

## **WEBINAR SERIES:** Constitution vs the Memorandum & Articles of Association – What's the Difference?

**11 November 2024, Monday**

9.00am – 1.00pm

Speaker: MR FOO POH KHEAN  
FCIS, (CS) (CGP)

Virtual

Course code: CS111124W1

**Closing date: 9 November 2024**



**4 CPD  
HOURS**

## Introduction

The Companies Act 2016 (CA 2016) does not require a constitution for incorporation but the trouble is that there are many companies which were incorporated under the Companies Act 1965 (CA 1965) which had a constitution known as the “Memorandum and Articles of Association”. For directors and shareholders, the issue is whether this ‘constitution’ is conforming to the CA 2016 and if not, which are the articles to be amended, which articles are amended consequentially by the CA 2016, which articles are void against the CA 2016.

## Course objectives

This webinar will examine the relevant provisions in Table A of the CA 1965 and look into options of drafting a new constitution to replace it or to supplement the gaps which are identified.

## Learning Outcomes

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

- Appreciate which articles are rendered obsolete by the new Act
- Realize what articles should be retained in their current articles of association
- Draft and insert new clauses into the current articles of association to comply with the CA 2016
- Understand how adopting a constitution for new companies would assist directors and shareholders
- Adopt best practices and implement the relevant changes in conforming the company’s constitution

## Course outline

The webinar will examine and discuss the various provisions in Table A as a guide for transforming the constitution on areas relating to:

- Rights of shareholders and power of directors to issue and allot shares; pre-emption rights displacement
- Transfer and transmission of shares
- Procedures of board meetings
- Appointment, resignation and removal of directors
- Rules on electronic signatures and beneficial ownership reporting

## Who should attend

Company secretaries, company directors, corporate professionals, corporate administrators, business managers, administrators and professionals involved in corporate advisory work and practice.

## 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.

## WEBINAR FEE

Category	Early Bird Fee per person (RM)  (applicable for participant who register and pay before 28/10/2024)	Normal Fee per person (RM)	Group Fee per person (RM)*  (For 3 or more registrations from the same organization)
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Retired MAICSA member	170	170	170
MAICSA Member's staff***	400	400	400

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**Attention: Ms Vicky**

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**Individual Registration:** Full payment shall be made AFTER you have done the online registration.

**Company Registration:** Full payment shall be made 7 days **BEFORE** the webinar.

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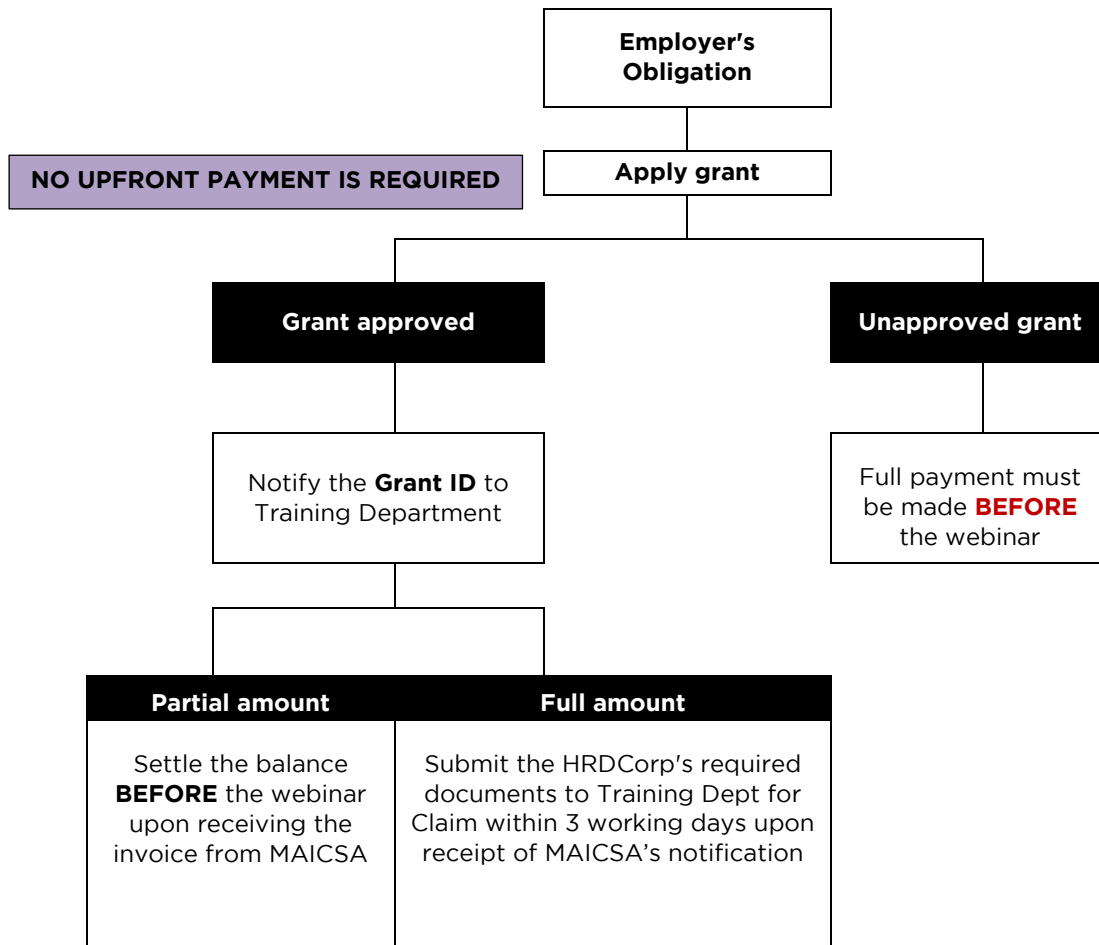
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  - Submit the feedback form within 3 days after the completion of the webinar
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