



# DIRECTORS' CONFLICT OF INTERESTS – HOW COMPANY SECRETARY IS TO ADVISE

## COURSE INTRODUCTION

There is a position of trust placed on the director upon his appointment to the Board. He must therefore avoid situations in which his own interest conflict with those of the company. It is enshrined in the Companies Act 2016 that the duty of a director is to disclose all conflict of interest and avoid conflict unless the company releases the director from that duty. Non-disclosure of a conflict of interest can lead to criminal action, so it is essential for the company secretary to understand the duties of the director and to advise accordingly.

## COURSE OBJECTIVES

This course offers insights into the potential conflict of interest faced by company individual directors and the board as a whole when making decisions for the company. It will guide the secretary to identify the factors that constitute a conflict of interest and from there, to advise the directors accordingly on the statutory obligations imposed on the director in terms of disclosure and their fiduciary duties towards the company on the transaction that is to be entered by the company. The secretary is also to advise when conflict arises, how the director can either avoid, mitigate, manage and monitor this conflict on an ongoing basis.

## COURSE CONTENTS

- Statutory provisions on director's duty in relation to conflict of interest.
- Examples of conflict of interest.
- Penalties for breaching the duty to avoid conflict of interest.
- Steps to avoid, mitigate, manage and monitor the conflict of interest.
- Mechanisms available to the board of directors in assessing and dealing with conflict of interest.
- Application and extent of the duty to persons connected to directors.

## LEARNING OUTCOME

By attending this programme, participants will be able to:

- Understand the legal requirements on disclosure of conflict and even potential conflict.
- Identify potential conflict of interest.
- Appreciate frameworks when addressing conflict of interest.
- Identify the role of the director and the board in managing conflict of interest.
- Assess the legal ramifications of failing to address conflict of interest.

## WHO SHOULD ATTEND

Company secretaries, company directors, CEOs, lawyers, accountants and corporate consultants.

## ABOUT THE TRAINERS

**Leong Oi Wah** is a Fellow Member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and has more than 30 years of experience in handling corporate secretarial matters in the profession and the corporate sector.

Oi Wah is also involved in advisory on corporate secretarial requirements including corporate restructuring and compliance with various regulatory bodies such as the Registrar of Companies, Bursa Malaysia Securities Berhad, Securities Commission and other authorities. She is an approved trainer with Pembangunan Sumber Manusia Berhad and does regular training for the Companies Commission Malaysia Training Academy and other professional bodies.

## ADMINISTRATIVE DETAILS

| DATE                 | PLATFORM  | EVENT CODE     |
|----------------------|---|----------------|
| 25 March 2021        | Webinar @ Microsoft Team  | 038/21/CEP/WEB |
| Time                 | 9.00 a.m. - 5.00 p.m.   |                |
| Training Methodology | Lecture and case discussion   |                |
| Fee                  | RM500.00 Standard<br>RM400.00 Licensed Secretary.<br>Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak. |                |
| CPE points           | 8   |                |