



RK Corporate Consulting (Pty) Ltd

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Corporate Governance Compliance Checklist

Build Structure. Build Trust. Build Right.

Corporate governance is the backbone of any sustainable, reputable business. It ensures your company operates legally, transparently, and strategically — protecting directors, earning investor confidence, and reducing risk. Use this checklist to ensure your governance foundations are compliant and future-ready.

✓ Review Your Memorandum of Incorporation (MOI)

The MOI is your company's founding document. It outlines how decisions are made, defines director and shareholder powers, and reflects your governance model.

Action: Review your MOI annually and after any changes in ownership or structure. Align it with shareholder agreements and board practices.

✓ Maintain Statutory Registers

All South African companies are required to keep registers of directors, shareholders, and officers.

Action: Keep your registers updated and accessible. Update them immediately after appointments, resignations, or share transfers.

✓ Hold Valid Board and Shareholder Meetings

Governance requires formal, recorded meetings for key decisions.

Action: Send proper notices, ensure quorum, record minutes, and store signed resolutions. Resolutions are required for matters like director changes or share issues.



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✓ Ensure Directors Understand Fiduciary Duties

Directors must act with care, skill, and loyalty.

Action: Provide induction training on the Companies Act and duties under Sections 75–77. Include practical examples of conflict avoidance and legal compliance.

✓ Apply King IV Principles Where Appropriate

King IV is scalable and adaptable for SMEs.

Action: Adopt relevant principles such as ethical leadership, accountability, and stakeholder inclusivity. Document how these apply in your context.

✓ Declare and Manage Conflicts of Interest

Directors must disclose any personal interest in company matters.

Action: Include a conflict declaration in each board meeting. Record all disclosures and actions taken to manage them.

✓ Create a Governance Framework

This includes policies, board charters, and delegation matrices.

Action: Draft governance documents that define roles, responsibilities, and escalation paths. Review these documents annually.

✓ Align Shareholder Agreements with the MOI

If your company has multiple shareholders, a formal agreement is essential.

Action: Ensure the agreement aligns with your MOI and covers decision rights, exit clauses, and share transfer terms.



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✓ Keep Accurate Records

Good governance is impossible without proper documentation.

Action: Store all governance documents — MOIs, resolutions, registers, policies — in one central location, digitally or in print.

Why Corporate Governance Matters

- ✓ Builds investor and stakeholder confidence
- ✓ Protects directors through clarity and compliance
- ✓ Reduces internal disputes by clearly defining roles and processes
- ✓ Prepares the business for growth, funding, and tenders
- ✓ Enhances transparency, accountability, and strategic performance

Strong governance is not about red tape — it's about building a business that lasts.

Need Help Building Your Governance Structure?

RK Corporate Consulting offers tailored support for startups and SMEs:

- Custom MOI drafting
- Director training
- Governance framework development
- Board meeting facilitation
- Shareholder agreement reviews

 Contact us at rozanne@rkcc.co.za or will@rkcc.co.za

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Navigating Compliance with Confidence

Chief Executive Officer: Rozanne van Heerden
Chief Operations Officer: Wilhelm Kuhn



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