



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

2020 PATHWAY FOR BEGINNERS SERIES

COMPANY LAW AND COMPANY SECRETARIAL PRACTICE

- COMPANY SECRETARY AND GETTING STARTED WITH COMPANIES
- CONSTITUTION, AUDIT AND ANNUAL RETURN
- DIRECTORS, MEMBERS AND MEETINGS
- SHARES AND SHARE CAPITAL

2020 PATHWAY FOR BEGINNERS SERIES

COMPANY LAW AND COMPANY SECRETARIAL PRACTICE

COURSE INTRODUCTION

Pathway for Beginners Series on "Company Law and Company Secretarial Practice (CSP)" 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 its practical applications.

The four topics under this programme for the year 2020 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.

COURSE OBJECTIVES

This programme walks the beginner through the basics of company law and CSP in a simple and plain language. It aims to guide the beginners in understanding key legal principles of company law, learn the practical aspects and functions of a company secretary, 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 2016 and its applications. All participants are deemed to arrive at a similar level and no prior knowledge is assumed.

LEARNING OUTCOME

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

1. Develop good understanding of essential principles of company law in Malaysia.
2. Learn the basic overview legal framework of the Companies Act 2016.
3. Learn the practical applications in administering companies under the Companies Act 2016.
4. Identify the scope and apply the role and functions of a company secretary.
5. 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 bring your copy of Companies Act 2016 as reference at the programme.

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.

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 27 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 27 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.



COMPANY SECRETARY AND GETTING STARTED WITH COMPANIES

DAY 1: COMPANY LAW

- Introduction to business entities - Sole proprietorship, partnership, limited liability partnership, company.
- Corporate personality.
- Lifting the veil of incorporation.
- Classification of companies.
- Company limited by shares.
- Company limited by guarantee.
- Unlimited company.
- Public vs private vs exempt private companies.
- Related companies - holding and subsidiary; ultimate holding; wholly owned subsidiary; related companies.

DAY 2: CSP

- Company secretary - appointment, resignation, cessation, removal, qualification, disqualification, roles and responsibilities and corporate governance.
- Know your customer due diligence.
- Incorporation process - pre and post matters.
- Conversion from private to public company.
- Conversion from public to private company.
- Exempt private companies.
- Foreign companies.
- Change of company's name.

CONSTITUTION, AUDIT AND ANNUAL RETURN

DAY 1: COMPANY LAW

- Constitution.
- Alteration of constitution.
- Object clause.
- Contracts - pre-incorporation contracts, provisional contracts and company contracts.
- Contracts with promoter.
- Contracts with directors.
- Contracts of substantial value.
- Auditors.

MODULE 2: CSP COURSE CONTENTS

- Constitution.
- Auditors.
- Accounts to be kept.
- Audited financial statements and audit matters.
- Audit exemption.
- Financial statements - preparation and submission.
- Annual return - preparation and submission.

DIRECTORS, MEMBERS AND MEETINGS

DAY 1: 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.

DAY 2: 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.

SHARES AND SHARE CAPITAL

DAY 1: 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.

DAY 2: CSP

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

ADMINISTRATIVE DETAILS

DATE	PATHWAY FOR BEGINNERS SERIES	VENUE	EVENT CODE
30 - 31 March 2020	Company secretary and getting started with companies.	Menara SSM @ Sentral, Kuala Lumpur	CEP/KL/20/030
01 - 02 July 2020	Constitution, audit and annual return.	Menara SSM @ Sentral, Kuala Lumpur	CEP/KL/20/058
09 - 10 September 2020	Company secretary and getting started with companies.	Menara SSM @ Sentral, Kuala Lumpur	CEP/KL/20/133
13 - 14 October 2020	Constitution, audit and annual return.	Menara SSM @ Sentral, Kuala Lumpur	CEP/KL/20/134
04 - 05 November 2020	Directors, members and meetings.	Menara SSM @ Sentral, Kuala Lumpur	CEP/KL/20/135
02 - 03 December 2020	Shares and share capital.	Menara SSM @ Sentral, Kuala Lumpur	CEP/KL/20/122

Programme Duration	2 days (9:00 am - 5:00 pm)		
Training Methodology	Lecture, case laws, group and individual exercises.		
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 per topic		

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. Kindly make copies if more forms are needed.

Yes, please register me for the below Programme(s).

PROGRAMME	DAY/MONTH	VENUE	STANDARD FEE	LICENSED SECRETARY & MEMBER OF PRESCRIBED BODIES FEE
PATHWAY FOR BEGINNERS ON 'COMPANY LAW AND COMPANY SECRETARIAL PRACTICE				
<input type="checkbox"/> Company secretary and getting started with companies	9-10 Sep 2020	Menara SSM@Sentral, Kuala Lumpur	<input type="checkbox"/> RM1,000	<input type="checkbox"/> RM800
<input type="checkbox"/> Constitution, audit and annual return	13-14 Oct 2020	Menara SSM@Sentral, Kuala Lumpur	<input type="checkbox"/> RM1,000	<input type="checkbox"/> RM800
<input type="checkbox"/> Directors, members and meetings	4-5 Nov 2020	Menara SSM@Sentral, Kuala Lumpur	<input type="checkbox"/> RM1,000	<input type="checkbox"/> RM800
<input type="checkbox"/> Shares and share capital	02-03 Dec 2020	Menara SSM@Sentral, Kuala Lumpur	<input type="checkbox"/> RM1,000	<input type="checkbox"/> RM800

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

- 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 and refreshments.

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) / 5308 (Fuza) Fax: +(603) 2299 4451 / 4452 Email: 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 ACT 2010 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.