



**Company Secretarial & Legal
Business Administration**

9 Weeks

COURSE OVERVIEW

This course is intended for persons already holding LLB degrees who have an interest in becoming a company secretary or otherwise doing company secretarial and compliance related work. It will address the prescribed, and non-prescribed duties, liability, accountability, and compliance related issues that a company secretary will need to be intimately familiar with. It will provide practical guidance on how to perform the necessary tasks, as well as manage the company's board. It encompasses a broad range of subjects from company law, labour law, accounting standards, to management techniques, and is a must for any director (executive or non-executive) sitting on the board of a modern-day company, because it teaches the skills that said directors will need if they ever find themselves in the position of chairperson having to manage and run a board without a company secretary.

TARGET AUDIENCE:

- Persons with an LLB degree who are looking to expand their knowledge and skill set in relation to company secretarial duties
- Directors of companies
- Company secretaries – natural persons and juristic persons serving as such

PRIOR LEARNING REQUIREMENTS

LLB or equivalent degree

PRESENTER:

This course, the Company Secretary Journey, is presented by Chantelle Louise Gladwin-Wood of Schindlers Attorneys. Chantelle is an admitted attorney, notary and conveyancer. She is the senior partner heading up the Municipal Law, and Probono Departments at Schindlers Attorneys. She lectures for WITS university and has a masters degree in law from UNISA, as well as a BA and LLB from Rhodes. She is presently pursuing her doctorate in law with TUKS. She is presently the chairperson of the Johannesburg and Gauteng Attorneys' associations, and the treasurer of the National Association of Democratic Lawyers (Johannesburg Branch).

With over 10 years of experience as a company secretary, as an attorney in practice, Chantelle is ideally placed to offer students a unique, and comprehensive, perspective on what it takes to be a company secretary in South Africa.

METHOD OF PRESENTATION:

This course is presented in nine parts (the detail of which are set out below). Each part builds upon the former learning presented in prior modules. All modules are presented electronically, over Zoom / Teams. Each module consists of two hours of contact time with the lecturer, broken into two sessions of 50 minutes each, with a 10-minute break between lectures.

All lectures are recorded in order that they can be re-visited later. The principles taught are lectured *viva voce* with accompanying visual aids in the form of a visual slide show presentation, which is also made available to students after the lecture.

Students are encouraged to participate by actively engaging in relation to all of the topics and to ask questions, and share their experiences, to supplement the learning experience of everyone involved. As far as is possible the lecturer will encourage a participatory lecture framework, including question and answer sessions, polls, pop quizzes, and feedback sessions.

Students will be given a list of links/additional resources to supplement their prescribed learning materials.

PRESCRIBED LEARNING MATERIALS:

- The Companies Act 2008
- The Regulations to the Companies Act 2008
- Additional learning materials/links to useful articles that may be prescribed during the presentation of the material

SYLLABUS

Part 1: The Role, Duties, and Responsibilities of the Company Secretary

The role of the Company Secretary

Registration with CIPC

Prescribed duties of the Company Secretary

Other (non-prescribed) duties of the Company Secretary

Accountability of the Company Secretary

The legal liability of the Company Secretary

Prescribed officer or not?

Duties of prescribed officer

Part 2: Duties of Prescribed Officers – Including Directors and Company Secretaries

Duties of directors and other prescribed officers

Part 3: Preparing for a Board Meeting

Preparing for directors' meetings

Part 4: Preparing for a Meeting of Members

Preparing for members' meetings

Calling member's meetings

Conducting member's meetings

Minuting member's meetings

Common disputes arising before, at or after member's meetings and how to handle them

Part 5: Ancillary Compliance Related Issues

The company register and dealing with shares

Audits and financial statements

Other regulatory responsibilities:

FICA

POPI

PAIA

CIPC

Rights of members and directors to company documents

Rights of third parties to see company documents

Place of, and viewing of, company register

Part 6: Dealing with Shares

Par and no-par value shares

Transferring shares

Issuing shares

Cancelling shares

Share buy – backs

Shares as security for a loan and pledge of shares

Creating new shares

Completing share registers

Part 7: the MOI and other Foundational Documents

Incorporating a company – the MOI and other necessary documents

Amendments to MOI

Conversion articles to MOI – alterable and unalterable provisions

Part 8: Signature of Documents (Electronic)

Signature requirements for company documents

Apostilles and notarial authentication of documents, and other forms of legalization of documents:

- In RSA for use inside RSA
- In RSA for use in other countries in the world
- Outside RSA for use in RSA
- Outside RSA for use elsewhere in the world

Round robin signatures, and signature in counterpart

Using an electronic signature in RSA to sign documents – and document management systems

Part 9: Corporate Governance

King Code

OECD principles

Harvard Law School principles

LEARNING OUTCOMES

After completing this course, the student should be able to:

- Explain the role of the company secretary with relation to the prescribed and non-prescribed duties that company secretaries are ordinarily expected to perform, with reference to the relevant sections of the Companies Act
- Detail the liability that a company secretary might attract, if the relevant duties are not properly performed, with reference to the relevant sections of the Companies Act
- Detail the tasks required to give notice of, convene, record, and distribute the records of a board meeting, with reference to the relevant sections of the Companies Act
- Detail the tasks required to give notice of, convene, record, and distribute the records of both annual general, and special meetings of, the members, with reference to the relevant sections of the Companies Act
- Detail how the task of transferring shares in the share register is to be carried out, with reference to the relevant sections of the Companies Act
- Detail how certain other ancillary transactions relating to shares (such as share buy backs or cancelling a share certificate) are to be carried out, with reference to the relevant sections of the Companies Act
- Detail which parties have rights to demand to inspect, and copy, company records, with reference to the relevant sections of the Companies Act
- Explain the role of the company secretary in supporting the board in relation to various compliance issues, including FICA, POPI, PAIA, financial statements, and CIPC returns

- Be able to incorporate a company, amend a company's incorporation documents, deal with changes in share capital, and draft relevant company transaction documentation in relation to shares
 - Understand the signature requirements for different types of company documents, with specific reference on the use of electronic signatures
 - Explain the relevant corporate governance principles and their sources, with specific reference to enforcement of same
-

CONTACT TIME:

18 50-minute lectures (2 per module)

SELF-STUDY TIME

36 hours pre- and post-lecture reading

ASSESSMENT

Assessments are voluntary and will be provided upon request.

COURSE FEE: R6,800.00

Please make payment via our website, <https://lexu.co.za/courses/>

NQF LEVEL DESCRIPTOR AND CREDITS, NOTIONAL HOURS AND NQF CREDITS

To be assessed.

CONTACT PERSON:

Chantelle Gladwin-Wood

Email: chantelle@lexu.co.za