Board resolution to appoint the company secretary		
	Board resolution to remove the company secretary		
6.6.3 The functions and powers of the company secretary			Table of company secretarial duties
<b>6.7 The audit committee</b>			
6.7.1 When is it compulsory to elect an audit committee	Electing to have an audit committee in the memorandum of incorporation		
6.7.2 Electing the audit committee	Board resolution to fill a vacancy on the audit committee		
6.7.3 Duties of the audit committee			Table of audit committee duties

<b>7. NON PROFIT COMPANIES</b>			
<b>7.1 The non-profit company</b>			
7.1.1 What is a non-profit company			Tax exemption requirements
<b>7.2 Governance of a non-profit company</b>			
7.2.1 What Governs a Non-profit Company	MOI for non-profit company with members		Restrictions on non-profit companies
	MOI for non-profit company without members		Variable provisions in schedule 1

<b>8. MONITORING RISK, COMPLIANCE AND UNLAWFUL ACTIVITIES</b>			
<b>8.1 Risk management</b>			
8.1.1 The meaning of formal risk management			World Economic Forum's top ten global risks of highest concern in 2014
8.1.2 Techniques in formal risk management			What details should be contained in the risk register
8.1.3 Legal compliance audits			
8.1.4 Risk management for transactions		Transaction checklist	
<b>8.2 Fraud</b>			
8.2.1 The law on fraud			Internal circular on monitoring fraud

Guidance Note	Forms and Precedents	Checklists	Other Resources
<b>8.3 Money laundering</b>			
8.3.1 Money Laundering and related legislation			Financial Intelligence Centre website
<b>8.4 Corruption and Bribery</b>			
8.4.1 The law on corruption and bribery			Table on gratifications
			Table summary of PRECCA offences
<b>8.5 Whistle blowing</b>			
8.5.1 Legal requirements			
8.5.2 Practical implementation	Framework for whistle blowing policy		
<b>8.6 Insider Trading</b>			
8.6.1 The law on insider trading			Insider trading booklet published by the JSE

<b>9. FINANCIAL REPORTING</b>			
<b>9.1 Financial reports and statements</b>			
9.1.1 Internal reporting			
9.1.2 External reporting			
<b>9.2 Standards and disclosures</b>			
9.2.1 Accounting standards			
9.2.2 Compulsory disclosures			

<b>10. FINANCIAL AUDITING</b>			
<b>10.1 The legal framework</b>			
10.1.1 Who has to have an audit and who needs an independent review?			Table of companies required to have annual financial statements audited
			Table for calculating the public interest score
10.1.2 The independent review			
10.1.3 The audit as contrasted with an independent review			
<b>10.2 Internal controls and auditors</b>			
10.2.1 Internal controls			
10.2.2 Internal auditors			Responsibilities of internal audit
<b>10.3 External auditing</b>			
10.3.1 Auditor Independence			

Guidance Note	Forms and Precedents	Checklists	Other Resources
10.3.2 The role of the audit committee in relation to external auditors	Extracts from audit committee report		
	Independence of external auditor		
10.3.3 Duties of external auditors	Independent auditor's report		
10.3.4 Potential liability of external auditors			
10.3.5 Auditing the integrated annual report	Company's integrated annual report		

11. ENVIRONMENTAL LEGISLATION			
11.1 Scope of laws			
11.1.1 The suite of National Environmental Management Acts			Environmental regulations and guidelines
11.1.2 Water legislation			Government Notice 1199
			National water resource strategy website
11.1.3 National Forests Act			
11.1.4 The National Environmental Management: Waste Act			

12. ETHICS			
12.1 Internal actions			
12.1.1 Code of ethics	Template for a code of ethics		
12.2 External actions			
12.2.1 Integrated annual reports			List of links to integrated reporting document examples
			List of links to integrated reporting documents

Guidance Note	Forms and Precedents	Checklists	Other Resources
13. MERGERS, ACQUISITIONS AND RESTRUCTURING			
13.1 Legal issues			
13.1.1 Restructuring under the CoA			
13.1.2 Transactions by JSE listed companies			
13.2 Process issues			
13.2.1 Due diligence	Due diligence letter acknowledging receipt of information		Information requested in a due diligence process
	Letter requesting information for a due diligence		
13.2.2 Terms and conditions	Tracking the fulfilment of conditions	Transaction checklist	
	Addendum agreement to waive suspensive condition	Special resolutions table	