

2022

SSM Webinar



RESOLVING BOARDROOM AND SHAREHOLDERS DISPUTES

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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.

WHO SHOULD ATTEND

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

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 Practicing 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.

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.

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ADMINISTRATIVE DETAILS

Date	25 April 2022
	15 August 2022
	07 November 2022
Platform	Virtual platform
Time	9.00 am – 1.00 pm
Training Methodology	Lecture and case discussion
Fee	RM300.00 – Standard RM250.00 – Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.
SSM CPE Points	4 points

HOW TO REGISTER?

1

Fee

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

2

NEW USER (First Time Login)

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

EXISTING USER of SSM EzBiz

- Key in USERNAME and PASSWORD
- Click on SIGN IN

3

- Select event code: XXX/22/CEP/WEB
- 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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