



COURSE OUTLINE

COMPANY LAW - B

Adv Shuaib Rahim *M.Inst.Dir*

JULY 2023

1. OVERVIEW

Company Law 'B' is offered in the second semester of the penultimate year of the LLB programme. The course is aimed at equipping students to work on the affairs of medium and large corporate clients, when students enter practice.

The principal objective is to provide such students with a working knowledge of important areas of corporate law which they are likely to encounter in their future working environments.

The secondary objective is to raise students' awareness of the South African and international business environment, and in particular the legal and regulatory challenges facing large corporations.

2. LECTURER

The course will be lectured by Adv. Shuaib Rahim, who may be contacted at: s.rahim@ru.ac.za.

3. CREDIT VALUE

The credit value of this course is 10 semester credits.

4. ASSUMPTIONS OF PRIOR LEARNING

The following assumptions of prior learning are made:

- the ability to communicate effectively in both spoken and written English;
- the ability to read, interpret and extract legal principles from legislation, court decisions, and other source materials;
- the ability to learn independently;
- the ability to apply problem-solving techniques to practical situations.

5. OUTCOMES

5.1 Critical Outcomes:

The course intends to develop in students the skills set out below which are essential to the study and practice of law:

- problem identification and solving;
- successful completion of given tasks on time and without supervision ;
- collection, analysis and evaluation of legal information;
- effective communication in both the spoken and written word;
- working alone and in groups in dispensing practical advice to clients.

5.2 Specific outcomes:

Following the successful completion of this course, the students should be able to:

- demonstrate knowledge of the objectives and rationale for the regulation of mergers and acquisitions of companies.
- understand the formal steps involved in a merger and an acquisition.
- show awareness of the documentation required in order to effect a merger or acquisition.
- understand the role of the independent legal advisor in a merger or acquisition.
- demonstrate knowledge of the Takeover Regulations, and the Rules of the Takeover Regulation Panel.
- demonstrate a basic understanding of the mechanisms of initial public offerings and private placements of securities.
- demonstrate knowledge of companies' disclosure requirements, the duties of directors, and the role of the legal advisor in listing companies on public stock exchanges.
- demonstrate knowledge and understanding of the Broad-Based Black Economic Empowerment Act and the associated Codes and Transformation Charters.
- demonstrate knowledge of the rules and procedures governing corporate insolvency.
- demonstrate understanding of the criteria and procedures for placing a company into business rescue, and of the procedures which follow from a company being placed into business rescue.

6. TEACHING METHODS & STUDENTS' LEARNING RESPONSIBILITIES

Teaching will take the form of live lectures accompanied by PowerPoint slides which will be posted on RUConnected after the lecture has been given. Students are expected to take responsibility for their own learning and must therefore read the relevant source material to which they will be referred in lectures and must complete any tasks assigned. Pre-reading ahead of lectures is recommended so as to facilitate better understanding of concepts.

Students must also stay abreast of current developments in the South African and international business community by reading relevant publications and consulting websites to which reference will be made below. For discussions, tests and examinations, practical examples and cases will be used as the basis of learning the principles of law in question.

7. A NOTE ON NOTE-TAKING

Students are strongly encouraged to take notes, either by hand or on a laptop or tablet computer, during lectures. Note-taking serves two purposes. Firstly, the act of taking notes aids in the assimilation of information – and the PowerPoint slides contain only the main points of the lecture. Secondly, note-taking is an essential skill for legal practitioners, and one which requires practice.



8. COURSE CONTENT

Company Law B (NQF Level 8, 10 credits) (one semester course: one two-hour paper (70%), class work (30%), November examination)

Business Rescue and the winding-up of companies; the law fundamental transactions including mergers and acquisitions of companies; securities regulations, initial public offerings and private placements; legislation and rules governing black economic empowerment; and corporate governance.

9. TOPICS COVERED:

- A. Fundamental Transactions
- B. Initial Public Offerings and Public Listing
- C. BBBEE
- D. Business Rescue
- E. Insolvency and Liquidation
- F. Winding-up of the Enterprise

10. WEEKLY COMPANY LAW CHAT

It is important to follow the updated conversations posted under “Company Law Chat” as these topics relate to real-world Company Law disputes and international challenges that will directly apply to the legal theory discussed in class.

11. ASSESSMENT

The course will be assessed in the following manner:

Assessment	Percentage %	Date	Due
Test	15	3 October 2023	18h00
Assignment	15	28 July 2023	17h00
Exam	70	TBC	TBC
Total	100		

The combined total will be the final mark for this course

Kind Regards,

Adv Shuaib Rahim