

# 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 (the "Act") that the duty of a director is to disclose all conflicts 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 conflicts of interest faced company individual directors and the board as a whole when making decision for the company. It will guide the secretary to identify the factors that constitute a conflict of interest and to advise the directors accordingly on the statutory obligations imposed on the director in terms of disclosure and their fiduciary duties towards the company. The secretary is also to advise when the director is faced with conflicts, 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 conflicts of interest.
- Examples of conflict of interest.
- Penalties for breaching the duty to avoid conflict of interest.
- Step to avoid, mitigate, manage and monitor the conflict of interest.
- Examines the mechanisms available to the board of directors in assessing and dealing with conflicts of interest.
- Application and extent of the duty to persons connected to directors.

## LEARNING OUTCOME

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

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

## WHO SHOULD ATTEND

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

## 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 Pembangunan Sumber Manusia Berhad and does regular training for the Companies Commission Malaysia Training Academy and other professional bodies.

DATE	VENUE	EVENT CODE
<del>08 April 2020</del>	<del>Miri, Sarawak</del> <b>CANCELLED</b>	<del>CEP/MR/20/035</del>
19 October 2020	Menara SSM @ Sentral, Kuala Lumpur	CEP/KL/20/101
<del>27 October 2020</del>	<del>Miri, Sarawak</del> <b>CANCELLED</b>	<del>CEP/MR/20/132</del>
Time	9.00 am – 5.00 pm	
Training Methodology	Lecture and Case Discussion	
Fee	<b>RM500.00</b> Standard <b>RM400.00</b> Licensed Secretary Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
SSM CPE Points	8	

*Fee inclusive of certificate of attendance, seminar materials and refreshment.*



Use one form for each participant. Print or type clearly. This form can be downloaded from SSM's website at [www.ssm.com.my](http://www.ssm.com.my). Kindly make copies if more forms are needed. Please register me for the below programme:

DATE	EVENT CODE	PROGRAMME

**PARTICIPANT DETAILS:** *(All details must be completed)*

Name \_\_\_\_\_ I/C No. \_\_\_\_\_

Licensed Secretary No. \_\_\_\_\_ SSM PC No: \_\_\_\_\_

Professional Body Name & Membership No. \_\_\_\_\_

Designation \_\_\_\_\_

Company \_\_\_\_\_

Address \_\_\_\_\_

Office Tel. No. \_\_\_\_\_ Fax No. \_\_\_\_\_ Mobile No. \_\_\_\_\_

Email Address \_\_\_\_\_  
*(Please provide your e-mail address as registration confirmation is sent to you via e-mail.)*

Tax Invoice to be issued in the name of \_\_\_\_\_

Name of HR personnel \_\_\_\_\_ Tel. No. \_\_\_\_\_

Vegetarian Meal     Other Diet \_\_\_\_\_

Payment by cheque no. \_\_\_\_\_ amount RM \_\_\_\_\_

**PAYMENT TERMS**

- Fee is payable to **SURUHANJAYA SYARIKAT MALAYSIA**.
- Payment can be made in cash, cheque, bank draft, credit card, postal order or money order.
- Each programme fee must be paid separately.
- Only cheque issued by company/firm can be accepted. Companies/Firms that issue a non-valid cheque will be blacklisted.
- Personal cheque will not be accepted.
- On the reverse of each instrument of payment, please indicate the participant(s) name (maximum 5), License Secretary no./Professional Body name (if any), programme date and event code.
- Attach with a copy of the Registration Form (if payment made before the programme date) or Invoice (if payment made after the programme date) when submitting payment.
- Payment can be made at SSM, Level 17, Menara SSM @ Sentral, Kuala Lumpur and at all SSM branches in Malaysia.

**PROGRAMME FEE**

Fee is inclusive of certificate of attendance issued by the Companies Commission of Malaysia (SSM), training materials, refreshments and lunch (where applicable).

**FAX OR EMAIL YOUR REGISTRATION FORM WITH PAYMENT RECEIPT TO:**

COMTRAC & Knowledge Management Division, Level 12, Menara SSM @ Sentral, 7 Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50623 Kuala Lumpur  
Tel: +(603) 2299 4440 (Zakhir) / 4441 (Priya) / 5308 (Fuza) Fax: +(603) 2299 4451 / 4452 Email: [comtrac@ssm.com.my](mailto:comtrac@ssm.com.my)

**TERMS & CONDITIONS**

Registration is on a first-come-first-served-basis. No walk-in accepted. All registrations MUST be submitted to SSM accompanied with the full payment five (5) working days before the programme. Admittance will not be permitted unless payment or letter of guarantee is received. Participant will be issued a Certificate of Attendance upon full attendance of the programme and payment is received.

**Cancellation**

No refund is entertained if participant decide to cancel their registration but a substitute is welcome. Written notification of substitute's name must be received by COMTRAC at least three (3) working days prior to programme. Any difference in fee will be charged accordingly. In cases of cancellation/postponement of programme by COMTRAC, the registration fee will be refunded.

**Transfer**

No refund is entertained if participant fails to attend a programme. Transfer of registration fee to another programme is not allowed.

**Replacement Of Certificate**

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.

**DISCLAIMER**

SSM reserves the right to cancel programme, change date(s), venue(s), speaker(s) or any other changes due to any unforeseen circumstances that may arise without prior notice to participants. Upon submitting the registration form, you are deemed to have read and accepted the terms and conditions.

**PSMB**

Suruhanjaya Syarikat Malaysia is registered as a training provider with PSMB under KERAJAAN1846.

**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 get 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).