



UNIVERSITI TEKNOLOGI MARA

CRG530: COMPANY SECRETARIAL PRACTICE

Course Name (English)	COMPANY SECRETARIAL PRACTICE APPROVED
Course Code	CRG530
MQF Credit	3
Course Description	Corporate secretaryship is a course that will equip students with the knowledge on the role and function of a company secretary in the context of corporate governance. As the post of a company secretary is a statutory requirement under section 139 of the Companies Act 1965, the company secretaries have high level responsibilities including governance structures and mechanisms, corporate conduct within an organisation's regulatory environment, board, shareholder and trustee meetings, compliance with legal, regulatory and listing requirements, the training and induction of non-executives and trustees, contact with regulatory and external bodies, reports and circulars to shareholders/trustees, management of employee benefits such as pensions and employee share schemes, insurance administration and organisation, the negotiation of contracts, risk management, property administration and organisation and the interpretation of financial accounts. Company secretaries are the primary source of advice on the conduct of business and this can span everything from legal advice on conflicts of interest, through accounting advice on financial reports, to the development of strategy and corporate planning.
Transferable Skills	Expert in Field Ethically and Socially Sensitive Experienced Collaborator Balanced Graduate (Intellectual-Spiritual-Emotional)
Teaching Methodologies	Lectures, Blended Learning, Case Study, Tutorial, Web Based Learning, Presentation, Self-directed Learning
CLO	CLO1 Explain the various aspects of company secretarial practices that affects the operations of a company. CLO2 Describe the provisions of the Companies Act 2016 and the applications of the Act from the formation of companies up to winding up. CLO3 Identify the relevant legislation, regulations, and guidelines pertaining to corporate governance and the regulatory authorities of securities industry.
Pre-Requisite Courses	No course recommendations
Topics	
1. The Legal Framework of Corporate Secretaryship 1.1) Laws and regulations affecting corporations 1.2) Guardian of the laws affecting corporations	
2. Corporate Governance Framework of Corporate Secretaryship 2.1) Introduction 2.2) Corporate governance – The conceptual framework 2.3) Corporate governance – The global wave 2.4) Corporate governance – The Malaysian perspective 2.5) Codifying rules on corporate governance – The Malaysian approach 2.6) The Malaysian Code on Corporate Governance 2.7) Regulating the Code on Corporate Governance 2.8) Collection of actual cases on corporate governance	

3. Form of Business Ownership

- 3.1) Form of ownership of businesses
- 3.2) Sole proprietorship
- 3.3) Partnership
- 3.4) Joint venture
- 3.5) Company
- 3.6) Corporations incorporated pursuant to other written laws
- 3.7) Comparing sole proprietor, partnership and incorporated company

4. The Company Secretary

- 4.1) The traditional role of the company secretary
- 4.2) The evolving role of the company secretary
- 4.3) Position of the company secretary
- 4.4) Qualification of the company secretary
- 4.5) Disqualification of the company secretary
- 4.6) The office of the company secretary
- 4.7) Resignation/ removal of the company secretary
- 4.8) Vacation of office of the company secretary
- 4.9) Core duties of the company secretary
- 4.10) The governance role of the company secretary
- 4.11) Legal restriction as an officer
- 4.12) Code of Ethics for the company secretary
- 4.13) Liabilities of the company secretary

5. Statutory Books

- 5.1) Statutory books
- 5.2) Register of members
- 5.3) Register of directors, managers and secretaries
- 5.4) Register of debenture holders
- 5.5) Register of substantial shareholders
- 5.6) Register of directors' shareholdings, debentures and interests
- 5.7) Register of charges
- 5.8) Minute book

6. Statutory Forms

- 6.1) Statutory forms
- 6.2) Rules relating to the statutory forms
- 6.3) Prescribed fees and late lodgment fees
- 6.4) Offences and penalties
- 6.5) Statutory forms and compliance

7. Memorandum and Articles of Association

- 7.1) The memorandum of association
- 7.2) The constitution of the company
- 7.3) Rules of construction of the memorandum of association
- 7.4) Rules of construction of the articles of association
- 7.5) Rules of interpretation of the M&A
- 7.6) Alteration to memorandum of association
- 7.7) Alteration to the articles of association

8. Types of Companies

- 8.1) Classification of companies
- 8.2) Company limited by shares
- 8.3) Company limited by guarantee
- 8.4) Unlimited company
- 8.5) Holding and subsidiary companies
- 8.6) Related companies

9. Incorporation of Companies

- 9.1) Incorporation of a company
- 9.2) The general rule of incorporation
- 9.3) Registration of a private company
- 9.4) Name search
- 9.5) Mandatory rules regarding names
- 9.6) Approval of proposed name
- 9.7) Incorporation documents of company limited by shares
- 9.8) Certificate of incorporation
- 9.9) Incorporation of a public company
- 9.10) Incorporation of a company limited by guarantee
- 9.11) Registration of a foreign company
- 9.12) Post incorporation
- 9.13) First board of directors meeting

<p>10. Conversion of Status of Company</p> <p>10.1) Converting status of a company 10.2) Reasons for conversion status of a company 10.3) Effect of conversion of status of a company 10.4) Procedures for converting from unlimited to limited company 10.5) Procedures for converting from private to public company 10.6) Procedures for converting from public to private company 10.7) Going public</p>
<p>11. Company Directors</p> <p>11.1) Directors 11.2) Types of directors 11.3) Appointment of directors 11.4) Vacation of office 11.5) Removal of directors 11.6) Retirement by rotation 11.7) Governance issues regarding directors 11.8) Directors' duty of disclosure 11.9) Directors' duties and liabilities 11.10) Code of Ethics for company directors 11.11) Corporate Directors Training Programme</p>
<p>12. The Board and Committee of Directors</p> <p>12.1) The prescriptions for governance structure and internal processes 12.2) The board of directors 12.3) The nominating committee 12.4) The remuneration committee 12.5) The audit committee</p>
<p>13. Meetings and Resolutions</p> <p>13.1) Meetings 13.2) Requisites of a valid meeting 13.3) Properly convened 13.4) Properly constituted 13.5) Properly conducted 13.6) Shareholders meetings 13.7) Extraordinary general meeting 13.8) Statutory meeting 13.9) Directors meeting 13.10) Resolutions 13.11) Circular resolutions</p>
<p>14. Capital Financing</p> <p>14.1) Financing the company 14.2) Definition of a member 14.3) Legal jargons in capital structure 14.4) Classes of shares that may be issued 14.5) Raising share capital in private companies 14.6) Raising of share capital in public companies 14.7) Prospectus 14.8) Reduction of capital 14.9) Share buy back 14.10) Share certificates 14.11) Dividends 14.12) Unclaimed dividends 14.13) Employee share scheme</p>
<p>15. Debt Financing</p> <p>15.1) Financing the company – The debt market 15.2) Bank loans 15.3) The Islamic banking products 15.4) Debentures 15.5) Charges</p>
<p>16. Obligation of Company to Make Information Public</p> <p>16.1) Publicity of information 16.2) Public inspection of statutory books 16.3) Books of accounts 16.4) Filing of audited financial statements 16.5) Directors' report 16.6) Annual return</p>
<p>17. Dissolution</p> <p>17.1) Deregistration of companies under section 308 17.2) Winding up 17.3) Effects of voluntary winding up 17.4) Compulsory winding up 17.5) Liquidator</p>

Assessment Breakdown	%
Continuous Assessment	40.00%
Final Assessment	60.00%

Details of Continuous Assessment	Assessment Type	Assessment Description	% of Total Mark	CLO
	Assignment	Written solutions to review questions and library research	5%	CLO3
	Individual Project	Report written on predetermined topic	10%	CLO2
	Online Quiz	Multiple choice online / ODL Quiz	10%	CLO1
	Test	Online / ODL Test	15%	CLO3

Reading List	Recommended Text	Zubaidah Zainal Abidin, Ali Shah Hashim, <i>Corporate Governance Practice of the Company Secretary</i>
	Reference Book Resources	<ul style="list-style-type: none"> • 'Companies Act 1965' • 'Companies Regulation 1966' • 'Companies (Reduction of Capital) and Rules 1972' • 'Companies (Winding up) Rules 1972' • 'Securities Industry Act 1983' • 'Securities Industry (Central Depositories) Act 1991' • 'Securities Industry (Central Depositories) (Purchase by a Company of its Own Shares) Regulations 1997' • 'Rules of the Malaysian Central Depositories Sdn Bhd' • 'Securities Commission Act 1993' • 'Bursa Malaysia Listing Requirements for both Main Market and ACE Market' • 'Code of Ethics for Directors and Company Secretaries as published by the Registry of Companies Malaysia.'
Article/Paper List	This Course does not have any article/paper resources	
Other References	This Course does not have any other resources	