



UNIVERSITI TEKNOLOGI MARA

ADM321: CORPORATE COMPLIANCE AND PRACTICE II

<b>Course Name (English)</b>	CORPORATE COMPLIANCE AND PRACTICE II <b>APPROVED</b>
<b>Course Code</b>	ADM321
<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 student to explain the corporate restructuring process, winding up and its requirements. The other elements of this course are the different needs of stakeholders such regulatory bodies such as Securities Commission of Malaysia, Companies Commission of Malaysia and Bursa Malaysia. The principle of corporate governance is also presented to compliment this course.
<b>Transferable Skills</b>	Demonstrate ability to identify and articulate self skills, knowledge and understanding confidently and in a variety of contexts.  Demonstrate ability to communicate clearly and confidently, and listen critically.  Demonstrate practical and contemporary knowledge of relevant professional, ethical and legal frameworks.  Demonstrate ability to apply creative, imaginative and innovative thinking and ideas to problem solving.  Demonstrate the ability to analyse issues/problems from multiple angles and make suggestions.  Demonstrate maturity of thoughts when responding to multiple inputs and contexts.
<b>Teaching Methodologies</b>	Lectures, Case Study, Tutorial
<b>CLO</b>	CLO1 explain the sources and methods of raising capital CLO2 Describe the principles and procedures of winding up CLO3 Identify legal requirements set out by the various regulatory bodies
<b>Pre-Requisite Courses</b>	No course recommendations
<b>Topics</b>	<b>1. Share Capital</b> 1.1) Definition of terms. 1.2) Classes of shares. 1.3) Issue of shares 1.4) Methods of raising share capital. 1.5) Authority to issue shares. 1.6) Allotment. 1.7) Payment for shares. 1.8) Rights Issues. 1.9) Capitalisation or Bonus Issues 1.10) Alterations to share capital. 1.11) Purchase of own shares/share buy-back. 1.12) Share Registration. 1.13) Membership of company. 1.14) Share certificates. 1.15) Transfer of Shares. 1.16) Transmission of shares. 1.17) Variations of class rights in brief.

**2. Prospectus and its civil liabilities**

- 2.1) Definition of prospectus.
- 2.2) Contents of prospectus.
- 2.3) Registration of prospectus.
- 2.4) Disclosure based approach.
- 2.5) Specific content information.
- 2.6) Consequences for contravening.
- 2.7) Civil and criminal liability.

**3. Borrowing by Companies**

- 3.1) Power to borrow.
- 3.2) Methods of borrowing.
- 3.3) Types of debentures.
- 3.4) Issue of debentures.
- 3.5) Charges.
- 3.6) Fixed and floating charges.
- 3.7) Crystallization of floating charges.
- 3.8) Registration of charges.
- 3.9) Priorities of registrable charges.
- 3.10) Effect of failure to lodge notice of charges.Receivers and Managers.
- 3.11) Receivership.
- 3.12) Receiver and manager.
- 3.13) Qualification and appointment.
- 3.14) Effects of appointment
- 3.15) Powers of a receiver/manager.
- 3.16) Duties of a receiver/manager.
- 3.17) Termination of a receivership.

**4. Arrangement and reconstructions in corporate restructuring**

- 4.1) Scheme of arrangement and reconstructions.
- 4.2) Sec. 176(10) – Restraining Order.
- 4.3) Sec. 178.
- 4.4) Sec. 180.

**5. Winding up**

- 5.1) Types of winding up.
- 5.2) Voluntary winding up.
- 5.3) Compulsory winding up.
- 5.4) Commencement of winding up.
- 5.5) Winding up and its effect on the company.
- 5.6) Liquidators- Appointment, disqualification, powers and specific duties.
- 5.7) Recovery of assets.
- 5.8) Division of assets.
- 5.9) Priorities on payment of debts.

**6. Regulatory bodies**

- 6.1) Roles and functions of the Foreign Investment Committee.
- 6.2) Securities Commission.
- 6.3) Companies Commission of Malaysia.
- 6.4) Bursa Malaysia.
- 6.5) Employees Provident Fund.
- 6.6) Social Security Organisation.
- 6.7) Inland Revenue Board.

**7. Corporate governance**

- 7.1) Finance Committee Report on Corporate Governance.
- 7.2) The Malaysian Code on Corporate Governance.o Meaning of corporate governance.
- 7.3) Audit committees.
- 7.4) Independent directors.

Assessment Breakdown	%
Continuous Assessment	40.00%
Final Assessment	60.00%

Details of Continuous Assessment	Assessment Type	Assessment Description	% of Total Mark	CLO
	Assignment	Case study	15%	CLO3
	Quiz	MCQ and short essay questions.	5%	CLO1
	Test	Test 1 short essay	10%	CLO1
	Test	Test 2 short essay	10%	CLO2

Reading List	Recommended Text	<ul style="list-style-type: none"> <li>MAICSA, <i>MAICSA Company Secretary Practice Manual</i>, Kuala Lumpur</li> </ul>
	Reference Book Resources	<ul style="list-style-type: none"> <li>Kang Shew Meng 2005, <i>Handbook on Company Secretarial Practice in Malaysia</i>, 4th Edition Ed., LexisNexis</li> <li>Rachagan, S, Pascoe, J, and Joshi, A. 2002, <i>Principles of Company Law in Malaysia</i>, 7th Edition Ed., LexisNexis</li> <li>Kang Shew Meng 2002, <i>Director's &amp; Shareholders' Guide on AGM</i>, Malayan Law Journal</li> <li>Woon, W. 2005, <i>Walter Woon on Company Law</i>, Sweet and Maxwell Asia Singapore</li> <li>Zubaidah Zainal Abidin 2002, <i>Malaysia Company Secretarial Practice</i>, Prentice-Hall Petaling Jaya</li> <li>MAICSA, <i>Code of Ethics for Directors</i>, Kuala Lumpur</li> <li>MAICSA, <i>Code of Ethics for Company Secretaries</i>, Kuala Lumpur</li> <li><i>Malaysian Code on Corporate Governance</i></li> </ul>
Article/Paper List	This Course does not have any article/paper resources	
Other References	This Course does not have any other resources	