

# COMPANIES ACT 2016. REPLACING THE M&A WITH A NEW CONSTITUTION

## 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the mandatory requirement to have a memorandum and articles of association (“M&A”) under the Companies Act, 1965 (repealed), a constitution is optional in the Companies Act 2016 (“Act”) for companies limited by shares.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.

## 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 has effect under the Act in relation to its powers and internal management. An examination would be made on the regulations set out in Table A and other common articles and how it can still be effectively used or amended to be in line with the provisions of the Act.

Participants are required to bring along their copy of the Companies Act 2016 for reference purpose.

## COURSE CONTENTS

- **Legal provisions on constitution**
  - Unlimited capacity of company.
  - Doctrine of constructive notice abolished.
  - Provisions in the Act allowed to be modified by 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.
- **Re-modelling Table A provisions to meet the Act’s provisions**
  - Comparative of provisions of existing M&A and other common articles with the Act’s provision.
  - Amendments needed to be in line with the provisions of the Act.
  - Inclusion of provisions for use of electronic communication.

## LEARNING OUTCOME

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.

## WHO SHOULD ATTEND

Company secretaries, directors, corporate advisors, corporate professionals, lawyers, auditors and accounting professionals.

## 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 Pembangunan Sumber Manusia Berhad and does regular training for the Companies Commission Malaysia Training Academy and other professional bodies.

DATE	VENUE	EVENT CODE
08 April 2019	Menara SSM@Sentral, Kuala Lumpur	CEP/KL/19/032
19 November 2019	Promenade Hotel, Kota Kinabalu	CEP/KK/19/097
Time	9.00 am – 5.00 pm	
Training Methodology	Lecture and Case Discussion	
Fee	<b>RM500.00</b> Standard <b>RM400.00</b> Licensed Secretary Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.	
SSM CPE Points	8	

*Fee inclusive of certificate of attendance, compact disc pre-loaded with 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](http://www.ssm.com.my). Kindly make copies if more forms are needed. Please register me for the below programme:

DATE	EVENT CODE	PROGRAMME

**PARTICIPANT DETAILS:** *(All details must be completed)*

Name \_\_\_\_\_

I/C No. \_\_\_\_\_ Licensed Secretary No. \_\_\_\_\_

Prescribed 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 TERMS**

- 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, refreshments and lunch (where applicable).

**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) / 4441 (Priya) / 5308 (Fuza) Fax: +(603) 2299 4451 / 4452 Email: [comtrac@ssm.com.my](mailto: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 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](mailto:comtrac@ssm.com.my).