



B Corp Legal Framework for South African companies

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What is the B Corp Legal Framework?

Certified B Corporations are legally required to consider the impact of their decisions on all of their stakeholders - a model known as [stakeholder governance](#). The legal requirement ensures that B Corps remain legally accountable to all of their stakeholders - workers, communities, customers, suppliers, and the environment - not just shareholders.

The B Corp legal framework intends to specify what language companies need to adopt, as well as where in their governing documents, so that there is enforceability in their commitment to stakeholder governance. This guide will lead companies in South Africa through the steps to adopt the B Corp Legal Language in their governing documents.

Please note that the information in this guide does not, and is not intended to, constitute legal advice. You should contact your attorney to obtain advice with respect to any legal matter.

How Can Companies in South Africa Adopt the B Corp Legal Requirement?

To adopt the B Corp Legal Language, the company must pass a special resolution to amend the Memorandum of Incorporation (MOI) or replace it with a new MOI that includes the B Corp Legal Language.



The company will need to:

1. Prepare an amendment to the MOI to include the B Corp Language or adopt a new MOI including that language, and table it before shareholders together with a special resolution to amend/replace the MOI;
2. Pass a special resolution to adopt the amended or new MOI, with the approval of at least 75% of shareholders;
3. At the same time as Step 1, the shareholders should pass a general authorising resolution that authorises the company to file the amendment/replacement of the MOI with the Companies and Intellectual Property Commission (CIPC), and a director (or another person authorised on behalf of the company) to sign the Form CoR 15.2 – Notice of Amendment;
4. Then, the company should file the following items with the CIPC:
 - the amended/new MOI
 - duly completed and signed [Form CoR 15.2](#)
 - a recently certified copy of the ID or passport of the person who signed the CoR 15.2, i.e. certified within 3 months of submission to the CIPC.

Filings are often carried out by company secretarial service providers and can be completed electronically or manually. Electronic filing is preferable.

5. Pay the estimated filing fee of R250 (as of March 2023).
6. The CIPC will then assign a registration number, enter the information in the register, endorse the CoR 15.2 form and MOI and issue a registration certificate. A registration certificate is conclusive evidence that all the requirements for the amendment or replacement of the MOI have been complied with.

Where Can I Find the B Corp Legal Language for South African companies?

You can find the B Corp Legal Language for companies in South Africa on the B Corp Legal Requirement Tool [here](#).

What is the Applicability of the B Corp Legal Framework for South African Companies?

The language provided is for private, for-profit companies in South Africa.