

ACCOUNTING AND FINANCE PART 2

The differentiation of shareholders' roles from that of the board

The term corporate governance has traditionally used to refer to the system of control whereby shareholders who are the owners of a corporation, elect directors who will serve as the board of directors of the company who are responsible to administer the corporation by laying down business policies which will be implemented by the executive directors of the corporation who acted as the agent for the board. Unlike the board that has the power to decide and determine the business policies that should be undertaken by the corporation, shareholders delegate their rights to make decision to the elected directors to act in their best interests (Ararat, 2013). That being said, since the shareholders have delegated their decision rights to the board, they therefore are not directly involved in the management of the corporation unlike the board of directors. This is where the role of the shareholders differ than that of the board in ensuring proper governance of the corporation considering that the shareholders is only responsible in overseeing the board's decisions and performance, without the need to be directly involved in the management. However, there are certain matters relating to the company's goals and overall performance that requires the board to obtain shareholder's approval and these matters include amendment to the constitution of the corporation, declaration of dividend, approval of the financial statements, removal of directors from the board, and winding up of company by way of voluntary liquidation (Schlomm, Mezzetti, & Sharfman, 2010).

Shareholders perform their roles as part of the control mechanism of the corporation by way of passing of members' resolution at general meetings where shareholders are given the opportunity to engage in an elaborate discussion with the board of directors of the corporation pertaining to the overall performance of the corporation for the year as well as to vote on relevant resolutions presented at the general meeting which require their approval (Armous, Deakin, & Konzelmann, 2003). Besides that, shareholders in their role to ensure proper governance also have the power to convene a general meeting and raise a motion to remove a director, or replace the board of directors in the event where the board failed to act in the best interests of the shareholders or where the good governance system of the corporation has been breached by the board. This power is provided under Section 310 of the Companies Act 2016.

Finance Part 2

Tobias Bleicker



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