



# SINK or SWIM: New Companies Act & KING III Seminar (Gauteng)

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Presented by:

## Honeylane Consulting Training and Seminars

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Now that the New Companies Act is here the next few months will see everything you ever knew about how business works in South Africa changing;

- The **New Companies Act** impacts every area of business and it is essential for all business people to familiarise themselves with the changes and areas of impact so as to prepare themselves for a whole new way of doing business. This seminar will provide you with the handles to assess and act on both the challenges and opportunities presented;
- The New Companies Act together with the **KING III™ Code of Corporate Governance** places a whole new set of expectations on ALL businesses in South Africa – no matter what size they are or what sector they operate – both Companies and CC's are impacted by these changes;
- If you have anything to do with selling, marketing or customer service (isn't that what businesses do?) – the rules of the game are changing, and changing fast! With the **Consumer Protection Act** everything you ever knew about these is going to change! It is imperative that everyone involved in sales, marketing or customer service, to whatever degree, from the Managing Director down, is fully aware and prepared for these changes.

*“Our options are to learn this new game, the rules, the roles of the participants and how the rewards are distributed or continue playing the same game and become the best players in a game that is no longer played.” (Larry Wilson: Changing the way we sell)*

Honeylane Consulting (SINK or SWIM Seminars) are presenting the SINK or SWIM: New Companies Act and King III Seminar.

### **This 1-Day Seminar will provide you with:**

- A Practical Overview of the
  - New Companies Act
  - King III Code of Corporate Governance in South Africa
- A framework for the identification of the key areas of impact on your organisation;
- Understanding the need for a well governed and effective business;
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### **Who should attend this Training Programme:**

- Business Owners
- ALL Directors (Exec and Non Exec)
- General Management
- Financial Management
- ALL Decision Makers (all business areas)
- Operational Management
- Business Advisors and Consultants
- (all other relevant Stakeholders)

# **SINK or SWIM: New Companies Act & King III Seminar**

## **Seminar Overview:**

### **Introduction:**

Directors, auditors, and other officers of companies who FAIL to acquaint themselves with, AND apply the principles of corporate governance will be hard pressed, if things go wrong, to answer the charge that they FAILED to take reasonable steps to comply with their duties of trust and care.

Who is considered a director or officer within a company has also been expanded – in essence business is all about making and implementing decisions – the focus of corporate governance (in both the legislation and codes) is to place liability squarely on the shoulders of decision makers.

On a more practical level, the modern corporation is a complex organisation and the failure to integrate its various functions and processes is at best wasteful and at worst catastrophic. Good governance is simply good entrepreneurship.

There has been a worldwide trend to improving corporate governance following various calamities and the current economic crisis facing the world is largely the consequence of poor governance in by both regulators and banking organisations.

South Africa through the King Reports has always been on the forefront of the good governance debate. With a new Companies Act and the King III in effect, we are able to examine corporate governance in a new world class context.

This course is intended for those wishing to understand, and learn how to apply, the new requirements and expectations for good governance – outlined in the new Companies Act and King III Code. It does so by:

- Laying a good foundation for practical analysis of the New Companies Act and King III Code of Corporate Governance;
  - What does Legislation aim to do, relating legislation, regulations and recommendations
- Unpack the Business Context within which the New Companies Act will operate, seeking to identify the key areas impacted
  - The Macro Environment
  - The Micro Environment
- Layout the clear intentions of Govt and DTI that underlie the development and promulgation of the New Companies Act, this relates to the broader SA and International context and developments since the previous Act
  - The need for a New Act
  - Simplicity
  - Flexibility
- Integrating the regulations (Dec 2009) and amendments (July 2010)
- An overview of the New Companies Act – highlighting some key issues that reinforce the intentions and impact of the new legislation

### **Unpacking the IMPLICATIONS and IMPACT of the New Companies Act in terms of:**

#### **1. Business Structure**

- Simplification and Flexibility
- Types of Companies
- Concept of Public Interest and Involvement of Stakeholders
- Key Definitions in the New Companies Act
- Definitions, Decisions and Decision Makers

## **2. Corporate Relationships**

- Understanding the impact on the company and stakeholders (all some type of relationship)
- Key internal relationships
- Emphasising the separation of entities/persons – owners, directors, company
- Directors
  - Role and Responsibilities
  - Appropriate Responses
- Threats
  - Class Action
  - Derivative Action
- Resultant Liability and Protection
- The Business Judgement Test
- Decision Making in the Spotlight
- Employees
- Enhanced Powers and Position
- Shareholders
- Protection and Rights

## **3. Corporate Governance**

- The New Companies Act and King III™ Code of Corporate Governance for South Africa
- How are they related, how should they be applied (the apply or explain approach)
- The new “all embracing” corporate governance environment
- Key Governance issues (unpacking King III™ Code of Corporate Governance for South Africa)
  - Boards and Independence
  - Managing Conflict of Interest
  - Stakeholder Inclusive Corporate Governance
  - Risk and Strategic Management
  - Integrated Reporting
- Introducing a range of assessment and implementation tools and templates; including
  - A Strategy-based Approach to Corporate Governance
  - The 3-Cluster Test of Corporate Governance that is Sustainable Responsible and Effective
  - Assessing your organisation using the Corporate Governance Maturity Index
  - Initiating the implementation of a Corporate Governance Management Framework
  - Mapping critical organisational areas

## **4. Reporting Requirements**

- How the changes can make your life easier or more difficult
- Unpacking the concept of Public Interest further
- Integrated Reporting

## **5. What to do when things go wrong/or when action is taken against a company**

- Directors and Officers insurance
  - What is allowed
- Alternative Dispute Resolution
  - Challenges and Opportunities
- Business Rescue
  - The Process and its Implications’

***The SINK or SWIM New Companies Act and King III Act Seminar can also be run IN-HOUSE,  
please enquire should you be interested in this option***