NQF8
Prescribed textbook: Baldwin, K., *Company Secretarial Practice* (2023): CGISA

The aim of this module is to prepare a candidate for practice as a company secretary: ensuring that the company operates according to good governance principles and in accordance with the regulations of the jurisdiction in which it operates.

Syllabus topics	Syllabus detailed content	Text
Learning Outcome 1: Have a thorough understanding of the role of the company secretary and the differing responsibilities of shareholders, the company secretary, the board of directors or governing body, the executives, management and stakeholders		
The company secretary, the board or governing body and shareholders	• The evolving role of the company secretary • Role, duties and powers of the company secretary • Appointment and removal of the company secretary • Relationship with chair and directors • Company secretary as advisor to the chair and the directors • Dissemination of information and decisions • Communication with shareholders and other stakeholders, including electronic communication	Chapter 1
Directors	• Types of directors, including de facto, shadow and puppet directors • Directors' duties • Conflicts of interest • Duty of disclosure • Serving as a director on multiple governing bodies • Governing body committees • Appointment of directors • Rotation of non-executive directors • Directors of listed companies • Vacation of office and removal • Succession planning • Personal liability of directors • Board or governing body evaluation	Chapter 2
Shareholders	• Types of shareholders – common, preferred, registered, beneficial • Shareholder rights, duties and liabilities • Shareholder activism	Chapter 3
Learning Outcome 2: Conceptualise the nature and principles of regulatory requirements on a company and interpret and practice in the sector to ensure compliance		
Corporate compliance	• The company as a separate legal entity • Different types of entities • The registration process • External companies • Change of name and defensive names • The MOI	Chapter 4 Chapter 5

Syllabus topics	Syllabus detailed content	Text
	○ Existing companies ○ New companies ○ Clauses in the MOI ○ Minor amendments ○ Change of registered address	
Statutory compliance: the Companies Act, 2008 and the stock exchange listing regime	• The function of CIPC • Filing annual returns • Company records • Minutes • Minute books and form of company records • Duty to keep accounting records and prepare financial statements • Preparation, filing and publication of annual financial statements • Annual financial statements and annual reports • Interim reports • Offences and penalties for non-compliance • The role of the JSE • The listings requirements of the JSE • Continuing obligations • The alternative exchange • Fundamental transactions, takeovers and offers • Insider trading and market abuse • Trading statements • Regulation of transactions in terms of the JSE LR	Chapter 6 Chapter 7
Integrated Report	• Integrated reporting	See readings below
Corporate Governance	• The importance of corporate governance • Practical corporate governance considerations	Chapter 8
Close Corporations	• The Close Corporations Act • Close Corporations under the 2008 Companies Act	As dealt with in various places in the textbook
Maintenance of records: minutes and minute books	• South African legal and regulatory framework • The purpose of minutes • Drafting minutes • The Six C's – correctness, conciseness, clarity, consistency, coherence and completeness • Record of decisions made and actions taken • Conflicts of interest • Editing and access to minutes • Records retention	See readings below
Learning Outcome 3: Exercise appropriate judgement to advise the board of directors or governing body and shareholders on the expectations of and compliance with regulatory requirements		
Meetings of shareholders and	• The AGM	Chapter 9

Syllabus topics	Syllabus detailed content	Text
members	• Shareholders' meetings • Class meetings • Role of the secretary before, during and after the annual meeting • Role of the chair at shareholders' meetings • Notice periods, quorum, agenda, meeting materials / papers • Shareholders' resolutions • Rules of order, standing orders, motions and amendments • Proxies • Attendance at shareholders' meetings • Voting • Minutes • Defamation • Meeting technology	
Law and the practice of meetings	• The chair • Notice • Agenda • Quorum and attendance register • Resolutions and voting • Minutes • Role of the secretary before, during and after board meetings • Delegation of authority and responsibility: board committees	Chapter 10
Shares, share capital and share register Dividends and other capital events Employee share schemes	• Authorised and issued shares • Issue and allotment of shares • Alteration of shares • Share transfers and the Companies Act • Nominee shareholders and beneficial owners • STRATE • Transfer of shares • Share certificates • Registration of documents • Lost share certificates • Declaring and paying distributions • Indemnity, dividends and interest • Capitalisation shares (Scrip dividends) • Different sized companies • Dividends tax • Fundamental transactions • Rights issues and capitalisation shares • Capital events and the CIPC's role in them	Chapter 11, 12, 13

Syllabus topics	Syllabus detailed content	Text
	• Employee share schemes – key features, establishment and legal and regulatory requirements • Role of the company secretary	
Learning Outcome 4: Conceptualise the importance for a company secretary of operating effectively with other people, building understanding and gaining the cooperation of those involved to ensure that the company operates according to good practice and meets the regulatory requirements.		
External auditors	• Appointment, rotation and removal • Auditor independence • Role of external auditors with board or governing body and audit committee	Chapter 14 Section 4, Audit Committee Resource Guide (see below)

Practical and work competencies
• Complete the necessary procedures for the appointment of directors and the company secretary • Complete the necessary procedures for changes to directors and the company secretary Note: Download the forms from the CIPC website Given a range of scenarios, carry out the registration procedures for all types of companies: private with standardised MOI or customised MOI, public, NPC with and without members; personal liability companies; state-owned companies; external foreign countries. Note: download the relevant forms from the CIPC website • Convene/arrange the meetings of shareholders • File various documents/returns with CIPC as required under the provisions of the Act. Prepare documentation for meetings (before and after – notices, agendas, chairman's agenda and minutes) Draft the necessary resolutions to appoint or remove auditor

Prescribed readings:

- the Companies Act 71 of 2008, as amended
- the Companies Regulations, 2011
- IoDSA King V™ Report on Corporate Governance. Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.
  Download from: https://cdn.ymaws.com/www.iodsa.co.za/resource/collection/7DAE15BF-07FA-4922-879E-6788368F5DB4/KingV_code.pdf

Additional readings and resources: for downloading or reading/viewing:

- Minuting Meetings: https://www.chartgov.co.za/documents/members/CSSA-Best-Practice-Guide-Minuting-Meetings.pdf
- Integrated Reporting: http://integratedreportingsa.org/ircsa/wp-content/uploads/2017/05/13-12-08-THE-INTERNATIONAL-IR-FRAMEWORK-2-1.pdf
- Audit Committee Resource Guide: https://www.deloitte.com/za/en/services/audit/analysis/deloitte-audit-committee-guide.html
- Code for Responsible Investing in South Africa: https://www.crisa2.co.za/
- The JSE Listing Requirements https://www.jse.co.za/sites/default/files/media/documents/jse-listings-requirements-simplified/JSE_Listings_Requirements_Simplified_Final_%40_12_December_2025_Final.pdf