



## **SYLLABUS**

### **CORPORATE SECRETARYSIHIP**

**AIM:** To give managers of corporate legal entities a firm grasp of the practice of company secretaryship in terms of the role legal position and function of any corporate secretary in terms of statutory compliance, Good Corporate Governance, operation of corporate entities and the fundamental principles governing the calling and conduct of meeting in business entities or organizations.

#### **A Legal Position of Company Secretary as Officer of Company**

The position of company secretary in terms of the companies Act chapter 24 :03 and the common law, qualifications and disqualifications of company secretary, mandatory duties, common law duties, role of company secretary before, during and after, general meetings, board and committee meetings, liability and removal from office of the company secretary.

#### **B General Compliance Issues**

Statutory and common law compliance, companies Act cap 24:03, Zimbabwe stock exchange Act chapter 24:18, memorandum and articles of association rules and regulations, retention of company documents maintenance and

administration of registered office, company seal, corporate governance and codes of good corporate governance King I II and III, Greenberg report, Cadbury report, role of executive and non executive directors, qualifications and disqualifications of directors, Board appraisals, duties, removal from office and role of independent oversight functions for example external audit actual , internal audit and terms of reference of board and board committees, holding and subsidiary companies.

## **C Law and Conduct of Meetings**

Importance of adherence to rules, procedures and practices governing company meeting in terms of notices, Agendas, quorums, motions (both ordinary and formal motions), amendments, postponements points of order in as far as they relate to general meetings of shareholders, statutory general meetings for public companies, annual general meetings, class shareholders meetings, Types of Resolution passed at shareholders meeting (including ordinary, written, special, resolutions requiring special notice, elective resolutions; process and voting, Poll ballots hand, Board meetings and business conducted at such, Committees of the board, executive management, regularity of such meetings and constitutions and legality role of chairman and that of secretary at meetings of corporate bodies.

## **D Statutory Registers and Returns**

Production, maintenance and lodging of statutory register and returns. Registers of members, mortgages and debentures, directors and company secretary, director's interests in share and debentures interest in voting shares and special resolutions. Company returns, reports and accounts, special resolutions, returns on allotments, changes to directors and company secretary, removal and changes to auditors, changes to registered office of company.

#### **E Share Capital Issues, Restructurings and Share Registrations.**

Rules and regulations relating to alterations of Memorandum and Articles of Association, especially share capital clause, procedures process and implementations of any changes to share and loan capital restructurings, acquisitions, mergers and capital; reengineering and regenerations, Rights issues, Capitalization (Bonus), Executive and Employee share option schemes, reduction of capital, company purchasing its own shares, redemption of share capital and debentures, authority required, the process and procedures, documents, due diligence, disclosures, legal and commercial business evaluation, transfers and transmission of shares, forms required and registration process, recoding of membership, share certificates, loss and indemnity, replacements, authority process, and procedures.

#### **F Minutes and Minute Books**

Statutory and legal requirements relating to maintenance and keeping of minutes of general meetings of shareholders, Board, Committee of Board and

Management Meetings, guard books, lose leaf, pasting of minutes, security and access, written resolutions, special resolutions of implementation of decisions of corporate entities.

## **G General Business and Office Organization**

Office security, payments of dividends and interest, Diaries of major events in Board calendar, Board meetings, Annual General Meetings, Committee Meetings and taxation, arbitration of disputes, mandatory and voluntary employee pension schemes, Human Rights, Democracy, rule of law and due process in rules relating to governance of the company.

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