

Rödl & Partner

# GROWING TOGETHER

Legal and Tax Advisory - South Africa

Business Compliance



”Thanks to its impressive growth potential, Africa is becoming an increasingly attractive investment destination. Many African countries enjoy political and economic stability and offer excellent opportunities for business ventures. The enormous range of opportunities poses new challenges to companies investing in Africa. Whether you are planning to start a business in the renewable energy or tourism sectors or want to launch an infrastructure project, you can always rely on our experienced Africa experts. Our team is committed to working with you to understand your requirements, developing a carefully crafted market entry strategy and thereafter successfully implementing your strategy.”

Rödl & Partner



# Impact of legal and tax obligations on business in South Africa

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Legislation and the South African legal framework places increasingly complicated and onerous requirements on companies in South Africa. This, together with the high penalties for non-compliance therewith, leads to companies and businesses, both foreign and local, needing to consult with professional advisors.



At Rödl & Partner, we proudly offer a professional, practical and innovative approach to business, legal, secretarial and tax services, whilst always keeping our clients' specific requirements as our principal motivation.

Our team of professionals strive to implement a range of solutions tailored specifically to suit your business, whether foreign or local, already well-established or in the start-up phase.

# Overview of our Services

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## LEGAL, CORPORATE STATUTORY COMPLIANCE AND GOVERNANCE SERVICES

### Commercial Agreement

- Commercial and residential lease agreements
- Equipment lease agreements
- Commercial property transactions – offers to purchase and sale agreements
- Intellectual property related contracts – assignment and co-existence agreements
- Distributor agreements – in country and cross border
- Agency agreements
- Marketing agreements – TV, radio and print ads, promoters, talent management, activation agreements, usage agreements, royalty agreements and co-existence agreements
- Credit and finance related agreements
- Supplier agreements – raw material, packing, equipment outbound and inbound etc.
- Warehousing and stock management agreements
- Sale of business agreements and sale of assets agreements
- Service level agreements with third parties and inter group companies
- Co-packing and contract packing agreements
- Loan agreements
- Confidentiality and non-disclosure agreements
- IT Contracts
- Website Policies

### Company and Trust

- Sale of shares agreements
- Memorandum of Incorporation
- Shareholders' agreements
- Board and Committee Charters
- Rules of Governance
- Data Governance Policies
- Corporate Governance Policies
- Trust Deeds

### Employment

- Employment related agreements – mutual separation agreements, contracts of employment, transfers, retrenchments, restraint of trade, confidentiality, part time or temporary worker agreements
- Employment and company policies

### Renewable Energy

- Power Purchase agreements
- Engineering, Procurement and Construction agreement

### Training and Advisory

- Legislation summary: preparation of written summary of particular law
- In-house workshop: interactive presentation on particular law or changes
- Legal advice: written advice entailing the application of law to facts
- Data governance: training on data governance plans and implementation

### Compliance and Review

- Attending to all necessary matters as prescribed by the Companies Act 71 of 2008 as well as effecting any and all changes at the Registrar of Companies (Companies and Intellectual Property Commission – CIPC)

- Compliance with regulations and legislation
- Registration and formation of new companies
- Share and Director amendments
- Preparation of required resolutions
- Compliance with the company's Memorandum of Incorporation
- Adherence to the principles of good corporate governance
- General advice and consulting on the Companies Act and best practice
- Maintenance of Corporate Statutory records and registers
- Data protection (including policies and related agreements)
- Financial Intelligence Center registration and compliance
- Acting as Share Transfer Secretaries
- Safe keeping of company documents and records
- Preparation of notice, agenda and meeting pack
- Attendance of Board meetings for minute-taking
- Administration of Trust in terms of the trust deed and Trust Property Control Act

#### Due Diligence

- Legal Due Diligence or Health-Check: review of various legal requirements to ascertain compliance as part of a due diligence process or as an ad-hoc health-check
- HR Due Diligence or Health-Check: review from a labour law perspective to ascertain compliance as part of a due diligence process or as an ad-hoc health-check
- Statutory Due Diligence or Health-Check: review from a company law perspective to ensure compliance as part of a due diligence process or as an ad-hoc health-check.

#### Mergers and Acquisitions

- Merger and Acquisition Strategy
- Due Diligences
- Joint Ventures
- Advice on, assistance with and execution of the appropriate structure, legal and reporting requirements
- Drafting the required Agreements and Documents relevant to the transaction

#### B-BBEE Ownership Restructures

- Advice on different ownership structures
- Preparation and registration of a B-BBEE Trust
- Drafting of the necessary Contracts and Documents relating to the B-BBEE ownership structure

#### Exchange Control

- General advice regarding exchange control approval
- Facilitation of endorsement of share certificates
- Facilitation of approval for shareholder / third party non-resident loans
- Facilitation of approval for licence agreements / royalty agreements and management fee agreements

## TAX CONSULTING SERVICES

### Compliance

- Exit and Arrival Interviews: personal meetings with expatriates
- Submission of annual income tax returns (ITR12) for expatriates: mandatory for all expatriates
- Submission of bi-annual provisional tax returns (IRP6) for expatriates: mandatory for provisional taxpayers
- Tax registrations and de-registrations upon arrival in / departure from South Africa

### Due Diligence

- Tax Due Diligence or Health-Check: review of various tax requirements to ascertain compliance as part of a due diligence process or as an ad-hoc health-check

### Consulting and Advisory

- Inward and foreign investment
- Cross-border transactions within a group of companies, including benchmarking studies
- Foreign exchange transactions
- Mergers, acquisitions and disposals of businesses
- Intra-group transactions within local companies
- Differential tax treatment pertaining to various legal entities, including locally registered companies, external companies, partnerships, sole traders, PBO's, Trusts and other entities
- Withholding taxes on royalties, dividends, interest and management fees
- Double taxation Agreements
- Interpretation of all South African tax statutes, regulations, SARS interpretation notes and rulings
- Tax considerations pertaining to Contracts of all types, including employment, purchase Contracts, sales Contracts, agencies, distributorships and use of intellectual property
- Tax aspects of other employment related matters including fringe benefits, retirement, dismissal and retrenchment
- Tax treatment of expatriates working in South Africa, including net salary Agreements
- Tax Residency: covering all aspects of tax residency in respect of the international assignments of employees
- Tax treatment of emigration and immigration
- Resolution of disputes with SARS
- Tax arrangements when taxpayer is in financial distress
- Communications with SARS, including correspondence with SARS / meetings with SARS / applications for SARS rulings
- Tax accrual reviews and tax health checks
- Communication with foreign tax experts where appropriate
- Identification, registration and computation of taxable income of permanent establishments in South Africa
- Assistance with advice, opinions, submissions, resolutions and negotiations of tax matters
- Compliance with tax laws
- Appropriate tax planning and strategies

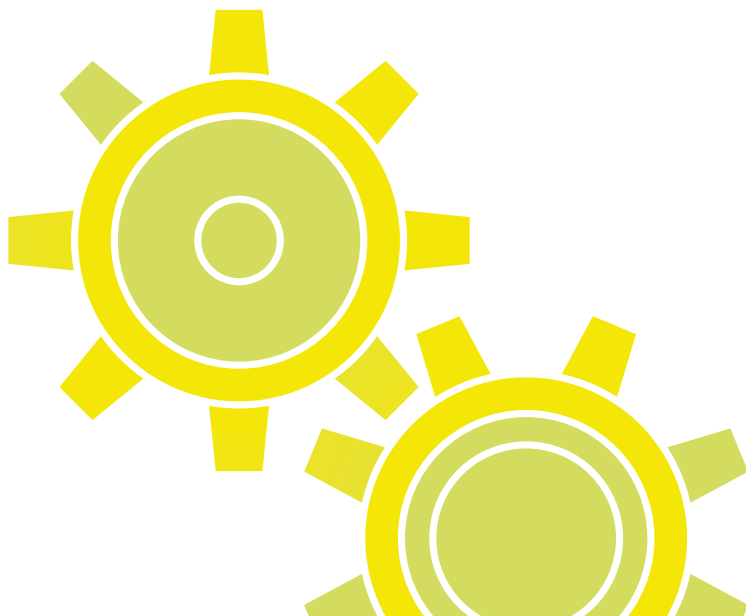
## BUSINESS PROCESS OUTSOURCING SERVICES

### Compliance

- Payroll services: calculation and deduction of Employees Tax (PAYE) and other payroll taxes, optimization of salary structures
- Bookkeeping services tailored to all corporate structures
- Bookkeeping for your subsidiary, branch office
- Reporting according to IFRS, IFRS for SME's and HGB
- Payroll accounting, HR reporting, Master data maintenance, travel expense claims
- Annual financial statements
- Compliance with tax laws
- Corporate Income tax returns and VAT returns

### Consulting and Advisory

- Specialised solutions for sub-process, such as creditors and debtors management
- Modern, cloud-based accounting systems and reporting
- Compliance with tax laws
- Appropriate tax planning and strategies
- Management reporting as required by client





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Steve Robinson is a Chartered Accountant (CA(SA)) and Registered Auditor with over 40 years of audit and commercial accounting experience. He is currently a Director at Rödl & Partner Legal and Tax (Pty) Ltd and the head of our Advisory Services department in South Africa. Steve previously worked at KPMG South Africa for over 28 years as an Audit Partner.



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Nicole is admitted and enrolled as an Advocate of the High Court of South Africa and currently works as a Senior Legal Advisor at Rödl & Partner Legal and Tax (Pty) Ltd. She holds a Bachelor of Law degree from the University of the Witwatersrand, a Post-Graduate Diploma in Drafting and Interpretation of Contracts from the University of Cape Town, a Post-graduate Diploma in Corporate Law from the University of Johannesburg and an Advanced Labour Law Diploma from the University of South Africa. Nicole has strong corporate commercial and labour experience and assists clients with all legal matters, including corporate commercial law, private M&A transactions and other commercial driven legal projects, data protection law, labour law and general legal compliance. Nicole specialises in corporate commercial law, labour law, industrial relations and global data protection.





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Anna-Lena Becker is a German lawyer based at the Cape Town (South Africa) office of Rödl & Partner, one of the largest international professional services firm of German origin. Anna-Lena studied in Mainz (Germany), Glasgow (Scotland) and holds a Masters of Law Degree from the University of Cape Town. At Rödl & Partner, Anna-Lena assists foreign companies in investment in South Africa and coordinates their investments within other African countries.



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Marinda Marais is admitted and enrolled as an Attorney of the High Court of South Africa (non-practicing) and currently works as a Corporate Secretarial Administrator at Rödl & Partner Legal and Tax (Pty) Ltd. She holds a Bachelor of Law degree from the University of Pretoria as well as a Post-Graduate Diploma in Drafting and Interpretation of Contracts and a Post-Graduate Diploma in the Fundamental Principles of the Companies Act. At Rödl & Partner, Marinda assists clients with all statutory requirements of a company including company formations and all company secretarial aspects.



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Serene Harmse is a qualified Chartered Secretary and currently works as a Corporate Secretarial Administrator at Rödl & Partner Legal and Tax (Pty) Ltd. She holds a Bachelor of Commerce in law degree from the University of South Africa, a Post-Graduate CIS qualification from The Chartered Governance Institute Southern Africa as well as a Post-Graduate Diploma in Drafting and Interpretation of Contracts from the University of Johannesburg. In addition, she holds professional membership with The Chartered Governance Institute and The Institute of Directors Southern Africa. At Rödl & Partner, Serene assists clients with all statutory compliance requirements including company formations and all company secretarial aspects.



**Roger Bramwell**  
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Roger Bramwell is a Chartered Accountant (CA(SA)) with over 30 years of tax practice and experience and currently works as a Tax Specialist at Rödl & Partner Legal and Tax (Pty) Ltd. Roger previously worked at Ernst & Young for over 25 years as a Tax Partner. Roger holds a Bachelors of Commerce degree as well as a Higher Diploma in Tax Law from the University of the Witwatersrand. At Rödl & Partner, Roger focuses on corporate tax matters including, particularly, cross border transactions including transfer pricing and benchmarking studies, group structuring and tax and ownership aspects of Broad-Based Black Economic Empowerment (B-BBEE).



**Colin Caldwell**  
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Colin Caldwell is a qualified chartered accountant with over 25 years of professional experience in project and management accounting, who heads the Business Process Outsourcing service line in South Africa. Colin is a member of several professional bodies namely South African Institute of Chartered Accountants, The Independent Regulatory Board for Auditors and the Financial Planning Institute. His motivated team supports mostly subsidiaries of mid-sized German companies, specializing mainly in the automotive, renewable energy and manufacturing industries.



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Estelle Geldenhuys is a financial accountant with over 30 years of professional experience. Estelle joined Rödl & Partner at inception of the South African company. Estelle is a qualified tax practitioner with various diplomas and certificates and is a member of the South African Institute of Tax Practitioners (SAIT).



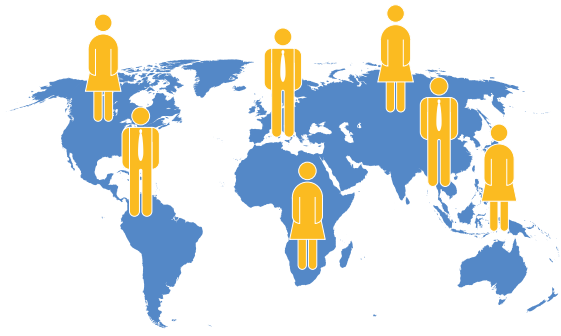
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Debra Caldwell is a financial accountant with over 20 years of professional experience. Debra previously worked at Caldwell and Associates and joined Rödl & Partner in 2011. Debra has a B Com Accounting degree and B Com Honours from the University of South Africa. At Rödl & Partner, Debra focuses on performing the accounting function for South African subsidiaries of German companies and cross border transactions.

# What sets us apart?



## GLOBALLY CONNECTED

As attorneys, tax advisers, management and IT consultants and auditors, we are present with more than 100 own offices in around 50 countries. Worldwide, our clients trust our more than 5,500 colleagues.

We possess extensive knowledge and understanding of the African markets. We thus know what necessary building blocks must be put in place in order to establish a company, manage a branch or foreign office, or implement individual projects successfully.



## THE CLIENT IN FOCUS

The Rödl & Partner “Kümmerer-Prinzip” (Custodian Principle) ensures that each client has access to a dedicated contact person who makes every effort to ensure that the client can make optimal use of all the services and expertise offered by Rödl & Partner. The “custodian“ is always there for the client, identifying the nature of the advice needed and pinpointing matters which require clarification. The “custodian” is also the first point of contact in critical situations.

The Custodian is the account team leader and is responsible for ensuring that the client is kept up to date in respect of legislative and other changes that may affect the client’s business operations.



## INTERDISCIPLINARY APPROACH

We work with renowned specialists whose approach is truly interdisciplinary as the needs and projects of our clients can hardly be categorised under only one professional discipline. Our approach is based on the knowledge that the expertise our consultants have each acquired in their different business areas allows them to merge seamlessly into interdisciplinary teams.

What truly sets us apart is not our interdisciplinary approach nor our global reach or our particularly strong connection to family businesses. It is the combination of these elements that cannot be found anywhere else – this combination makes Rödl & Partner into a firm that is committed to comprehensively supporting our client’s business goals, wherever in the world these might lead.

# Your contacts

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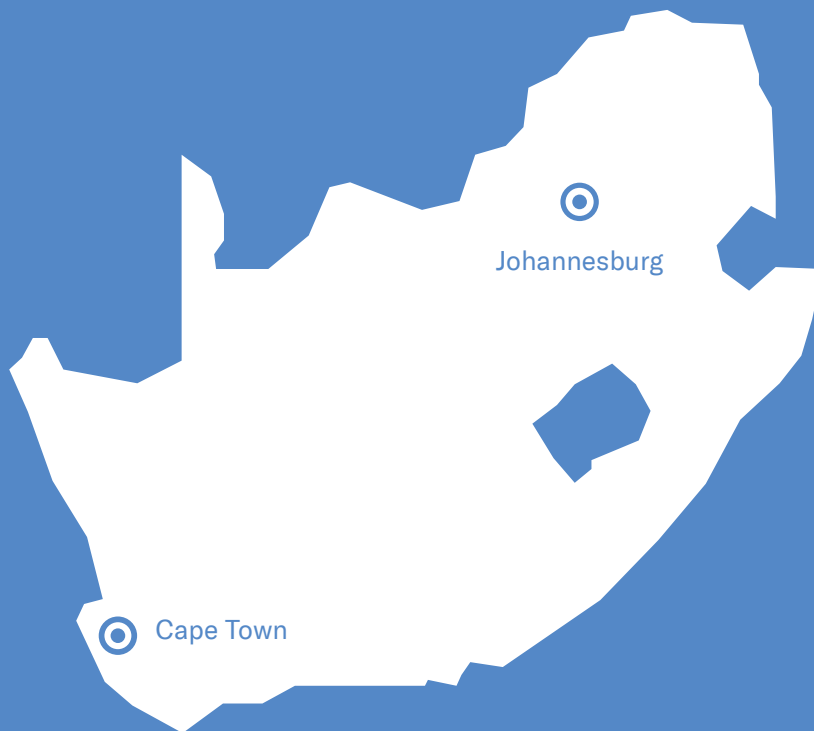
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