



COMPANIES ACT 2016 : RIGHTS AND LIABILITY OF MEMBERS

COURSE INTRODUCTION

A member refers to a person (an individual or a corporation) that has joined a company and whose name is entered in the Register of Members. A member of a company has certain rights, including, attending and voting at meetings, accessing information about the company's affairs, purchasing and selling shares, sue directors for breach of duty, propose resolutions, pre-emptive rights, etc. A member's liability to the company is limited to certain amounts, including any unpaid share amounts, amounts they have agreed to contribute to the company, and any liabilities stated in the company's constitution or the Companies Act 2016. A member shall not be liable for an obligation of a company by reason only of being a member of the company. The liability of a member of a company is limited to (a) in the case of a company limited by shares, any amount unpaid on a share held by the member; (b) in the case of a company limited by guarantee, any amount which the member has undertaken to contribute to the company in the event of it being wound up; (c) any liability expressly provided for in the constitution of the company; and (d) any liability as provided for under the Companies Act 2016 ("Act").

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COURSE OBJECTIVES



The objective of this course is to provide the participants with an understanding of the role and responsibilities of a member in a company. There will be a summary of provisions in the Act on the rights of the members and how they can exercise these rights. It will assist the participants to identify the liabilities which the members have and at which juncture, a holder of shares is liable to pay on calls on the shares. The course will also explore the concept of shareholders' or members' liability for company debts, including the legal protection of limited liability, exceptions to limited liability, and the circumstances in which the corporate veil may be pierced to hold the shareholders or members liable.

COURSE CONTENTS



- Qualification of a member – type, age, capacity.
- Difference between a member and a shareholder.
- Nominee shareholder and the extent that it is recognized by the Companies Act 2016.
- Differences in calls and payments on the issue of shares.
- Shareholders' liability when the shares are forfeited.
- Obligation of substantial shareholders to notify dealing in shares to the company and Registrar.
- Rights of members to appoint and remove a director.
- Rights accorded to members under the Act.
- Circumstances leading to upliftment of the corporate veil.
- Case studies on dealing with shareholders' deadlock.

LEARNING OUTCOMES

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



- Have a better understanding of the circumstances where a member's liability is limited.
- Be aware of the obligations of the shareholder when a call is made on shares.
- Differentiate the rights of the shareholders before and after a forfeiture of shares.
- Comprehend better the circumstances where the corporate veil is uplifted.

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WHO SHOULD ATTEND

Shareholders/members, directors, company secretaries, auditors, accountants and anyone who wants to know about a member's rights and liability.

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	15 May 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

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.

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.

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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



Companies Commision of Malaysia

Level 12, Menara SSM@Sentral
No.7, Jalan Stesen Sentral 5
Kuala Lumpur Sentral
50623 Kuala Lumpur



+603 2299 5498 / 4441 / 5308



+603 2299 4451 / 4452



comtrac@ssm.com.my