

RESOLVING BOARDROOM AND SHAREHOLDERS DISPUTES

COURSE INTRODUCTION

The management powers of a company are often exclusively vested in the board of directors. The directors have to discharge these powers in a fiduciary capacity and to act in the best interest of the company. Nonetheless, the shareholders of a company will often want their views to also be considered and to be taken into account. In some cases, the minority shareholders' interests may be sidelined. The majority vote, whether at the board or the shareholder level, may overrule all other views. This course will cover the common areas of dispute and disagreement that may occur among directors, shareholders, and where the Companies Act 2016 provides remedies to resolve certain deadlock situations.

COURSE OBJECTIVES

Participants will learn from practical case studies and from reported court decisions on the common scenarios of disputes among directors and shareholders. There will be tips and lessons on how to avoid and resolve such disputes. If the disputes have to be litigated, it is then important to know the legal remedies offered under the Companies Act 2016.

COURSE CONTENTS

Directors: Lessons Learnt from Boardroom Disputes

- Directors' rights and responsibilities.
- Case studies of common scenarios of disputes among directors and shareholders.
- Deadlock at board level and disagreements.
- Removal or suspension of directors.

Decision-making Process: Division between Directors and Shareholders

- The Federal Court case of Petra Perdana and the lessons learnt.
- The shareholders' right of management review.
- When shareholders' approval is required.

Shareholder Remedies: The WMDs

- Winding up on the just and equitable ground when there is a breakdown in relationship.
- Minority oppression relief.
- Derivative action by the aggrieved shareholder.
- Other common legal remedies by shareholders.

The Role of Company Secretaries in These Disputes

- Case studies on the important role of company secretaries in such disputes.
- The importance of the Guidelines Relating to Practising Certificate for Secretaries.
- The duties and responsibilities of company secretaries.

LEARNING OUTCOME

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

- Understand the common scenarios where there may be disputes among directors and shareholders.
- Identify possible strategies to resolve such disputes and disagreements.
- Learn from case studies and court decisions on how the Court has interpreted the legal provisions.
- Recognise the different shareholder remedies and director remedies offered under the Companies Act 2016.
- Understand the different roles and responsibilities of directors, company secretaries and shareholders when a dispute arises.

WHO SHOULD ATTEND

Company directors, company secretaries, shareholders, institutional shareholders, business owners, lawyers, accountants, and corporate consultants.

ABOUT THE TRAINER

Lee Shih is a litigation and arbitration partner. He acts regularly in matters involving corporate litigation and shareholder disputes. He is listed in the Chambers Asia-Pacific, Legal 500 Asia-Pacific and Benchmark Litigation Asia-Pacific, where he has been described as “well regarded for his expertise in company law, as well as restructuring and insolvency cases”.

He is the co-author of the textbook ‘Companies Act 2016: The New Dynamics of Company Law in Malaysia’, authored the chapter on ‘Companies and Securities’ in Bullen & Leake & Jacob’s Malaysian Precedents of Pleadings, and authored the chapter on ‘Cross-border insolvency’ in the Law and Practice of Corporate Insolvency in Malaysia.

He graduated with a LLB (Hons) degree from the University of Bristol. He is a Barrister-at-Law (Gray’s Inn) and an Advocate and Solicitor of the High Court of Malaya.

He regularly speaks at various conferences and seminars on the Companies Act 2016 and on company law in general. He has spoken at the SSM National Conference, the MIA International Accountants Conference and the MAICSA Annual Conference.

ADMINISTRATIVE DETAILS		
DATE	PLATFORM	EVENT CODE
10 February 2021	Webinar @ Microsoft Teams	018/21/CEP/WEB
20 May 2021	Webinar @ Microsoft Teams	060/21/CEP/WEB
11 October 2021	Webinar @ Microsoft Teams	135/21/CEP/WEB
Time	9.00 a.m. - 1.00 p.m.	
Training Methodology	Lecture and Case Discussion	
Fee	RM300.00 RM250.00	Standard Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.
CPE points	4	