

Professional Diploma In Corporate Administration (PDCA): Part 2

LAW AND PRACTICE OF MEETINGS

SYLLABUS

DESCRIPTION

This subject focuses on both the individual person holding the position as secretary, corporate advisor or officer of a company or society and to apply the knowledge of the law and practice of meetings. It educates students on the law, regulations and practices of Meetings and the desirable attitudes of an effective corporate secretary, honorary secretary, officers of any type of company or society to be an effective advisor. As corporate advisors, students are also taught on the legal provisions concerning meetings of companies and other types of organizations.

This subject will be broad in nature and requires the student to know different laws and practices of meeting relating to:-

- Public Meetings;
- Local Authorities like Municipalities and Town Councils;
- Registered Societies and Associations;
- Company Meetings involving the board of directors;
- shareholders or members general meeting, class meeting and statutory meeting.

LEARNING OUTCOME

On completion of this module, the student should be able to:

- understand the law regulations and practices of meeting.
- understand the impact of case law, statutory and business practices relating to meetings.
- ensure proper legal regulatory compliance for holding meeting
- provide proper and sound advice on the law and practice of meetings

LEARNING CONTENTS

Definition of Meeting

The common law definition in *Sharpe v Dawes* (1876), *Re London Flats Ltd* (1969), *East v Bennett Bros Ltd* (1911).
Exception to common law: Statute Section 147(6) of Companies Act 1965.

Requirements for lawful meeting. Differences between private meetings and public meetings.

Public gathering and meetings in the street

Public meetings held indoor and outdoor. Local Government Act 1976, Public Order (Preservation) Act 1958, Police Act 1967 on public assembly. The rights of public holding meetings in the street. The meaning of public obstruction, public nuisance prescribed by law, and requirements of police permit.

Essential Elements for convening meetings

The meaning of 'notice', 'agenda', 'minutes' and quorum.
Legal requirement for a valid notice, validity of minutes of meeting.
Functions, powers and rights of the Chairman.
Society and Association Meetings.

Company Meetings

Types of company meetings. Annual General Meeting and Extra Ordinary General Meeting. Statutory meeting, class meeting and debenture holder meetings.

Provisions of companies act 1965 relating to general meetings. Notice requirements, short-notice and calling of meetings by share holders.

Mechanics of a meeting

The provisions stipulated in company's articles of association. Appointment of Chairman, deputy chairman, their powers in conducting meetings, quorum, methods of voting; by the show of hand and by poll. The differences in using these methods. Procedures and steps in convening general meetings. Adjournment and its implications.

Modes for conducting meetings

Physical meeting held that requires proper issue of notice, and quorum on attendance. Recording proceedings as minutes of meeting.

By circular resolution as stipulated in the Articles of association, where all or majority of the directors signing the resolution will be deemed valid. This mode includes Members circular Resolution stipulated by section 152A of the Companies Act 1965. The statutory requirements as to its validity.

Electronic modes of holding a meeting. Teleconferencing. The legal requirements and authority to hold this mode of meetings.

Types of resolution passed at general meetings

Meaning of motion, formal motions and procedural motions. Dilatory motion.

Ordinary resolution, the requirements e.g. at least 14 days notice and passed by a simple majority of more than 50%.

Special resolution, the requirements e.g. at least 21 days notice and passed by a majority of $\frac{3}{4}$ or 75% majority.

What classifies ordinary resolution and special resolutions.

Local Authorities

What is a local authority; administration of local authority area; the Composition of local authority; local authority to be a body corporate; the members of the board of management of local authority; ordinary meeting, special meeting, notice of meeting, authority of meeting to be open to public quorum, chairman of meetings, vote of majority, acts of local authority officers, exemption of councilors from person, liability, disclosure of interest in contract.

Local Government Act 1976

How local government convened meetings. Standing orders, quorum requirements.

Pecuniary powers of councilors and conflict of interest.

Definitions for public places.

Registered Societies and Associations

Organization and management of co-operative society; procedures and functions Meetings; service of notice for general meetings; quorum for a general and Special meetings; effects of lack of quorum; convening of meetings which have been postponed; amendments of its by-laws, the dual functions of a co-operative society, the power to call for a co-operative society's general meeting, votes to be Counted for members at a general meeting, effects of a special general meeting Due to lack of quorum, AGM.

Registered Society requirements for meetings

The constitution and its power. Convening of society's Management Committee Meetings, issue of notice, agenda for annual general meeting. Voting methods. Formation, functions and powers of Ad Hoc committees and types of committees.

Strata title owners rights and proceedings of meeting under Strata Title Act

Formation of Management company and the constitution. Types of Meetings under the Strata Title Act. Objectives of annual general meeting. Rights and powers of strata title. The agenda for different meetings.

RECOMMENDED READING

1. MAICSA Study Manual – Law and Practice of Meetings.
2. **Priscillia Yap P.Y.**, *Company Meetings: Law & Practice in Malaysia*, 2nd Edition, CCH, 2005
3. **Kang Shew Meng**, *Directors' & Shareholders' Guide on AGM* by, Malayan Law Journal 2002
4. Malaysian Company Secretary's Practise, CCH Asia Pte Limited
5. **Ian Shearman**, *Shackleton on The Law and Practice of Meetings*, Sweet and Maxwell, 8th Edition
6. **Rachagan P. & Joshi**, *Principles of Company Law in Malaysia*, MLJ
7. **Taggart W.J. Horsley's**, *Meetings Procedures, Law and Practice*, Butterworths, 2nd Edition

FURTHER READING

8. Local Government Act 1976
9. Societies Act 1966
10. Strata Title Act 1985
11. Table A of the Companies Act 1965;
12. Police Act 1967
13. Public Order (Preservation) Act 1958
14. Malaysian Company Secretary's Practise, CCH Asia Pte Limited