

# 2022

## SSM Webinar

# PATHWAY FOR BEGINNERS SERIES

COMPANY LAW AND COMPANY SECRETARIAL PRACTICE

- COMPANY SECRETARY AND GETTING STARTED WITH COMPANIES
- CONSTITUTION, AUDIT AND ANNUAL RETURN
- DIRECTORS, MEMBERS AND MEETINGS
- CORPORATE GOVERNANCE FOR BEGINNERS
- SHARES AND SHARE CAPITAL
- CESSATION OF COMPANIES





# PATHWAY FOR BEGINNERS SERIES ON COMPANY LAW AND COMPANY SECRETARIAL PRACTICE

## COURSE INTRODUCTION

**Pathway for Beginners Series on Company Law and Company Secretarial Practice (CSP)** programme is designed and developed for beginners in the company secretarial profession and for those looking for a refresher course. **This programme combines the essential principles of company law in Malaysia under the Companies Act 2016 regime and the practical applications.**

The six topics under this programme for the year 2022 are:

1. Company secretary and getting started with companies.
2. Constitution, audit and annual return.
3. Directors, members and meetings.
4. Shares and share capital.
5. Cessation of companies.
6. Corporate governance for beginners.

## COURSE OBJECTIVES

This programme walks the beginners through the basics of company law and CSP in a simple and plain language. It aims to guide them in understanding key legal principles of company law and learn the practical aspects and functions of a company secretary. Participants will acquire the skills to carry out the duties and tasks that have to be performed by a company secretary, think critically about various aspects of Companies Act and its applications. All participants arrive at a similar level and no prior knowledge is assumed.

## LEARNING OUTCOME

By attending this programme, participants will be able to:

1. Develop good understanding of essential principles of company law in Malaysia.
2. Learn the basic overview legal framework of the Companies Act 2016.
3. Learn the practical applications in administering companies under the Companies Act 2016.
4. Identify the scope and apply the role and functions of a company secretary.
5. Understand the law and best practice in key functional matters to ensure compliance under the Companies Act 2016.

## WHO SHOULD ATTEND

Company secretarial assistants below two years of experience, support staff in secretarial department, personal assistants to company secretary, legal administrators and legal secretaries who are involved in corporate secretarial work.

## NOTE TO PARTICIPANTS

Compulsory to have a copy of Companies Act 2016 as reference at the programme.



# PATHWAY FOR BEGINNERS SERIES : COMPANY SECRETARY & GETTING STARTED WITH COMPANIES

## COURSE CONTENTS

### COMPANY LAW

- Introduction to business entities – Sole proprietorship, partnership, limited liability partnership, company.
- Basic concepts.
- Classification of companies.
- Company limited by shares.
- Company limited by guarantee.
- Unlimited company.
- Private vs public companies.
- Corporate personality.
- Lifting the veil of incorporation.
- Related companies – holding and subsidiary; ultimate holding; wholly owned subsidiary; related companies.
- Company secretary qualification, disqualification.
- Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001(AMLA).
- Foreign companies.

### CSP

- Incorporation of private, public and CLBG
- Step-by-step incorporation process.
- Conversion from private to public company.
- Conversion from public to private company.
- Exempt private companies.
- Company secretary – appointment, resignation, removal, roles and responsibilities, company secretary and corporate governance.
- Know your customer due diligence.
- Change of company's name
- Common seal
- Registration of foreign companies.

## ABOUT THE TRAINERS

**Dr. Chan Wai Meng** is an associate professor at the Faculty of Business and Accountancy, University of Malaya. She lectures company law since she joined the Faculty in 1998. Wai Meng has published extensively. Among her recent publications on the company law are Essential Company Law in Malaysia: Navigating the Companies Act 2016 and Navigating the Companies Act 2016 for SMEs. She contributed to The Annotated Malaysian Companies Act 2016 published by Sweet & Maxwell Asia. Prior to joining the academia, Wai Meng was in legal practice and in the banking industry for ten years.

**Samantha Tai Yit Chan** is a Fellow Member and Chartered Governance Professional of the Thought Leadership Committee, focussing to drive Corporate Governance initiatives, of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA). With over 20 years of extensive corporate secretarial and advisory work, Samantha is well-respected for her thought leadership and is a much sought-after trainer for in-house trainings and public seminars. She was awarded the Asia Pacific Entrepreneurship Award 2019 (Outstanding Category) for Professional & Business Service Industry. Samantha is a Chief Executive Officer of Boardroom Corporate Services Sdn. Bhd.

## ADMINISTRATIVE DETAILS

Date	16 – 17 March 2022
Platform	Virtual platform
Time	9.00 am – 5.00 pm
Training Methodology	Lecture, case laws, discussions.
Fee	<b>RM1000.00</b> – Standard <b>RM800.00</b> – Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.
SSM CPE Points	16 points



# PATHWAY FOR BEGINNERS SERIES : CONSTITUTION, AUDIT AND ANNUAL RETURN

## COURSE CONTENTS

### COMPANY LAW

- Basic concepts
- Constitution.
- Alteration of constitution.
- Object clause.
- Internal management rules
- Contracts – pre-incorporation contracts, provisional contracts and company contracts.
- Contracts with promoter.
- Contracts with directors.
- Contracts of substantial value.
- Auditors

### CSP

- Constitution.
- Procedure and lodgement on alteration on object clause.
- Procedure and lodgement on alteration of various clauses in the constitution.
- Third Schedule
- Auditors – procedure for appointment / re-appointment, resignation, removal, remuneration, duties.
- Accounts to be kept.
- Audit matters.
- Preparation and submission of financial statements.
- Audit exemption.
- Step-by-step preparation and submission of Annual Return.

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## ADMINISTRATIVE DETAILS

Date	17 – 18 May 2022
Platform	Virtual platform
Time	9.00 am – 5.00 pm
Training Methodology	Lecture, case laws, discussions.
Fee	<b>RM1000.00</b> – Standard <b>RM800.00</b> – Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.
SSM CPE Points	16 points



# PATHWAY FOR BEGINNERS SERIES : DIRECTORS, MEMBERS AND MEETINGS

## COURSE CONTENTS

### COMPANY LAW

- Directors – Duties and power.
- Contracts with directors.
- Loans to directors.
- Membership, transfer and transmission.
- Members meetings – Notice, venue, quorum and proxy.
- Resolution – Ordinary, special, ordinary requiring special notice, written resolutions.
- Management review.

### CSP

- Directors – Appointment, vacation of office, remuneration, etc.
- Members – Membership, shareholdings, etc.
- Board meetings – Pre, during and post matters.
- Members' meetings – Pre, during and post matters.
- Types of resolutions.

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## ADMINISTRATIVE DETAILS

Date	03 – 04 August 2022
Platform	Virtual platform
Time	9.00 am – 5.00 pm
Training Methodology	Lecture, case laws, discussions.
Fee	<b>RM1000.00</b> – Standard <b>RM800.00</b> – Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.
SSM CPE Points	16 points





# PATHWAY FOR BEGINNERS SERIES : SHARES AND SHARE CAPITAL

## COURSE CONTENTS

### COMPANY LAW

- Share capital.
- No par value regime.
- Allotment and issuance of shares.
- Classes of shares.
- Variation of class rights.
- Share buyback.
- Share financing.
- Dividend.

### CSP

- Share capital - Types of shares, nature etc.
- Preference shares.
- Allotment and issuance of shares.
- Share certificate.
- Transfer and transmission of shares.
- Dividend.

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## ADMINISTRATIVE DETAILS

Date	<b>28 - 29 September 2022</b>
Platform	Virtual platform
Time	9.00 am - 5.00 pm
Training Methodology	Lecture, case laws, discussions.
Fee	<b>RM1000.00</b> - Standard <b>RM800.00</b> - Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.
SSM CPE Points	16 points



# PATHWAY FOR BEGINNERS SERIES : CESSATION OF COMPANIES

## COURSE CONTENTS

### COMPANY LAW

- Basic concepts
- Striking off by ROC
- Members voluntary winding-up
- Liquidator
- Management of assets of dissolved companies
- Compulsory winding-up
- Effects of winding-up

### CSP

- Striking off by ROC
- Members' voluntary winding-up
- Liquidator
- Management of assets of dissolved companies
- Creditors' voluntary winding-up
- Compulsory winding-up

## ABOUT THE TRAINERS

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**Khoo Poh Poh** is a Senior Executive Director, Transaction Advisory Services at Ernst & Young PLT, Malaysia. She has over 25 years of extensive experience in all facets of formal insolvency and corporate rescue mechanism, including judicial management, receivership, liquidation and restructuring of companies in various industries, and specialises in Legal Entity Rationalisation and resolution of regulated entities. She is a member of the Chartered Institute of Management Accountants, Chartered Global Management Accountants, and Malaysian Institute of Accountants (MIA). She is an elected council member of the Insolvency Practitioners' Association of Malaysia, an alternate member of the Insolvency Practitioners' Sub-Committee under MIA, and an active contributing member of the Technical Working Group for Resolving Insolvency, under the Special Task Force to Facilitate Business (PEMUDAH).

## ADMINISTRATIVE DETAILS

Date	<b>02 – 03 November 2022</b>
Platform	Virtual platform
Time	9.00 am – 5.00 pm
Training Methodology	Lecture, case laws, discussions.
Fee	<b>RM1000.00</b> – Standard <b>RM800.00</b> – Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Assoc. & Advocates Assoc. of Sarawak.
SSM CPE Points	16 points



# PATHWAY FOR BEGINNERS SERIES : CORPORATE GOVERNANCE

## COURSE CONTENTS

### COMPANY LAW

- Basic concepts.
- Why corporate governance
- Theories
- Safeguards in the Companies Act 2016

### CSP

- Malaysia Code of Corporate Governance
- Green book
- Malaysian Code for Institutional Investors
- Application to non-public listed companies

## ABOUT THE TRAINERS

**Dr. Usharani Balasingam** is currently a Senior Lecturer at the Faculty of Law, University of Malaya. Prior to that, her work experience includes being an active legal practitioner of law as an Advocate and Solicitor of the High Court of Malaya. She was also in legal corporate advisory in Kuala Lumpur City Centre Berhad before entering academia. Dr Usha has taught Company Law and Corporate Governance in the Faculty of Law, University of Malaya. She has researched and presented papers in local and international conferences. She has published articles in local and international journals and book chapters in the areas of education, law and ethics. She has also undertaken consultancy and projects in these areas. Dr Usha is a co-author of Navigating Companies Act 2016 for SMEs (2018, Sweet & Maxwell), as well as, Protecting the Elderly Against Abuse and Neglect (UM Press 2017).

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## ADMINISTRATIVE DETAILS

Date	01 December 2022
Platform	Virtual platform
Time	9.00 am - 5.00 pm
Training Methodology	Lecture, case laws, discussions.
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 points



# TERMS & CONDITIONS

## for Registration of Training Programmes under COMTRAC

All registrations MUST be applied through e-COMTRAC. Upon submitting the registration application, you are deemed to have read and accepted the terms and conditions.

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.

No walk-in is accepted and no admission to the training programme without the confirmation slip for classroom training.

### Webinar Access Link

A notification e-mail with the webinar access link will be sent at least 1 day 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. 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 application is entertained if participant decides to cancel his registration or fails to attend a programme. Replacement of registered participant is not allowed.

### Transfer

Transfer of registration fee to another programme is not allowed.

### Personal Data Protection Notice

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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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