

Syllabus Outline Advanced Corporate Governance

**NQF7**  
**Corporate Governance – An Essential Guide for South African Companies. Latest edition**  
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**King IV**

Disclaimer: Please note the following:

- A prescribed textbook may not necessarily cover every aspect of a syllabus. The Institute examines the syllabus and any omissions should be researched personally or be provided by your tuition provider.
- ISBN numbers may have changed since the publication of this list. Our policy is that you should always use the latest edition of the textbook.
- Many publishers are no longer publishing hard copies and have switched to e-books.
- Some modules require prescribed readings which can be downloaded for personal use from the internet or the CSSA student portal.

The overall aim of the module is for students to develop an understanding of and apply concepts of corporate governance which are relevant to the contemporary business environment.

Syllabus topics	Syllabus detailed content	Textbook and readings
<b>Learning Outcome 1: Demonstrate an understanding of the relationship between the company secretary, the board and the shareholders.</b>		
Corporate governance		Ch 1: An introduction to corporate governance Ch 2: Why corporate governance matters Ch 3: The governance context of South African companies Ch 16: Corporate citizenship and sustainability Ch 18: A practical view on implementation
	<ul style="list-style-type: none"> <li>• The role of the company secretary</li> </ul>	Ch 10: Officers of the company
	<ul style="list-style-type: none"> <li>• The directors</li> </ul>	Ch 7: The composition of the board Ch 9: The individual director Ch 17: Ethical leadership
	<ul style="list-style-type: none"> <li>• The shareholders</li> </ul>	Ch 6: Shareholders
<b>Learning Outcome 2: Demonstrate an understanding of the legal framework for business operations in the South African context.</b>		
The legal nature of a company	<ul style="list-style-type: none"> <li>• Juristic personality</li> <li>• Piercing the corporate veil</li> </ul>	Ch 4: Formation, types and characteristics of companies Ch 9: esp 9.15: Piercing the corporate veil
Company types	<ul style="list-style-type: none"> <li>• Constitutional documents</li> <li>• Holding and subsidiary companies</li> <li>• Close corporations</li> </ul>	Ch 14: The governance of listed companies Ch 15: The governance of state owned entities
<b>Learning Outcome 3: Demonstrate an understanding of company meetings, reports and regulatory compliance.</b>		
Reports and returns	<ul style="list-style-type: none"> <li>• Statutory compliance</li> <li>• Financial statements</li> <li>• Auditors</li> <li>• Annual reports</li> </ul>	Ch 12: Transparency and reporting Ch 11: Remuneration Ch 10: Officers of the company
Meetings	<ul style="list-style-type: none"> <li>• Basic principles of meetings</li> </ul>	Chapter 5: Meetings

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	<ul style="list-style-type: none"> <li>• Procedural aspects relating to meetings</li> <li>• Stakeholder and board meetings</li> <li>• Minutes and reports</li> </ul>	Chapter 6: Shareholders
<b>Learning Outcome 4:</b> Demonstrate an understanding of company finance.		
Securities and share capital	<ul style="list-style-type: none"> <li>• Corporate debt</li> <li>• Securities and share capital</li> <li>• Transfer of securities</li> <li>• Changes to existing shares</li> <li>• Dividends</li> <li>• Exchange listings</li> <li>• Public offerings</li> <li>• Employee share schemes</li> </ul>	Ch 4 Formation, types and characteristics of companies Ch14: The governance of listed companies
<b>Learning Outcome 5:</b> Demonstrate an understanding of key aspects of compliance.		
Business rescue, compromises, compliance	<ul style="list-style-type: none"> <li>• Business rescue</li> <li>• Alternative dispute resolution</li> <li>• Whistleblowing</li> <li>• Reportable irregularities</li> </ul>	Ch 9, esp 9.13: Business rescue proceedings; 9.14 Liquidation and winding-up Ch 12: esp 12.6 Whistleblowing

### Practical work

Given different scenarios, the learner must be able to:

- Check compliance with the provisions of the Companies Act and Companies Regulations and other statutes.
- Provide information as requested to the board and its committees, senior management and non-executive directors.
- Check that business of the company is conducted in accordance with its objects as contained in its memorandum of incorporation.

### Readings

The King IV Report on Corporate Governance: Download from: [https://c.ymcdn.com/sites/iodsa.site-ym.com/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/loDSA\\_King\\_IV\\_Report\\_-\\_WebVersion.pdf](https://c.ymcdn.com/sites/iodsa.site-ym.com/resource/collection/684B68A7-B768-465C-8214-E3A007F15A5A/loDSA_King_IV_Report_-_WebVersion.pdf)