



UNIVERSITI TEKNOLOGI MARA

ADM221: CORPORATE COMPLIANCE AND PRACTICE I

<b>Course Name (English)</b>	CORPORATE COMPLIANCE AND PRACTICE I <b>APPROVED</b>
<b>Course Code</b>	ADM221
<b>MQF Credit</b>	3
<b>Course Description</b>	This course introduces the general regulatory framework in the administration of a corporation. Ability to perform this requirement facilitates daily administration of a corporation and to meet the statutory requirement of various regulatory bodies. This course is designed to equip the students to incorporate a company and identify roles and responsibility of company officers. The other elements of this course include the administration of shares and prospectus.
<b>Transferable Skills</b>	-Demonstrate ability to communicate clearly and confidently, and listen critically - Demonstrate practical and contemporary knowledge of relevant professional, ethical and legal frameworks
<b>Teaching Methodologies</b>	Lectures, Case Study, Tutorial, Discussion
<b>CLO</b>	CLO1 Identify types of companies CLO2 Describe the incorporation procedures of a company CLO3 Identify statutory requirement regarding secretaries, directors and auditors
<b>Pre-Requisite Courses</b>	No course recommendations
<b>Topics</b>	
<b>1. Types of companies.</b> 1.1) Definition of companies 1.2) Types and characteristics of companies. 1.3) Differences between private and public companies	
<b>2. Incorporation of companies.</b> 2.1) Pre-incorporation planning. 2.2) Incorporation documents. 2.3) Certificate of incorporation. 2.4) Returns to be made after incorporation. 2.5) Commencement of business. 2.6) First directors' meeting. 2.7) Common seal. 2.8) Statutory meeting. 2.9) Statutory report. 2.10) Promoters. 2.11) Conversion of company.	
<b>3. Memorandum and Articles of Association.</b> 3.1) Contents of Memorandum. 3.2) Forms and contents of the Company's Articles. 3.3) Table A, Fourth Schedule of Companies Act 1965. 3.4) Alteration of company's memorandum. 3.5) Effect of alteration of the Memorandum on the company's existing rights and obligations. 3.6) Alteration of the company's Articles.	
<b>4. Statutory requirements regarding directors, secretary and auditors.</b> 4.1) 1.DIRECTORS. 4.2) Role of directors. 4.3) Qualifications and disqualification. 4.4) Appointment, reappointment, retirement. 4.5) Vacation of office and removal. 4.6) Types of directorships. 4.7) Directors' powers.	

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- 4.9) 2.SECRETARY.
- 4.10) Office and vacation of office.
- 4.11) Qualifications.
- 4.12) Appointment.
- 4.13) Resignation, removal and vacation of office.
- 4.14) Duties and responsibilities.
- 4.15) Company Secretary's Code of Ethics.
- 4.16) Returns and statutory books.
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- 4.18) 3.AUDITORS.
- 4.19) Qualifications.
- 4.20) Appointment.
- 4.21) Remuneration.
- 4.22) Removal and resignation.
- 4.23) Rights and duties of auditor.
- 4.24) Auditors' report.
- 4.25) Auditors' qualified privilege.

Assessment Breakdown	%
Continuous Assessment	40.00%
Final Assessment	60.00%

Details of Continuous Assessment	Assessment Type	Assessment Description	% of Total Mark	CLO
	Case Study	Written report (Assignment) & Group presentation on assignment	15%	CLO3
	Quiz	Multiple choice objective or short essay	5%	CLO1
	Test	Test 2	10%	CLO3
	Test	Test 1	10%	CLO2

Reading List	Recommended Text	<ul style="list-style-type: none"> <li>• Kang Shew Meng 2007, <i>Handbook on Company Secretarial Practise in Malaysia</i>, 5th Issue Looseleaf Ed., Lexis Nexis Kuala Lumpur [ISBN: 9679620005]</li> <li>• Law of Malaysia 2014, <i>Companies Act 1965(Act 125) Regulations, Rules &amp; Order</i>, International Law Book Services Petaling Jaya [ISBN: 978967892377]</li> <li>• <i>Concise Principles of Company Law in Malaysia (2nd Edition)</i>, LexisNexis Kuala Lumpur</li> </ul>
	Reference Book Resources	<ul style="list-style-type: none"> <li>• Zubaidah Zainal Abidin and Ali Shah Hashim 2010, <i>Corporate Governance &amp; Practice of the Company Secretary</i>, University Publication Centre(UPENA,UiTM) Shah Alam [ISBN: 9673631042]</li> </ul>

Article/Paper List	Recommended Article/Paper Resources	<ul style="list-style-type: none"> <li>• Aiman Nariman Sulaiman/Sweet &amp; Maxwell Asia 2001, <i>Director's Duties and Corporate Governance</i>, MAICSA Library</li> </ul>
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Other References	<ul style="list-style-type: none"> <li>• Website MAICSA <i>MAICSA Company Secretary Practice Manual</i> , MAICSA, Kuala Lumpur <a href="http://www.maicsa.org.my">http://www.maicsa.org.my</a></li> <li>• Website MCCG 2015, <i>Malaysian Code of Corporate Governance</i> <a href="http://MCCG">http://MCCG</a></li> </ul>
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