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SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA
(Agensi di bawah KPDNHEP)

2021

- GETTING STARTED WITH COMPANIES
- DIRECTORS, MEMBERS AND MEETINGS
- CESSATION OF BUSINESS
- CONSTITUTION, AUDIT AND ANNUAL RETURN
- SHARES AND SHARE CAPITAL
- CORPORATE GOVERNANCE



PATHWAY FOR BEGINNERS SERIES

COMPANY LAW AND COMPANY SECRETARIAL PRACTICE

COMPANIES COMMISSION OF MALAYSIA TRAINING ACADEMY



PATHWAY FOR BEGINNERS SERIES

COMPANY LAW AND COMPANY SECRETARIAL PRACTICE

COURSE INTRODUCTION

Pathway for Beginners Series on Company Law and Company Secretarial Practice (CSP) programme is designed and developed for beginners in the company secretarial profession and for those looking for a refresher course. **This programme combines the essential principles of company law in Malaysia under the Companies Act 2016 regime and the practical applications.**

The six topics under this programme for the year 2021 are:

1. Company secretary and getting started with companies.
2. Constitution, audit and annual return.
3. Directors, members and meetings.
4. Shares and share capital.
5. Cessation of companies.
6. Corporate governance for beginners.

COURSE OBJECTIVES

This programme walks the beginners through the basics of company law and CSP in a simple and plain language. It aims to guide them in understanding key legal principles of company law and learn the practical aspects and functions of a company secretary. Participants will acquire the skills to carry out the duties and tasks that have to be performed by a company secretary, think critically about various aspects of Companies Act and its applications. All participants arrive at a similar level and no prior knowledge is assumed.

LEARNING OUTCOME

By attending this course, the participants will be able to:

- Develop good understanding of essential principles of company law in Malaysia.
- Learn the basic overview legal framework of the Companies Act 2016.
- Learn the practical applications in administering companies under the Companies Act 2016.
- Identify the scope and apply the role and functions of a company secretary.
- Understand the law and best practice in key functional matters to ensure compliance under the Companies Act 2016.

WHO SHOULD ATTEND

Company secretarial assistants below two years of experience, support staff in secretarial department, personal assistants to company secretary, legal administrators and legal secretaries who are involved in corporate secretarial work.

NOTE TO PARTICIPANTS:

Compulsory to have a copy of Companies Act 2016 as reference at the programme.





PATHWAY FOR BEGINNERS SERIES

GETTING STARTED WITH COMPANIES

COURSE CONTENTS

COMPANY LAW

- Introduction to business entities – Sole proprietorship, partnership, limited liability partnership, company.
- Basic concepts.
- Classification of companies.
- Company limited by shares.
- Company limited by guarantee.
- Unlimited company.
- Private vs public companies.
- Corporate personality.
- Lifting the veil of incorporation.
- Related companies – holding and subsidiary; ultimate holding; wholly owned subsidiary; related companies.
- Company secretary – qualification, disqualification
- Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001 (AMLA)
- Foreign companies

CSP

- Incorporation of private, public and CLBG
- Step-by-step incorporation process.
- Conversion from private to public company.
- Conversion from public to private company.
- Exempt private companies.
- Company secretary - appointment, resignation, removal, roles and responsibilities, company secretary and corporate governance.
- Know your customer due diligence.
- Change of company's name
- Common seal
- Registration of foreign companies.

ABOUT THE TRAINERS

Dr. Usharani Balasingam is currently a Senior Lecturer at the Faculty of Law, University of Malaya. Prior to that, her work experience includes being an active legal practitioner of law as an Advocate and Solicitor of the High Court of Malaya. She was also in legal corporate advisory in Kuala Lumpur City Centre Berhad before entering academia. Dr. Usha has taught Company Law and Corporate Governance in the Faculty of Law, University of Malaya. She has researched and presented papers in local and international conferences. She has published articles in local and international journals and book chapters in the areas of education, law and ethics. She has also undertaken consultancy and projects in these areas. Dr Usha is a co-author of Navigating Companies Act 2016 for SMEs (2018, Sweet & Maxwell), as well as, Protecting the Elderly Against Abuse and Neglect (UM Press 2017).

Wong Wei Fong is an associate member of MAICSA and a holder of MBA from Sydney Business School, University of Wollongong. She has been involved in the corporate secretarial practice since year 1992, chalking up more than 28 years of experience in the field. She spent most of her career working in secretarial firms dealing with a wide range of clients from various industries. In the years spanning over 28 years, she has provided countless regulatory updates and briefings to board members to equip them with the right knowledge to discharge their fiduciary duties effectively.



ADMINISTRATIVE DETAILS

DATE	PLATFORM	EVENT CODE
3 - 4 February 2021	Webinar @ Microsoft Teams	016/21/CEP/WEB
Time	9.00 a.m. - 5.00 p.m.	
Training Methodology	Lecture, Case Laws, Discussions	
Fee	RM1,000.00 Standard RM800.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
CPE points	16	



PATHWAY FOR BEGINNERS SERIES

CONSTITUTION, AUDIT AND ANNUAL RETURN

COURSE CONTENTS

COMPANY LAW

- Basic concepts
- Constitution.
- Alteration of constitution.
- Object clause.
- Internal management rules
- Contracts – pre-incorporation contracts, provisional contracts and company contracts.
- Contracts with promoter.
- Contracts with directors.
- Contracts of substantial value.
- Auditors

CSP

- Constitution.
- Procedure and lodgement on alteration on object clause.
- Procedure and lodgement on alteration of various clauses in the constitution.
- Third Schedule
- Auditors – procedure for appointment / re-appointment, resignation, removal, remuneration, duties.
- Accounts to be kept.
- Audit matters.
- Preparation and submission of financial statements.
- Audit exemption.
- Step-by-step preparation and submission of Annual Return.

ABOUT THE TRAINERS

Dr. Chan Wai Meng is an associate professor at the Faculty of Business and Accountancy, University of Malaya. She lectures company law since she joined the Faculty in 1998. Wai Meng has published extensively. Among her recent publications on the company law are Essential Company Law in Malaysia: Navigating the Companies Act 2016 and Navigating the Companies Act 2016 for SMEs. She contributed to The Annotated Malaysian Companies Act 2016 published by Sweet & Maxwell Asia. Prior to joining the academia, Wai Meng was in legal practice and in the banking industry for ten years.

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ADMINISTRATIVE DETAILS

DATE	PLATFORM	EVENT CODE
2 - 3 March 2021	Webinar @ Microsoft Team	024/21/CEP/WEB
Time	9.00 a.m. - 5.00 p.m.	
Training Methodology	Lecture, Case Laws, Discussions	
Fee	RM1,000.00 Standard RM800.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
CPE points	16	



PATHWAY FOR BEGINNERS SERIES

DIRECTORS, MEMBERS AND MEETINGS

COURSE CONTENTS

COMPANY LAW

- Directors – Duties and power.
- Contracts with directors.
- Loans to directors.
- Membership, transfer and transmission.
- Members meetings – Notice, venue, quorum and proxy.
- Resolution – Ordinary, special, ordinary requiring special notice, written resolutions.
- Management review.

CSP

- Directors - Appointment, vacation of office, remuneration, etc.
- Members - Membership, shareholdings, etc.
- Board meetings - Pre, during and post matters.
- Members' meetings - Pre, during and post matters.
- Types of resolutions.

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Samantha Tai Yit Chan is a Fellow Member and Chartered Governance Professional of the Thought Leadership Committee, focussing to drive Corporate Governance initiatives, of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). With over 20 years of extensive corporate secretarial and advisory work, Samantha is well-respected for her thought leadership and is a much sought-after trainer for in-house trainings and public seminars. She was awarded the Asia Pacific Entrepreneurship Award 2019 (Outstanding Category) for Professional & Business Service Industry. Samantha is a Chief Executive Officer of Boardroom Corporate Services Sdn. Bhd.



ADMINISTRATIVE DETAILS

DATE	PLATFORM	EVENT CODE
26 - 27 July 2021	Webinar @ Microsoft Team	089/21/CEP/WEB
Time	9.00 a.m. - 5.00 p.m.	
Training Methodology	Lecture, Case Laws, Discussions	
Fee	RM1,000.00 Standard RM800.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
CPE points	16	



PATHWAY FOR BEGINNERS SERIES

SHARES AND SHARE CAPITAL

COURSE CONTENTS

COMPANY LAW

- Share capital.
- No par value regime.
- Allotment and issuance of shares.
- Classes of shares.
- Variation of class rights.
- Share buyback.
- Share financing.
- Dividend.

CSP

- Share capital - Types of shares, nature etc.
- Preference shares.
- Allotment and issuance of shares.
- Share certificate.
- Transfer and transmission of shares.
- Dividend.

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ADMINISTRATIVE DETAILS

DATE	PLATFORM	EVENT CODE
6 - 7 September 2021	Webinar @ Microsoft Team	114/21/CEP/WEB
Time	9.00 a.m. - 5.00 p.m.	
Training Methodology	Lecture, Case Laws, Discussions	
Fee	RM1,000.00 Standard RM800.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
CPE points	16	



PATHWAY FOR BEGINNERS SERIES

CESSATION OF COMPANIES

COURSE CONTENTS

COMPANY LAW

- Basic concepts
- Striking off by ROC
- Members voluntary winding-up
- Liquidator
- Management of assets of dissolved companies
- Compulsory winding-up
- Effects of winding-up

CSP

- Striking off by ROC
- Members' voluntary winding-up
- Liquidator
- Management of assets of dissolved companies
- Creditors' voluntary winding-up
- Compulsory winding-up

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Khoo Poh Poh is a Senior Executive Director, Transaction Advisory Services at Ernst & Young PLT, Malaysia. She has over 25 years of extensive experience in all facets of formal insolvency and corporate rescue mechanism, including judicial management, receivership, liquidation and restructuring of companies in various industries, and specialises in Legal Entity Rationalisation and resolution of regulated entities. She is a member of the Chartered Institute of Management Accountants, Chartered Global Management Accountants, and Malaysian Institute of Accountants (MIA). She is an elected council member of the Insolvency Practitioners' Association of Malaysia, an alternate member of the Insolvency Practitioners' Sub-Committee under MIA, and an active contributing member of the Technical Working Group for Resolving Insolvency, under the Special Task Force to Facilitate Business (PEMUDAH).



ADMINISTRATIVE DETAILS

DATE	PLATFORM	EVENT CODE
9 - 10 November 2021	Webinar @ Microsoft Team	148/21/CEP/WEB
Time	9.00 a.m. - 5.00 p.m.	
Training Methodology	Lecture, Case Laws, Discussions	
Fee	RM1,000.00 Standard RM800.00 Licensed Secretary, Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
CPE points	16	



PATHWAY FOR BEGINNERS SERIES

CORPORATE GOVERNANCE FOR BEGINNERS

COURSE CONTENTS

COMPANY LAW

- Basic concepts.
- Why corporate governance
- Theories
- Safeguards in the Companies Act 2016

CSP

- Malaysia Code of Corporate Governance
- Green book
- Malaysian Code for Institutional Investors
- Application to non-public listed companies

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ADMINISTRATIVE DETAILS

DATE	PLATFORM	EVENT CODE
02 December 2021	Webinar @ Microsoft Team	165/21/CEP/WEB
Time	9.00 a.m. - 5.00 p.m.	
Training Methodology	Lecture, Case Laws, Discussions	
Fee	RM500.00 Standard RM400.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
CPE points	8	



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**COMPANIES COMMISSION OF MALAYSIA
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