

# COMPANY CONSTITUTION IN MALAYSIA

## COURSE INTRODUCTION

Unlike the mandatory requirement to have a memorandum and articles of association (“M&A”) under the Companies Act, 1965 (repealed), a constitution is optional in the Companies Act 2016 (“Act”) for companies limited by shares. Where a company elects to forego a constitution, the company, each director and each member of the company shall have the rights, powers, duties and obligations as set out in the Act. However, where a company chooses to have a constitution, the rights, powers, duties and obligations of the directors and members will be as set out in the Act save insofar as they are modified (to the extent permitted under the Act) by the constitution.

The M&A of a company incorporated before implementation of the Act on 31 January 2017 and the provisions of Table A under the Fourth Schedule of the Companies Act 1965 (“Table A”) if adopted as all or part of the articles of association of a company at the commencement of Act, shall have effect as if made or adopted under the Act.

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## COURSE OBJECTIVES

The objectives of this course are to enable the participants to understand the legal provisions of the Act on constitution and its effect and how the company's existing M&A and in particular, Table A regulations that have been adopted has effect under the Act in relation to its powers and internal management. Whilst a number of the Table A regulations are replicated in the Act, some are made mandatory provisions and unlike the Table A regulations, it may not be replaced or modified. An examination would be made on the provisions in the Act that may be replaced or modified, provisions which applies only by adoption in a constitution.

## COURSE CONTENTS

### Legal provisions on constitution.

- Unlimited capacity of company.
- Doctrine of constructive notice abolished.
- Provisions in the Act allowed to be modified by the constitution.

### Framework of a company's constitution.

- Objects clause.
- Capacity, rights, powers or privileges of the company or restrictions.
- Inclusion of matters contemplated by the Act.
- Other matters as the company wishes to include in its constitution e.g. joint venture terms, bumiputra controlled clauses, governing director, etc.

### Presumptive or optional provisions of the Act.

- Identify phrases used to identify provisions of the Act that may be replaced or modified.
- Amendments needed to be in line with the provisions of the Act.
- Inclusion of provisions for use of electronic communication.

## LEARNING OUTCOMES

By attending this course, participants will be able to:

- Understand the gap of their existing M&A with the Act's provisions.
- Amend the existing provisions in the M&A to be in line with the provisions of the Act.
- Prepare resolutions and minutes to incorporate changes to the M&A.
- Understand the factors to consider when drafting the new constitution.

## WHO SHOULD ATTEND

Company secretaries, company secretarial assistants, company directors, lawyers, accountants, corporate consultants and all who are involved in the issuance of shares and securities.



## 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 HRD 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

<b>Date</b>	23 January 2024 03 July 2024
<b>Platform</b>	Virtual platform
<b>Time</b>	9.00AM – 5.00PM
<b>Training Methodology</b>	Lecture and case discussion
<b>Fee</b>	RM500.00 Standard RM400.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Society & Advocates Assoc. of Sarawak.
<b>SSM CPE Points</b>	8 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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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

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