

# COMPANIES ACT 2016 : LIABILITY OF MEMBERS

## COURSE INTRODUCTION

A member refers to a person (an individual or a corporation) that has joined a company and whose name is entered in the Register of Members. Such a member holds certain rights and obligations. A member shall not be liable for an obligation of a company by reason only of being a member of the company. The liability of a member of a company is limited to (a) in the case of a company limited by shares, any amount unpaid on a share held by the member; (b) in the case of a company limited by guarantee, any amount which the member has undertaken to contribute to the company in the event of it being wound up; (c) any liability expressly provided for in the constitution of the company; and (d) any liability as provided for under the Companies Act 2016 ("Act").



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## COURSE OBJECTIVES

The objective of this course is to provide the participants with an understanding of the circumstances where a member's liability is limited. It will assist the participants to identify at which juncture, a holder of shares is liable to calls. The course will also explore the concept of shareholders' or members' liability for company debts, including the legal protection of limited liability, exceptions to limited liability, and the circumstances in which the corporate veil may be pierced to hold the shareholders or members liable.

## COURSE CONTENTS

- Qualification of a member.
- Difference between a member and a shareholder.
- Nominee shareholder and the extent that it is recognized by the Companies Act 2016.
- Differences in calls and payments on the issue of shares.
- Obligation of shareholder when a call on shares is made.
- Shareholders' liability when the shares are forfeited.
- Circumstances leading to upliftment of the corporate veil.

## LEARNING OUTCOMES

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

- Have a better understanding of the circumstances where a member's liability is limited.
- Be aware of the obligations of the shareholder when a call is made on shares.
- Differentiate the rights of the shareholders before and after a forfeiture of shares.
- Comprehend better the circumstances where the corporate veil is uplifted.

## WHO SHOULD ATTEND

Shareholders, directors, company secretaries, auditors, accountants and anyone who wants to know about a member's liability.



## ABOUT THE TRAINER

**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 HRP Corp and does regular training for the Companies Commission Malaysia Training Academy and other professional bodies. She is also co-author of "Company Meetings, Minutes and Resolutions in Malaysia" published in 2021 by the Malaysian Current Law Journal.

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## ADMINISTRATIVE DETAILS

Date	19 June 2024
Platform	Virtual platform
Time	9.00AM – 1.00PM
Training Methodology	Lecture and case discussion
Fee	RM300.00 Standard RM250.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Society & Advocates Assoc. of Sarawak.
SSM CPE Points	4 Points

## HOW TO REGISTER?

**STEP  
1**

Strictly via online registration at <https://e-comtrac.ssm.com.my>

**STEP  
2**

### NEW USER (First Time Login)

- Click on **SIGN UP**
- Key in **REGISTRATION INFORMATION**
- Click on **REGISTER**
- Key in **USERNAME** and **PASSWORD**

### EXISTING USER

- Key in **USERNAME** and **PASSWORD**
- Click on **SIGN IN**

**STEP  
3**

- Select training
- Check on Available Seat
- Click on Add Participant
- Key in participant's information
- Click on Submit
- Check participant's details
- Click on Submit Payment

Note: Please submit your application within 15 minutes. Otherwise the system will automatically cancel your transaction and you will lose your seat(s). Please re-apply if you wish to proceed. Full payment shall be made at the point of registration.



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## TERMS & CONDITIONS FOR REGISTRATION OF TRAINING PROGRAMMES UNDER COMTRAC

### Payment Mode

- All training programmes registrations MUST be applied through e-COMTRAC. Upon submitting the registration application, participant is deemed to have read and accepted the terms and conditions herein.
- Payment by cash and cheque is not acceptable effective from January 2021.

### Webinar Access Link

- A notification e-mail with the webinar access link will be sent at least 24 hours before the commencement of the webinar.
- The access link is unique for registered participants and should not be forwarded or shared with others.

### Certificate of Attendance

- Participant will be issued a Certificate of Attendance upon full attendance of the programme and payment is received.
- A participant is allowed to attend **ONE** programme per day to be eligible for certificate of attendance. Request for refund will not be entertained if you have registered for more than one programme per day.
- SSM will charge an administrative fee of RM30.00 per copy for any replacement of certificate due to errors in name or identification card number wrongly filled by participant / representative during registration or loss of certificate, etc.

### Cancellation / Absent

- No refund will be given to participant who failed to attend the programme.
- Replacing registered participant is not allowed.

### Transfer

- Transfer of registration fee to another training programme is not allowed.

### Human Resources Development Corporation

Suruhanjaya Syarikat Malaysia is registered as a training provider with HRD Corp under GOV1000117857. All trainings are claimable under SBL Scheme subject to HRD Corp approval. Participant's employer needs to apply for grant at least one day before the commencement of training.

### Personal Data Protection Notice

Your personal data and other information provided in this application and including any additional information you may subsequently provide, may be used and processed by COMTRAC/SSM as a reference in future to communicate with you on our training programmes/events. In line with the Personal Data Protection Act 2010, we wish to obtain your agreement and consent for using your personal data. If you do not consent to the processing and disclosure of your personal data, you should send an e-mail to us at [comtrac@ssm.com.my](mailto:comtrac@ssm.com.my).

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### Disclaimer

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All information contained in the brochure is correct and accurate at the time of publication.

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## COMPANIES COMMISSION OF MALAYSIA TRAINING ACADEMY & KNOWLEDGE MANAGEMENT DIVISION

### Companies Commission of Malaysia

Level 12, Menara SSM@Sentral  
No.7, Jalan Stesen Sentral  
50623 Kuala Lumpur.

Tel : +603 2299 4906/ 4440/ 5308/ 4441  
Email : [comtrac@ssm.com.my](mailto:comtrac@ssm.com.my)  
Website : [www.ssm.com.my](http://www.ssm.com.my)

