



SYLLABUS

CORPORATE LAW, ZIMBABWE

PURPOSE

To obtain a legal working knowledge of corporate enterprises.

OBJECTIVE

To inform the student thoroughly of the current legal provisions concerning companies and private business corporations.

RECOMMENDED TEXTBOOKS

Zimbabwean Company Law (latest edition) by Tett & Chadwick (pub. Zimb. Law Journal)

Business Law in Zimbabwe by Christie (pub Juta & Co)

Rapid Results College Publication

South African publications-

Corporate Law (South Africa) by Cilliers, Benade, Botha, Oosthizen & De La Rey: Butterworth (Latest Edition).

Entrepreneurial Law, by Cilliers (Butterworths)

Hahlo's Company Law through the Cases, by Pretorius et al: Juta. (Latest Edition)

SYLLABUS
Corporate personality – (8%) Concept under common law and statutory law - The company as a corporate body - Ignoring of corporate personality
Types of companies (5%) - Conversion of companies - Conversion of a private business corporation into a company - Disclosure – companies
Pre-incorporation contracts – companies (4%)
Memorandum of company (5%) - Capacity of companies
Articles of company (10%) - Representation of companies (10%) - Sharing of powers in a company
Share capital of companies (10%) - Issue and allotment of shares - Offer of shares and prospectus
SYLLABUS CONTINUED

<ul style="list-style-type: none"> - Maintenance of capital - Reduction in share capital
Members (5%)
<ul style="list-style-type: none"> - Register of members - Types of shares - Loans and debentures
Company meetings (4%)
<ul style="list-style-type: none"> - Annual general meeting - Special resolutions and ordinary resolutions
Directors (10%)
<ul style="list-style-type: none"> - Appointment and removal of directors - Rights and duties of directors
Annual financial statements (10%)
<ul style="list-style-type: none"> - Auditor - Distributable profits and dividends
Re-organisation, arrangements and settlements (3%)
<ul style="list-style-type: none"> - Change in control
Company groupings and subsidiaries (4%)
Minority protection (4%)
Liquidation (8%)
<ul style="list-style-type: none"> - Initiation and effect - Liquidation by court compared to voluntary liquidation - Deregistration - Judicial management
Private Business Corporation (10%)
<ul style="list-style-type: none"> - Nature and object - Incorporation statement - Members - Powers and representation - Disclose - Member's interest - Obtaining membership - Conversion of a company into a private business corporation - Operations of a PBC - Distributable profits and dividends - Termination and deregistration

EXAMINATION

A three-hour paper will be set on the theory and practical application of Corporate Law in Zimbabwe.

Corporate Law, Zimbabwe is an open-book examination. Students are allowed to have an unmarked copy of the Companies Act [Chapter 24:03], the Private

Business Corporations Act [Chapter 24:11]and the regulations issued in terms of those Acts during the examination. ‘Unmarked’ means an Act or regulation without commentary or hand-written notes or any other markings.

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