

CORPORATE RESPONSIBILITY SEMINAR SERIES 2012, JOHOR BAHARU

SSM's CORPORATE RESPONSIBILITY INITIATIVES AND OTHER UPDATES

NOR AZIMAH ABDUL AZIZ

DIRECTOR

CORPORATE DEVELOPMENT & POLICY DIVISION

COMPANIES COMMISSION OF MALAYSIA

OVERVIEW

SSM's Corporate Responsibility Initiatives

Limited Liability Partnerships Act 2012

Interest Schemes

1Day Incorporation

MyCoID

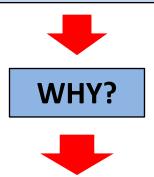


SSM'S CORPORATE RESPONSIBILITY INITIATIVES



WHY THE COMPANIES COMMISSION OF MALAYSIA DRIVES CR?

The Companies Commission of Malaysia (SSM) is placed in the best position to drive the CR culture among the corporate and business communities in Malaysia.



SSM is the Registrar of all companies and businesses in Malaysia.



Existence of SSM's organizational linkage and networking

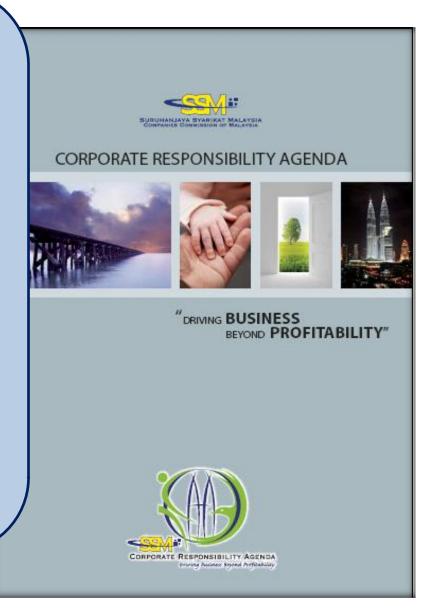
Availability of a ready pool of auxiliary supportive elements

THE SSM CR AGENDA

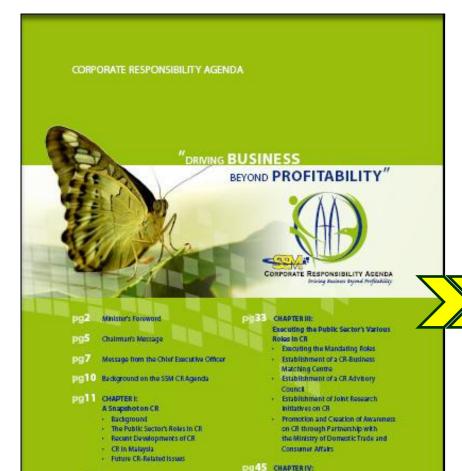
Developed pursuant to SSM's Second Direction Plan (2010-2014) which envisages SSM as the driver of CR by the end of 2014.

Agenda was launched on 30 June 2009.

This Agenda sets out SSM's strategic framework which outlines SSM's approach in inculcating the culture of CR amongst companies & businesses in Malaysia, focusing on Small Medium Enterprises (SMEs).



CONTENTS OF THE SSM CR AGENDA



The SSM CR Agenda Parameter

SSM's Organizational Statements

SSM's Objectives in the Pursuit of the

The SSM CR Agenda Tagline and Logo
 Organizational Classification of

SSM's Definition of CR

CR Agenda

CR Initiatives

SSM's Embrace of the Notion of CR

International Level Engagements

Conclusion

CHAPTER I: A SNAPSHOT ON CR

Touches on the origin and evolution of the concept of CR & explains the role played by the public sector in relation to CR

CHAPTER II: THE SSM CR AGENDA PARAMETER

Explains SSM's organizational parameter in relation to CR which includes the definition, organizational statement, objectives & classification.

CHAPTER III: EXECUTING THE PUBLIC SECTOR'S VARIOUS ROLES IN CR

Explains the initiatives that will be taken by SSM in carrying out its role as one of the public bodies in Malaysia.

CHAPTER IV: SSM'S NOTION OF CR

Explains the initiatives that will be taken by SSM in applying the concept of CR within SSM itself & also forming relationships with international bodies promoting CR.

THE SSM CR AGENDA PARAMETER

DEFINITION: Commitment by corporations and businesses towards

Achieving sustainability in the social, economic and

environmental conditions in furtherance

to the pursuit of profitability

OBJECTIVES:

- 1. To nurture the culture of CR in the Malaysian business environment;
- 2. To encourage all companies to strive in striking an equilibrium between the quest for profitability and creating a sustainable living environment;
- 3. Inculcate a corporate culture among Malaysian corporate players that values and recognizes all CR initiatives pursued by corporations demonstrated as creating premium for companies and businesses; and
- 4. Pursue and propagate good corporate governance in a more holistic basis.

DRIVING BUSINESSES BEYOND PROFITABILITY

Towards driving businesses to operate beyond profitability, SSM has carried out several CR-related initiatives since the launch of the SSM CR Agenda in 2009:

_		
INITIATIVES	Creation of an Internal	Establishment of
	Dedicated Driver	the CR Unit
	Formation of Strategic Alliances	UKM
		IIM
		UNICEF
	Advocacy: Sharing of Knowledge	Advocacy to SSM's
		staff
		Training for staff & stakeholders
		Provision platform to strategic partners
	Promotional Drive	Engagement with media

CREATION OF AN INTERNAL DEDICATED DRIVER

The CR Unit has been established and placed under the Corporate Development and Policy Division, consisting of two officers. The CR Unit is generally tasked to strategize and implement CR-related initiatives in furtherance to the SSM CR Agenda.

FORMATION OF STRATEGIC ALLIANCES

Since the launch of the SSM CR Agenda, SSM has formed strategic alliances with three dynamic partners:

UKM:

 To collaborate in the area of CR, mainly focusing on research and advocacy.

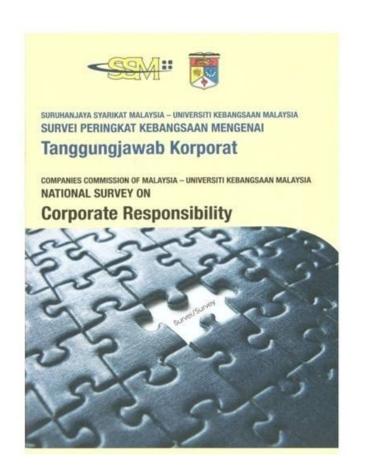
IIM:

 To collaborate in the area of CR and corporate integrity.

UNICEF:

 To collaborate towards enhancing the well-being of children through the practice of CR.

SSM – UKM NATIONAL SURVEY ON CR

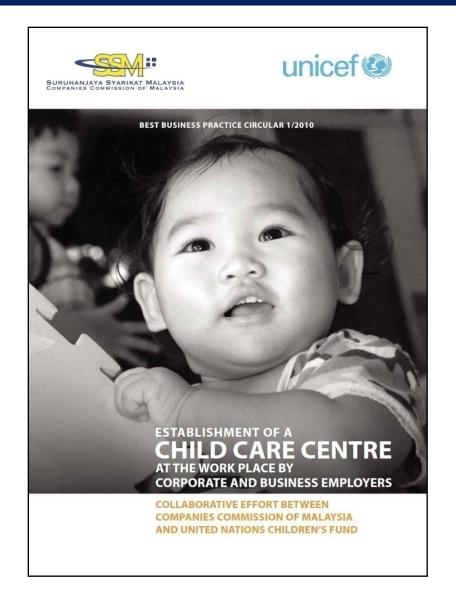


- Signed an MOU and undertook a national survey on Corporate Responsibility for the companies and businesses in Malaysia
- The survey is aimed to determine the level of understanding, awareness and practice of corporate responsibility in Malaysia.
- SSM had received approximately 10% responses of the surveys issued.
- The results of this survey will be jointly analysed by SSM and UKM and is expected to be released and published in the third quarter of 2012.

FORMATION OF STRATEGIC ALLIANCES

CR-related Initiatives	Partner	Triple Bottom Line
Best Business Practice Circular 1/2010 (BBPC 1/2010) titled "Establishment of a Child Care Centre at the Work Place by Corporate & Business Employers".	UNICEF	Social element
Tool Kit to Complement BBPC 1/2010 on "How to set up a Child Care Centre at the Work Place".	UNICEF	Social element
Organization of the IIM-SSM CR & Corporate Integrity Forum Series	IIM	Economy element
Organization of the Tuanku Ja'afar Law Conference on CR & CG	UKM	Economy element
Best Business Practice Circular 2/2011 (BBPC 2/2011) titled "Establishing a Conducive Working Environment for Women: Nursing Mothers Programme at the Workplace".	UNICEF	Social element
Best Business Practice Circular 3/2012 (BBPC 3/2012) titled "Achieving Corporate Integrity".	Corporate Integrity Roundtable Members	Economy element

BEST BUSINESS PRACTICE CIRCULAR (BBPC) 1/2010



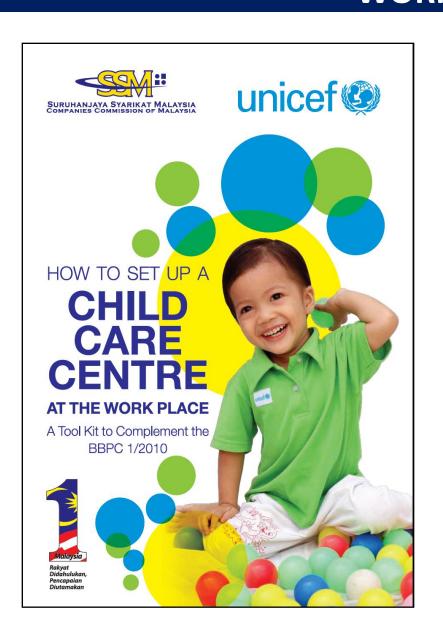
Launched by YB Dato' Sri Ismail Sabri Yaakob, Minister of Domestic Trade, Cooperatives & Consumerism, on 28 January 2010

Serves as a general guideline to facilitate employers in setting up child care centres at the work place for their employees.

Touches on:

- The general legal and regulatory framework;
- II. The general procedures for the registration of child care centres; and
- III. The main principles of child care.

TOOL KIT ON HOW TO SET UP A CHILD CARE CENTRE AT THE WORK PLACE



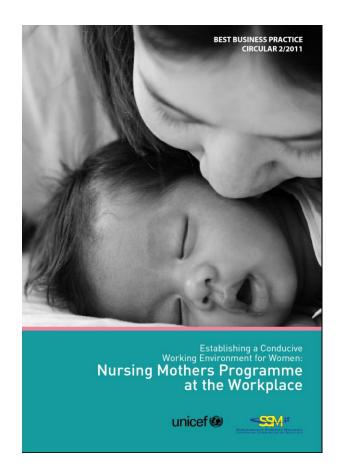
Launched by YABhg. Datin Paduka Seri Rosmah Mansor on 9 November 2010

Complements the Best Business Practice Circular 1/2010 on the Establishment of Child Care Centres at the Work Place by Corporate and Business Employers

Touches among others, on the following:

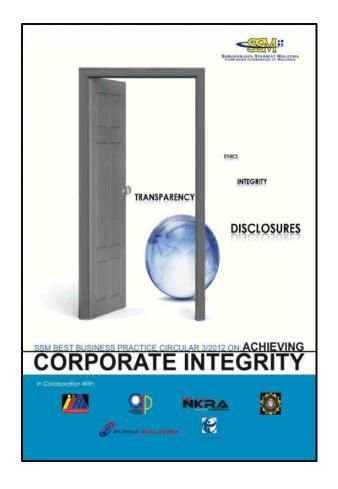
- I. The application of the principle of best interest of the child;
- II. Recruitment of qualified staff;
- III. The importance of having child centred programmes and curriculum;
- IV. The need for staff performance monitoring;
- V. The need for human resource management;
- VI. Financial resources; and
- VII. Registration procedures.

BBPC 2/2011 ENTITLED "ESTABLISHING A CONDUCIVE WORKING ENVIRONMENT FOR WOMEN: NURSING MOTHERS PROGRAMME AT THE WORKPLACE"



- This BBPC was launched on 24th November 2011 in Kota Kinabalu at SSM's Annual Dialogue Sabah 2011 by Puan Hajah Rokiah Mohd Noor, Deputy Chief Executive Officer (Operations) and Mr. Hans Olsen, UNICEF's Representative to Malaysia and Special Representative to Brunei Darussalam.
- This BBPC highlights the role that companies and businesses can play in supporting family and child-friendly environment at the workplace by endorsing a nursing mother's programme.
- The BBPC lists the basic components for a nursing mother's programme and guides on establishing a nursing room.
- It lists the tremendous implementation benefits that employers will gain from contributing to a nursing mother's programme at the workplace.

BBPC 3/2012 ACHIEVING CORPORATE INTEGRITY



- 1. This BBPC was launched on 27th January 2012 by YB Dato' Sri Ismail Sabri bin Yaakob, Minister of Domestic Trade, Co-operatives and Consumerism at Menara SSM@Sentral, KL.
- 2. It promotes the Corporate Integrity Pledge (CIP) and Corporate Integrity System Assessment and Questionnaire (CISAQ), both are formal commitments by companies to abide by ethical business practices and to support the national campaign against corruption.
- 3. It provides a guideline on aspects of the CIP and CISAQ and the benefits that companies and businesses may derive once the CIP and CISAQ are implemented.
- 4. CIP and CISAQ are voluntary in nature which businesses and companies are encouraged to adopt towards ensuring business viability and sustainability.

TUANKU JA'AFAR LAW CONFERENCE

The Tuanku Ja'afar Law Conference was jointly organized by SSM and UKM on 19 & 20 Oct 2010 at Menara SSM@Sentral, Kuala Lumpur.

The theme of this conference was CR & CG, where more than 30 papers were presented by presenters from local and International jurisdictions on these two subject matters.

The conference was a beneficial platform as it had provided people from different backgrounds i.e from the industry, the regulator and academia, to discuss, exchange views and share knowledge & experiences pertaining to CR & CG.

IIM-SSM CR & CORPORATE INTEGRITY FORUM SERIES



The IIM-SSM CR & Corporate Integrity Forum Series was a jointly organized by SSM and IIM.

The main objective was to create awareness and enhance the understanding of the concept of CR and corporate integrity among the corporate and business community, especially the SMEs, noting that the SMEs in Malaysia form 99.2% from the total number of business establishments.

Thus far, two series have been conducted, one in Kuala Lumpur on 18 March 2010 and one in Penang on 16 July 2010.

PROMOTIONAL DRIVE

kanak-kanak sangat relevan

kondusif buat anak-anak

s memastikan tahun pembangunan

omuniti, melaksanakan penyelidikan

mengawasi dan berhubung dengar mereka - pusat jagaan adalah jalan

tanerune iawah kornorat di kalangan

persefahaman (MoU) dengan UNICEF kehajikan kanak-kanak di negara ini

ENUBUHKAN pusat penjagaan kanak-kanak di tempat kerja merupakan ikhnar yang relevan dengan

SSM has engaged the media to promote its CR-related initiatives, as part of its effort to create awareness among the public generally, and the business and corporate community specifically.

SSM has featured articles on its initiatives in the media relating to the CR-related initiatives.

Malaysia (SSM) premises in Kuala Lumpur yesterday. With her

Cooperatives and Consumerism Minister Datuk Seri Ismail Sabr

Datuk Tan Lian Hoe. The prime minister's wife had earlier laune

on How to Set Up a Child Care Centre at the Workplace, an initiative wnich rocuses on

quality care and education for children below 5 years old. — NST picture by Hasriyasyah



Seri Ismail Sabri Yaakob (kanan) dan Naib Canselor

UKM, Tan Sri Hapsah Syed Hasan Shahabudin (kiri).

nya ketika berucap pada Maj-

lis Pelancaran Kerangka Ba-gaimana Untuk Menubuh-

kan Pusat Penjagaan Kanak-Kanak Suruhanjaya Syarikat

Malaysia (SSM)-UNICEF di

Hadir sama, Menteri Per-

sayangi, Justeru, penjagaan dagangan Dalam Negeri, Koturumah, menyebabkan ibu mereka tidak boleh dipan-peratuk dada Kepenggunaan, tidak mempunyai pilian ja, selain meningkatkan inej Datuk Seri Ismal Sebri Ya-lain selain berhenti kerja.

katkan produktiviti kerja. Malaysia (SSM "Anak anugerah Tuhan sini, semalam.

vang perlu dilindungi dan di-

kementerian dan agensi ke-

rajaan menubuhkan pusat itu di premis masing-masing. "Mengasuh anak tugas

mencabar ibu bapa yang be-kerja berikutan kejadian je-nayah culik dan penderaan

oleh pengasuh atau pemban-

an kanak-kanak di tempat kerja boleh membawa kepa-da keseimbangan pembangu-

mendatangkan kesan positif

ENHANCING THE DOMESTIC LEGAL & POLICY FRAMEWORK ON CORPORATE RESPONSIBILITY

CURRENT

Various laws relating to CR:

Environmental Law
Employment Relations Law
Consumer Protection
Labour Laws

Bursa Malaysia Listing Requirements – PLCs:

Provide statement on CR activities in Annual Report – Rule 9.25 read together with Item 29 of Appendix 9C

Ratified UN Conventions relating to CR:

UN Convention No. 8 (Elimination of Discrimination against Women)
UN Convention No. 11 (Children's Rights)
ILO Convention no. 138
(Minimum Age)

Khazanah Nasional Berhad – GLCs:

Silver Book: Achieving
Value through
Corporate
Responsibility

FUTURE

Directors' Report will cover additional matters including policies on internal control and CR

SSM'S UPDATES



THE LIMITED LIABILITY PARTNERSHIPS ACT 2012



LIMITED LIABILITY PARTNERSHIP ACT 2012

- Limited Liability Partnerships Act 2012
 - Passed in Parliament on 21 December 2011
 - Date of Royal Assent 2 February 2012
 - Gazetted on 9 February 2012
- Date of implementation / Effective Date: After June 2012



INTRODUCTION

- What is a limited liability partnership?
 - ✓ A new business vehicle.
 - ✓ A hybrid between company and conventional partnership offering fundamentally:
 - i. the privilege of limited liability accorded to the partners of the LLP; and
 - ii. the flexibility of internal management.

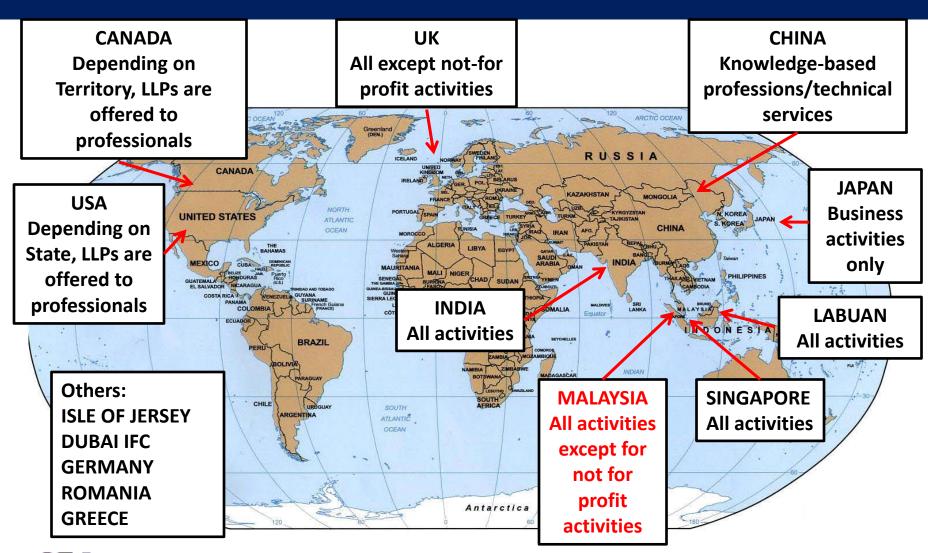


GENERAL CHARACTERISTICS

- LLP is a body corporate and shall have:
 - ✓ legal personality separate from its partners;
 - ✓ perpetual succession; and
 - ✓ unlimited capacity.
- Flexible internal arrangement through:
 - ✓ LLP agreement; or
 - ✓ In the absence of agreement, default provisions covering the mutual rights and duties of LLP and its partners.



LLP WORLDWIDE



RATIONALE FOR THE INTRODUCTION OF LLP IN MALAYSIA

Access to limited liability status

✓ To encourage entrepreneurship and to promote business growth.

Closing the gap in current framework

- ✓ To provide an alternative business vehicle to complement the traditional choices of business vehicles.
- ✓ To provide flexibility and freedom to select the best business model that suits needs and requirements of businesses on the basis of commercial criteria.
- ✓ More affordable vis-à-vis companies
- ✓ More protection vis-à-vis sole proprietorships/firms



TARGET PARTICIPANTS FOR LLP IN MALAYSIA

- Small businesses
- Professionals
- Joint ventures
- Venture capitals



FORMATION OF LLP

• LLP may be formed:

- ✓ by a minimum of two persons (wholly or partly individuals or bodies corporate);
- ✓ for any lawful business with a view of profit; and
- ✓ in accordance with the terms of the LLP agreement.

LLP formed for professional practice must:

- ✓ consist of natural persons of the same profession; and
- ✓ have in force professional indemnity insurance as approved by the Registrar.



CONVERSION INTO LLP

Who can convert?

- Conventional partnerships:
 - ✓ registered under the Registration of Businesses Act 1956;
 or
 - ✓ any partnership established by two or more persons for the carrying on any professional practice.
- Private companies incorporated under the Companies Act 1965.



IMPLEMENTATION PLAN OF LLP

- Full leverage of electronic filing
- No prescribed forms
- Transactions based concept
- Target rolled out after June 2012



INTEREST SCHEMES



WHAT ARE INTEREST SCHEMES?

- Interest schemes are regulated by SSM under Division 5 of Part IV of the Companies Act 1965 as an <u>alternative mode of</u> <u>fund raising, by way of subscription of interests</u>.
- In existence for more than 20 years in Malaysia.

TYPES OF 'INTEREST' UNDER SECTION 84(1) OF THE COMPANIES ACT 1965

- Interest in profits, assets & realization of business or scheme
- Interest in a common enterprise to gain profit from efforts of the promoter
- Interest in investment contract
- Interest in time sharing scheme

FEATURES OF AN INTEREST SCHEME

- ✓ Interest in a scheme/business
- ✓ Payment by purchaser
- ✓ Upkeep and maintenance of the scheme/assets under the scheme by the operator of the scheme
- ✓ Promise of returns in either cash or otherwise

BUT DOES NOT INCLUDE INTEREST IN:

- ✓ shares/debenture of a company
- ✓ Unit trust scheme
- ✓ Policy of Insurance
- ✓ Partnership agreement

REGISTERED SCHEMES

TYPES OF REGISTERED SCHEMES:

- Membership in Golf & Recreational Clubs
- Membership in Recreational Clubs
- Licence for the use of urns/burial plots in Memorial Parks;
- Membership in Marina Clubs
- Membership in Timesharing Schemes

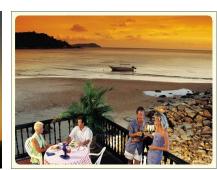




Equipment Sharing Schemes - Ice-cream machines
 ICT Equipments and Water Vending Machines.

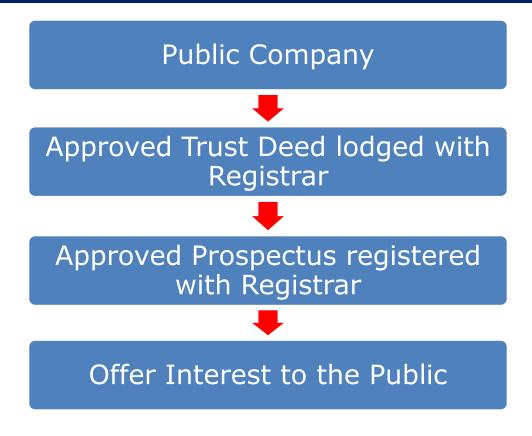








SSM: PRE-REQUISITE REQUIREMENTS



COMPLIANCE WITH POLICY GUIDELINES AND REQUIREMENTS

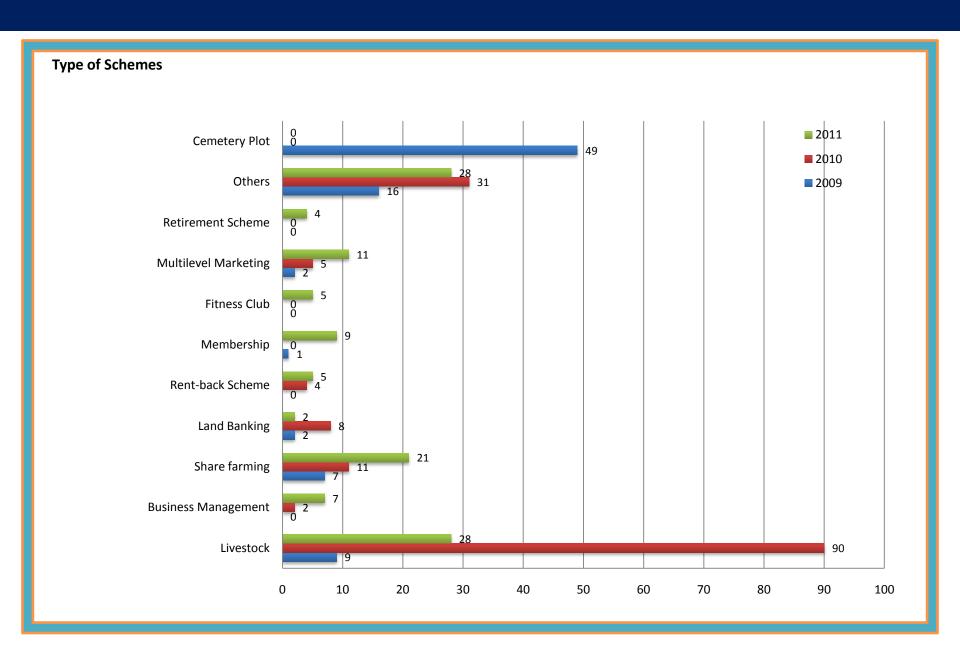


CURRENT CHALLENGES

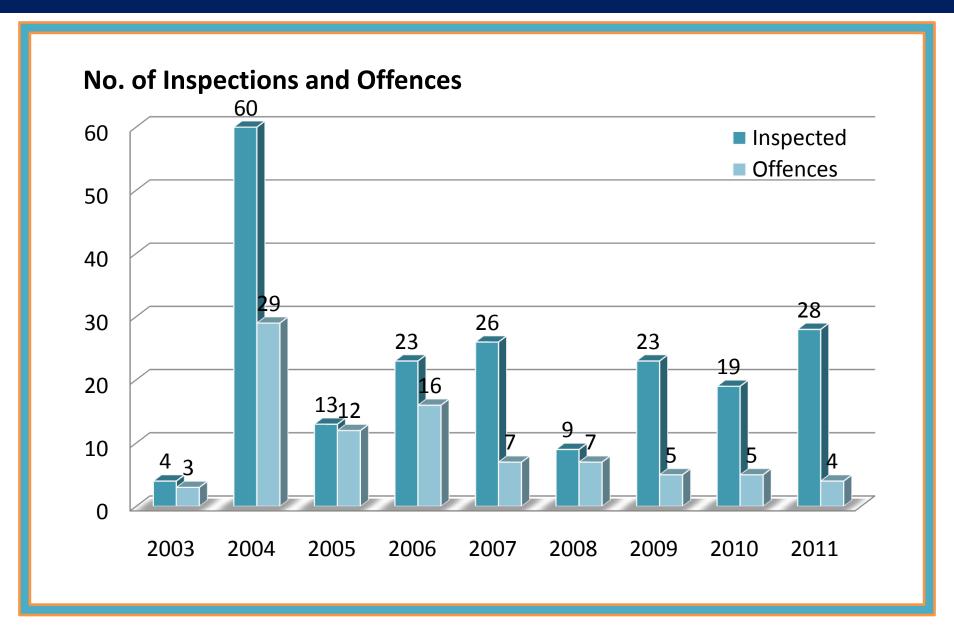
- Interest Schemes are commonly used as a scam to manipulate peoples' money.
- Unregistered operators are making offers to the public and promising unrealistic returns.
- The need for enhancement of the public protection mechanism in interest schemes.



NUMBER OF UNREGISTERED SCHEME CASES MONITORED SINCE 2009



NUMBER OF INSPECTIONS CONDUCTED AND NUMBER OF OFFENCES DETECTED



ENFORCEMENT ACTIONS

>>Oleh Nor Azura Abdul Jalil

zura@hmetro.com.my

ETALING IAYA: Dua eksekutif kanan sebuah syarikat dihadapkan ke Mahkamah Sesyen di sini semalam, atas pertuduhan menawarkan kepada orang ramai skim pelaburan mengusahakan sarang burung yang tidak diiktiraf Pendaftar Syarikat.

Pengarah Urusan Syarikat Four Sea Hardware Sdn Bhd. Wong Sen Chiew, 54, bagaimanapun mengaku tidak bersalah terhadap pertuduhan itu di hadapan Hakim

Balqis Mohd Ali.

Mengikut pertuduhan, dia didakwa melakukan kesalahan menawarkan skim pelaburan itu sedangkan tidak mempunyai Surat Ikatan Amanah oleh

Pendaftar Svarikat. Bagi kesalahan itu, Wong didakwa mengikut Seksyen 91(1) Akta Svarikat 1965 yang boleh dihukum mengikut Seksyen 94(1)(a) akta sama, yang boleh dipenjara sehingga lima tahun atau denda atau kedua-duanya jika sabit kesalahan.

Mahkamah membenarkan tertuduh diikat jamin RM50,000 dengan seorang penjamin dan turut dikenakan svarat tambahan iaitu

Tawar skim tak diiktiraf

Dua eksekutif kanan tidak mengaku salah

menyerahkan pasport kepada mahkamah menetapkan 22 April depan untuk sebutan semula kes.

Di Mahkamah Sesyen berlainan, Wong menghadapi pertuduhan kedua iaitu menawarkan kepada orang awam membeli saham svarikat itu melalui satu skim dikenali mengusahakan sarang burung sedangkan ketika tawaran itu dibuat ia bukan perniagaan biasa yang menjalankan perniagaan jual-beli saham.

Bagi kesalahan itu, dia didakwa mengikut Seksyen 363(5) Akta Syarikat 1965 yang boleh dipenjara 10 tahun atau denda, jika sabit kesalahan.

Hakim Aslam Zainuddin

membenarkan tertuduh diikat jamin RM50,000 dengan seorang penjamin serta diarahkan menyerahkan pasport kepada mahkamah dan menetapkan tarikh sama iaitu pada 22 April depan untuk sebutan semula.

Seorang lagi pengarah syarikat sama, Kok Sai Hong, 35, didakwa bersubahat dengan Wong terhadap pertuduhan sama iaitu menawarkan untuk membeli kepentingan dalam svarikat itu.

Dia didakwa mengikut Seksyen 91(1) Akta Syarikat 1965 dan boleh dihukum mengikut Seksyen 94(1)(a) Akta Syarikat 1965 yang memperuntukkan hukuman penjara sehingga lima tahun

atau denda atau kedua-duanya, jika sabit kesalahan.

Bagi pertuduhan kedua, Kok didakwa bersubahat dengan Wong sehingga menyebabkan orang ramai membeli saham melalui skim pelaburan itu.

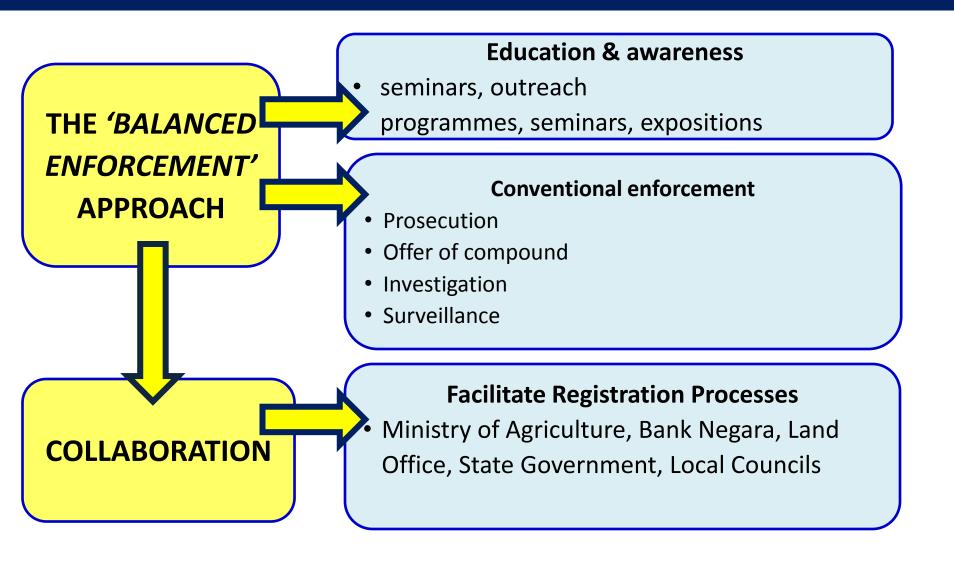
Kesalahan itu didakwa mengikut Seksyen 363(5) Akta Syarikat 1965 yang boleh dihukum penjara sehingga 10 tahun atau denda RM250,000

jika sabit kesalahan.

Kedua-dua tertuduh didakwa melakukan kesalahan itu di Golden Nest Properties International (M) Berhad, Unit A-19-1 Tingkat 1, Blok A Java One, NO 72A Ialan Universiti di sini, antara 28 November 2008 hingga 1 Oktober 2009.



SSM'S APPROACHES IN REGULATING INTEREST SCHEME



SSM: THE WAY FORWARD

- Development of a modern, dynamic and relevant regulatory framework for interest scheme which caters for all segments of the economy:
 - ✓ introducing a standalone legal framework for interest schemes through a new piece of legislation.
- Removing obstacles for growth of interest schemes by:
 - ✓ allowing offering of interests by all companies irrespective of size and nature;
 - ✓ introducing an entry point for private companies to be allowed to register interest scheme, based on the threshold to be determined;
- Carrying out continuous public awareness on Interest Scheme Businesses.



THANK YOU

