



UNIVERSITI TEKNOLOGI MARA

ADM609: COMPANY SECRETARIAL PRACTICE I

Course Name (English)	COMPANY SECRETARIAL PRACTICE I APPROVED
Course Code	ADM609
MQF Credit	4
Course Description	This course specifies the essential knowledge and skill involved in taking overall responsibility for the company secretarial function in small, medium and large companies: in advising the board of directors, in ensuring compliance with law and regulations and in maintaining best practices. The syllabus is divided into two parts, spread over two semesters. Part I deals with the incorporation of companies, the constitution and organisation of companies, the role and duties of the secretary, the law and practice of meetings and the directors' role, powers, duties and responsibilities. This course takes a practical approach to learning the procedures a company secretary is expected to be conversant with and thus includes practical exercises in a simulated environment to provide hands-on experience.
Transferable Skills	<ol style="list-style-type: none">1. Demonstrate ability to identify and articulate self skills, knowledge and understanding confidently and in variety of contexts.2. Demonstrate practical and contemporary knowledge of relevant professional, ethical and legal frameworks.3. Demonstrate professional skills, knowledge and competencies.
Teaching Methodologies	Lectures, Tutorial, Simulation Activity, Presentation
CLO	<p>CLO1 Apply procedures, principles and rules on statutory maintenance of company secretarial practices according to Malaysian company law and regulations.</p> <p>CLO2 Prepare company secretarial documents on statutory maintenance of a company in compliance with Malaysian company law and regulations.</p> <p>CLO3 Demonstrate inquisitive mind abilities related to company secretarial activity on statutory maintenance of a company which comply with Malaysian company law and regulations.</p>
Pre-Requisite Courses	No course recommendations
Topics	
1. Business Entities 1.1) Business entities 1.2) a. Sole proprietorship 1.3) b. Partnership 1.4) c. Limited liability partnership 1.5) d. Registered company 1.6) Types of registered company	
2. Incorporation of Companies 2.1) Registration procedures 2.2) a. Private company 2.3) b. Public company 2.4) c. Guarantee company 2.5) d. Foreign company 2.6) Commencement of business	

3. Secretary

- 3.1) Registration
- 3.2) Qualifications and disqualifications
- 3.3) Appointment
- 3.4) Resignation, removal and vacation of office
- 3.5) Duties and responsibilities
- 3.6) Company Secretary's Code of Ethics
- 3.7) Statutory Records

4. Meetings

- 4.1) Meetings – Law and Practice
- 4.2) a. convening meeting: notices, agendas and paper
- 4.3) b. constituting meeting: chairman, quorum, attendance
- 4.4) c. conducting meeting: motions, resolutions, voting, adjournment, postponement, amendments, formal motions.
- 4.5) d. recording minutes
- 4.6) e. venue of meeting
- 4.7) Company Meetings
- 4.8) General Meetings
- 4.9) a. Statutory Meeting
- 4.10) b. Annual General Meeting for Public Companies
- 4.11) c. Class Meetings
- 4.12) Directors Meetings
- 4.13) Duties of the secretary - before, during and after meetings

5. Financial statements and report

- 5.1) Account to be kept
- 5.2) Accounting periods of companies
- 5.3) Financial statements
- 5.4) Directors' report

6. Directors

- 6.1) Role of directors
- 6.2) Qualifications and disqualification
- 6.3) Appointment, reappointment, retirement
- 6.4) Vacation of office and removal
- 6.5) Types of directorships
- 6.6) Directors' powers
- 6.7) Directors' duties and responsibilities
- 6.8) Disclosure of interests
- 6.9) Loans to directors
- 6.10) Payment to director for loss of office
- 6.11) Dealings in securities by directors
- 6.12) Substantial property transactions involving directors
- 6.13) Related party transactions of listed companies
- 6.14) Director's Code of Ethics
- 6.15) Malaysian Code on Corporate Governance
- 6.16) Audit Committee
- 6.17) Remuneration and Nominating Committees

7. Constitution of Companies

- 7.1) Adoption of constitution
- 7.2) Effect of constitution
- 7.3) Alteration of constitution
- 7.4) Mandatory requirement of constitution

8. Conversion of Companies

- 8.1) N/A

Assessment Breakdown	%
Continuous Assessment	50.00%
Final Assessment	50.00%

Details of Continuous Assessment	Assessment Type	Assessment Description	% of Total Mark	CLO
	Group Project	AGM/EGM Observation	10%	CLO3
	Simulation Evaluation	Workshop & Simulation	25%	CLO2
	Test	Test 1 & Test 2	15%	CLO1

Reading List	Recommended Text
	<ul style="list-style-type: none"> • Cheah Foo Seong 2018, <i>Guide to Company Secretarial Practice in Malaysia</i>, 4th Edition Ed., Commerce Clearing House (Malaysia) Sdn. Bhd. Kuala Lumpur • Kenneth Foo Poh Khean & Lee Shih 2016, <i>Companies Act 2016 The New Dynamics of Company Law in Malaysia</i>, 1st Edition Ed., The Malaysian Current Law Journal Malaysia
Reference Book Resources	<ul style="list-style-type: none"> • Lawton, P. and Rigby, E. 1992, <i>Meetings: Their law and practice</i>, 5th Edition Ed., Mac Donald and Evans. London • Solomon, J. 2007, <i>Corporate governance and accountability</i>, John Wiley & Sons, Ltd. England • Yap, Priscillia. P.Y. 2001, <i>Company meetings law and practice in Malaysia</i>, CCH Singapore

Article/Paper List	This Course does not have any article/paper resources
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Other References	<ul style="list-style-type: none"> • http://www.bursamalaysia.com/market/regulation Bursa Malaysia 2018, <i>Bursa Malaysia Securities Berhad Main Market Listing Requirements</i> , Kuala Lumpur • http://www.bursamalaysia.com/market/regulation/ Bursa Malaysia 2018, <i>Bursa Malaysia Securities Berhad - ACE Market Listing Requirements</i> , Kuala Lumpur • http://www.bursamalaysia.com/market/regulation/rul Bursa Malaysia 2018, <i>Bursa Malaysia Securities Berhad Practice Notes, Guidelines/Best Practices</i> , Kuala Lumpur • http://www.ssm.com.my/en/companies_act_2016 Companies Commission of Malaysia <i>Companies Act 2016</i> • http://www.ssm.com.my/sites/default/files/company_ Companies Commission of Malaysia <i>Companies Regulations 2017</i> • http://www.ssm.com.my/en/node/25503 Companies Commission of Malaysia <i>Companies Commission Act 2001</i> • n/a Companies Commission of Malaysia <i>Companies Commission of Malaysia (Amendment) Act 2015</i> • http://www.ssm.com.my/sites/default/files/acts/3_ Companies Commission of Malaysia <i>Companies Commission of Malaysia (Licensing of Secretaries) Regulations 2017</i> • n/a Securities Commission <i>Capital Markets and Services Act 2007</i> • http://www.sc.com.my/legislation-guidelines/cmsa-2 Securities Commission 2012, <i>Capital Markets & Services (Amendment) Act 2015</i> • https://www.ssm.com.my/en/is_act_2016 Companies Commission of Malaysia <i>Interest Schemes Act 2016</i> • http://www.ssm.com.my/en/services_acts_regulations Companies Commission of Malaysia <i>Interest Scheme Regulations 2017</i> • http://www.ssm.com.my/en/services_acts_regulations Companies Commission of Malaysia <i>Limited Liability Partnership Act 2012</i> • http://www.ssm.com.my/en/services_acts_regulations Companies Commission of Malaysia <i>Limited Liability Partnership Regulations 2012</i> • https://www.sc.com.my/wp-content/uploads/eng/html/ Securities Commission <i>Malaysian Code on Corporate Governance</i> • https://www.ssm.com.my Companies Commission of Malaysia <i>Registration of</i>
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Businesses Act 1956

- <https://www.ssm.com.my> Companies Commission of Malaysia ***Registration of Businesses Rules 1957***
- <http://www.sc.com.my/legislation-guidelines/securi> Securities Commission ***Securities Commission Act 1993***
- <http://www.sc.com.my/legislation-guidelines/> Securities Commission ***Securities Commission Guidelines***
- <https://www.sc.com.my> Securities Commission ***Securities Commission (Amendment) Act 2015***
- <http://www.bnm.gov.my> ***The Money Laundering, Anti Terrorism Financing (Amendment) Act 2014***