

Constitution – New Considerations for Small Private Companies

28 April 2025, Monday
9.00am – 1.00pm
Speaker: MR FOO POH KHEAN
FCIS, (CS) (CGP)

Virtual
Course code: CS280425W1
Closing date: 26 April 2025

**4 CPD
HOURS**

Introduction

The constitution is similar to a person's spine which gives your body structure and support. It allows you to move about freely and to bend with flexibility. The spine is also designed to protect your spinal cord which is a column of nerves that connects your brain with the rest of your body, allowing you to control your movements. The constitution similarly sets out a structure and support for shareholders and directors to interact and regulate their proceedings. It also sets out the capacity and powers of the company enabling third parties dealing with the company to verify what the company may be allowed to do or not do.

Course objectives

This webinar will share with participants on the new considerations for the constitutions of small private companies especially those companies which adopts Table A of the Companies Act 1965.

Learning Outcomes

By the end of the webinar, participants will be able to -

- Understand the corporate law position on the company's constitution & the Memorandum & Articles of Association
- Know what considerations should be taken into account of a constitution
- The weakness and inconsistencies between Table A and the Companies Act 2016
- Draft the relevant changes to articles of association adopting Table A
- Learn to manage the issues of a sole shareholder and sole director company's constitution

Course outline

This webinar will cover the following:

- Fundamentals of company law on the Memorandum of Association and Articles of Association
- How the Companies Act 2016 and Table A operate together
- What to amend in the Articles adopting Table A
- Contents of a suggested constitution for a private company limited by shares
- The UK High Court case implications from *Hashmi v Lorimer-Wing* [2022] in relation to the Model Articles for single director companies
- Suggested constitution for a sole director and sole shareholder company

Who should attend

Company directors, company secretaries, accountants, lawyers, auditors and those who involve in the advisory works.

About the trainer: MR FOO POH KHEAN, FCIS, LL.B (Hons), CLP (CS)(CGP)

Kenneth Foo is a regular speaker for MAICSA and was a former adjunct lecturer in University College Tunku Abdul Rahman, Kuala Lumpur. He was a former council member of MAICSA and is presently the honorary secretary of the Malaysian Corporate Counsel Association. He has his own practice specializing in corporate solutions, consultation and advice and restructuring of companies. He is also a chartered company secretary since starting his own practice in 1990 until to-date. He is also the co-author of "Companies Act 2016: New Dynamics of Company Law in Malaysia" and "Company Meetings, Minutes and Resolutions in Malaysia" published in 2017 and 2021 respectively by the Malaysian Current Law Journal.

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