



# 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the mandatory requirement to have a memorandum and articles of association ("M&A") under the Companies Act, 1965 (repealed), a constitution is optional in the Companies Act 2016 ("Act") for companies limited by shares.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. Participants will learn to discern if the provisions in the constitution prevail over the provisions of the Act.

## 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 programme, the 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.
- Distinguish when to follow the provisions of the constitution.

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## 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.

## ADMINISTRATIVE DETAILS

Date	24 June 2025
Platform	Virtual platform
Time	9.00 am - 5.00 pm
Training Methodology	Lecture and case discussion
Fee	RM500.00 Standard
	RM400.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Society & Advocates Assoc. of Sarawak.
SSM CPE Points	8 points

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## HOW TO REGISTER?

### STEP 01

Strictly via online registration at [www.ssm4u.com.my/ecomtrac](http://www.ssm4u.com.my/ecomtrac)

### STEP 02

#### 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 03

- 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

### PROGRAMME FEE

- Fee is payable to SURUHANJAYA SYARIKAT MALAYSIA.
- Admittance to training programme shall be granted only upon registration and full payment is received.

### PAYMENT MODE

- Registrations and payment for training programmes MUST be made through online at e-COMTRAC (<https://e-comtrac.ssm.com.my>). Upon submitting the registration application, participants are deemed to have read and accepted the terms and conditions herein.
- Payment by cash and cheque is not acceptable effective from January 2021.

### CLASSROOM TRAINING

- For classroom-based training, a confirmation e-mail will be sent to participants at least 1 working day prior to the programme.
- Participants are required to present Malaysia's identification card (MyKAD/NRIC) and foreign participants are required to present passport at the registration counter for verification and admission to training programme.
- Admittance may be denied upon failure to present identification card / passport.

### WEBINAR ACCESS LINK

- A notification e-mail with the webinar access link will be sent to participants at least 1 working day prior to the webinar.
- The access link is unique for registered participants and should not be forwarded or shared with others.

### CERTIFICATE OF ATTENDANCE

- Upon full attendance of the programme and payment is received, participants will be issued an e-Certificate of Attendance. For this purpose, it is imperative to fill in the email address correctly.
- Participants can download the e-Certificate of Attendance from e-COMTRAC platform in three (3) working days after the programme. Please take note that the certificate is available for download up to 30 days from the conclusion of the programme. An administrative fee of RM30.00 per copy is chargeable for downloading the certificate after the 30th day and 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 participants who failed to attend the programme.
- Replacing registered participant is not allowed.

### TRANSFER

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

### 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).

### HUMAN RESOURCES DEVELOPMENT CORPORATION

SSM 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.

### COPYRIGHTS

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### EXCLUSION OF LIABILITY

The speaker(s) or trainer(s) is independent and shall not represent SSM, act as its agent or otherwise represent that their personal views are endorsed by SSM. The assessments and views expressed during the programme are entirely the speakers'/trainers' own. SSM shall not be liable for whatever circumstances arising from any engagement between the speaker(s) or trainer(s) and the participant(s).

### DISCLAIMER

SSM reserves the right to cancel the 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. SSM also reserves the right to make alternative arrangements without prior notice. SSM accepts no responsibility for death, illness, injury, loss or damage of any property belonging to, or financial loss by any persons attending the programme, whatever the cause. SSM shall not be responsible for any costs, damages or losses incurred by participants due to the changes and / or cancellation. SSM is not responsible for the integrity of participants' computer or device, your internet signal bandwidth, or any other consideration outside of the control of SSM.


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

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

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