

INTRODUCTION TO CORPORATE GOVERNANCE

LECTURE

- o Define and explain your understanding of corporate governance (What is Corporate Governance?) (What are the key elements / principles of good corporate governance?)
 - o Answered in assignment
 - o Add ons
 - Control – the board has the ultimate authority
 - Decision making
 - Decision making - Day to day executive decision making by directors
 - Legal decision making – shareholders have the highest legal authority. They have the power to appoint to remove directors (shareholder in the Annual General Meeting – typically once a year)
 - ~~66~~(2) directors are delegated the power to make decisions.
 - Shareholders have a financial vested interest in the company
 - Shareholders owns a share in a company – share are a bundle of rights and responsibilities. Rights to share in dividends when they are declared, once the company is dissolved, shareholders have the right to the assets, right to participate and vote. A share is not a claim to any of the assets during the company's existence
- o **Ownership of the company – definition**
 - o Due to the limited liability act the shareholders and directors cannot be held liable – a company is a separate legal entity *Solomon v Solomon*
 - o A company is a legal person with in itself - per the companies act, companies have the same legal rights as a natural person
 - o Company capital does not always emanate from shareholders cash – it also comes from debt
 - o **Debentures** – small loans that are sold to the public in order to acquire capital
 - o A Shareholder can be a director
 - o Creditors do not have the rights to participate in the governance of the company

Introduction To Business Governance Past Exam Soluton

Anthony S. Fauci



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