



UNIVERSITI TEKNOLOGI MARA

ADM657: COMPANY SECRETARIAL PRACTICE II

<b>Course Name (English)</b>	COMPANY SECRETARIAL PRACTICE II <b>APPROVED</b>
<b>Course Code</b>	ADM657
<b>MQF Credit</b>	4
<b>Course Description</b>	This course is a continuation of Company Secretarial Practice I specify the essential knowledge and skill involved in taking overall responsibility for the company secretarial function in private and public companies: in advising the board of directors, in ensuring compliance with law and regulations and in maintaining best practices. Part II deals with the roles, duties and powers of the external auditors. It also focuses on the raising of share capital and borrowing, share registration, winding up, restructuring, mergers and takeovers and stock exchange listing.
<b>Transferable Skills</b>	1. Employ scientific techniques in solving governance and administrative issues. 2. Demonstrate skills in management, administration and law in providing services at various levels of corporate sectors. 3. Manage and demonstrate managerial skills and innovative approaches in addressing local and global challenges.
<b>Teaching Methodologies</b>	Lectures, Tutorial, Simulation Activity
<b>CLO</b>	CLO1 Analyse the concepts and practices of capital maintenance and corporate exercises based on Malaysian legal framework. CLO2 Produce company secretarial documents for capital maintenance and corporate exercises in compliance with Malaysian company law and regulations. CLO3 Demonstrate managerial skills in managing company secretarial documents and activities for capital maintenance and corporate exercises in compliance with Malaysian company law and regulations.
<b>Pre-Requisite Courses</b>	No course recommendations
<b>Topics</b>	
<b>1. Auditors</b> 1.1) Qualifications 1.2) Appointment 1.3) Resignation and removal 1.4) Remuneration 1.5) Rights and duties 1.6) Auditors' Report 1.7) Qualified privilege	
<b>2. Share Capital</b> 2.1) Definition of terms 2.2) Classes of shares 2.3) Issue of shares 2.4) a) Methods of raising share capital 2.5) b) Authority to issue shares 2.6) c) Allotment 2.7) d) Payment for shares 2.8) e) Rights Issues 2.9) f) Capitalisation or Bonus Issues 2.10) Alterations to share capital 2.11) Purchase of own shares/share buy-back 2.12) Solvency statement	

**3. Share Registration**

- 3.1) Membership of company
- 3.2) Share certificates
- 3.3) Transfer of Shares
- 3.4) Transmission of shares
- 3.5) Dividends

**4. Borrowing by Companies**

- 4.1) Power to borrow
- 4.2) Methods of borrowing
- 4.3) Types of debentures
- 4.4) Issue of debentures
- 4.5) Charges
- 4.6) Receivers and Managers

**5. Corporate Restructuring and Takeovers**

- 5.1) Reconstruction and amalgamation
- 5.2) Schemes of arrangement
- 5.3) Corporate Rescue Mechanism
- 5.4) a) Corporate Voluntary Arrangement
- 5.5) b) Judicial Management
- 5.6) Takeovers and mergers
- 5.7) Section 366 procedures

**6. Liquidation and Dissolution**

- 6.1) Striking off the Register under section 549
- 6.2) Voluntary winding-up
- 6.3) a) Members' voluntary winding-up
- 6.4) b) Creditors' voluntary winding-up
- 6.5) Compulsory winding-up by the court
- 6.6) Liquidators
- 6.7) a) Qualification
- 6.8) b) Appointment and removal
- 6.9) c) Powers

**7. Securities Industry**

- 7.1) Regulatory structure of the securities industry
- 7.2) Securities Commission
- 7.3) a) Role, functions and powers
- 7.4) b) Policies and guidelines on issue/offer of securities
- 7.5) Stock Exchange
- 7.6) a) Role and functions
- 7.7) b) Procedures for application for listing
- 7.8) c) Listing Requirements
- 7.9) d) Due diligence
- 7.10) e) Central Depository System

Assessment Breakdown	%
Continuous Assessment	50.00%
Final Assessment	50.00%

Details of Continuous Assessment	Assessment Type	Assessment Description	% of Total Mark	CLO
	Group Project	Mock meeting	20%	CLO3
	Simulation Evaluation	Workshops	15%	CLO2
	Test	Test 1 & 2	15%	CLO1

Reading List	Recommended Text	Reference Book Resources
	<ul style="list-style-type: none"> <li>Cheah Foo Seong 2018, <i>Guide to Company Secretarial Practice in Malaysia</i>, 4th Ed., CCH [ISBN: 9789670853512]</li> </ul>	<ul style="list-style-type: none"> <li>Kenneth Poh Khean Foo, Shih Lee 2017, <i>Companies Act 2016: The New Dynamics of Company Law in Malaysia</i>, MCLJ [ISBN: 9789674571207]</li> <li>Shew Meng Kang 2005, <i>Handbook on Company Secretarial Practice in Malaysia</i>, 4th Ed., Lexis Nexis [ISBN: 9679626571]</li> <li>Solomon, J 2007, <i>Corporate governance and accountability</i>, John Wiley &amp; Sons, Ltd England</li> <li>Yap, Priscillia. P.Y. 2001, <i>Company meetings law and practice in Malaysia</i>, CCH Singapore</li> <li>Zubaidah Zainal Abidin 2008, <i>Corporate Secretaryship and Governance</i>, UPENA [ISBN: 9789673050932]</li> <li>Bursa Malaysia, <i>Bursa Malaysia Securities Berhad Main Market Listing Requirements</i></li> <li>Bursa Malaysia, <i>Bursa Malaysia Securities Berhad ACE Market Listing Requirements</i></li> <li><i>Bursa Malaysia Practice Notes, Guidelines and Best Practices</i></li> <li><i>Companies Act 2016 (Act 777)</i> [ISBN: 9789671497104]</li> <li><i>Companies Regulations 2017</i></li> <li><i>Companies (Winding Up) Rules 1972</i></li> <li><i>Companies Commission Act 2001</i></li> <li>Securities Commission Malaysia 2013, <i>Capital Market and Services Act 2007 (Act 671)</i></li> <li><i>Malaysian Code on Corporate Governance</i></li> <li>Securities Commission Malaysia, <i>Malaysian Code on Take-overs and Mergers 2016</i></li> <li>Securities Commission Malaysia, <i>Malaysian Code on Take-overs and Mergers 2010 (Practice Notes)</i></li> <li><i>Rules on Take-overs, Mergers and Compulsory Acquisition</i></li> <li><i>Securities Commission Act 1993</i></li> <li><i>Securities Commission Guideline</i></li> </ul>
<b>Article/Paper List</b>	This Course does not have any article/paper resources	
<b>Other References</b>	This Course does not have any other resources	