

Secretarial Practice Workshop Series - Meetings, Minutes and Resolutions

13 March 2025, Thursday
9.00am - 1.00pm
Speaker: MR FOO POH KHEAN
FCIS, (CS) (CGP)

Virtual
Course code: CS130325W1
Closing date: 12 March 2025

**4 CPD
HOURS**

Introduction

Company secretaries may sometimes be perplexed on when a meeting of members is advisable and when a Members' Written Resolution is more practicable on various matters. The Companies Act 2016 ("the Act") has introduced various corporate exercises and decisions which can only be carried out through a members' meeting. However, for private companies, a members' written resolution remain the preferred choice of obtaining members' approval for many matters..

Course objectives

This 4-hours webinar will be assessing the various questions compiled by the speaker related to company secretarial practice and what the liabilities, if any, could arise and the best practices to adopt to deflect or avoid such liabilities.

Learning Outcomes

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

- Know when to convene a general meeting and when it is practical to circulate a members' written resolution
- Assist in the convening of a meeting and be aware of the legal requirements
- Develop and draft their own template for resolutions
- Learn how to deal with shareholders and directors in exercising their rights over the minutes and resolutions
- Have a better understanding of the responsibilities and duties involved

Course outline

- The holding of a general meeting for approval of directors' fees and benefits payable, transactions between an unlisted subsidiary whose holding company is a listed company with a related party, payment to a director of a public company for loss of office, use of situations outlined in Section 218 of the Act and voluntary winding up by members.
- Matters which are not allowed to be passed by way of a Members' Written Resolution, namely the removal of auditors, directors and change of auditors
- When a general meeting is preferable and recommended instead of a Members' Written Resolution where there is a prohibition on a shareholder from voting on the resolution
- Who is authorised to convene a general meeting and the notice that must be issued and the entitlement of the attendee.
- The rules relating to the passing of written resolutions which are proposed by the Board or by any member with reference to Sections 301-308.

Methodology

The speaker will be using power-point presentation which is supplemented by case studies and specific references to the Act to ensure company secretaries and other management executives carry out their duties and responsibilities within the confines of the law.

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 27/2/2025)	Normal Fee per person (RM)	Group Fee per person (RM)* (For 3 or more registrations from the same organization)
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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.

- Access to join the webinar shall be granted only upon full payment as per the above requirement.
- **NO Letter of undertaking is accepted.**

Upon successfully registration, you are deemed to have read and accepted the terms and conditions.

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