

# 'Directors' Rights, Duties, Powers and Accountability'

21st – 22nd March 2012 • Hotel Royal, Penang



ELLEN BURKE

Dear Sir,

Please register the following name(s) for this training programme :

1) Name : \_\_\_\_\_  
Position : \_\_\_\_\_  
Email : \_\_\_\_\_

2) Name : \_\_\_\_\_  
Position : \_\_\_\_\_  
Email : \_\_\_\_\_

3) Name : \_\_\_\_\_  
Position : \_\_\_\_\_  
( Email : \_\_\_\_\_ )

*Please photocopy for more participants*

Approving Officer :

Name : \_\_\_\_\_  
Position : \_\_\_\_\_  
Organization : \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_

Tel : \_\_\_\_\_ Fax : \_\_\_\_\_

Email : \_\_\_\_\_

## How to Register

Tel : +603-77858502 /03 /04  
Fax : +603-77858505  
Email : info@ellen-burke.com

*Fax or Post your registration form to :*

**Ellen Burke (M) SDN BHD**  
Suite 708, 7th floor, Menara Majestic  
No.15, Jalan Othman Section 3,  
46000 Petaling Jaya, Selangor, Malaysia

## Programme Fee

Your investment for attending this Programme :

**RM 1,600.00**

A discount of RM 100.00  
for a single participant before

**16th March 2012**

or for

**each registration of 3 or more participants  
from the same organisation**

## How to Pay

Fees must be paid before commencement  
of the training programme

All cheques should be crossed and made  
payable to **"Ellen Burke (M) Sdn Bhd"**

Or by direct transfer to :

- HSBC, Petaling Jaya : 202-614087-101
- MBB, Petaling Jaya : 514169160179

Receipts would be issued for all payments  
made to Ellen Burke (M) Sdn Bhd

## Hotel Accommodation

Cost of hotel accommodation is not  
included in the programme fee

# 'Directors' Rights, Duties, Powers and Accountability'

## A 2-Day Training Programme on Corporate Governance

(claims can be made to HRDF subject to approval)

Programme Session:

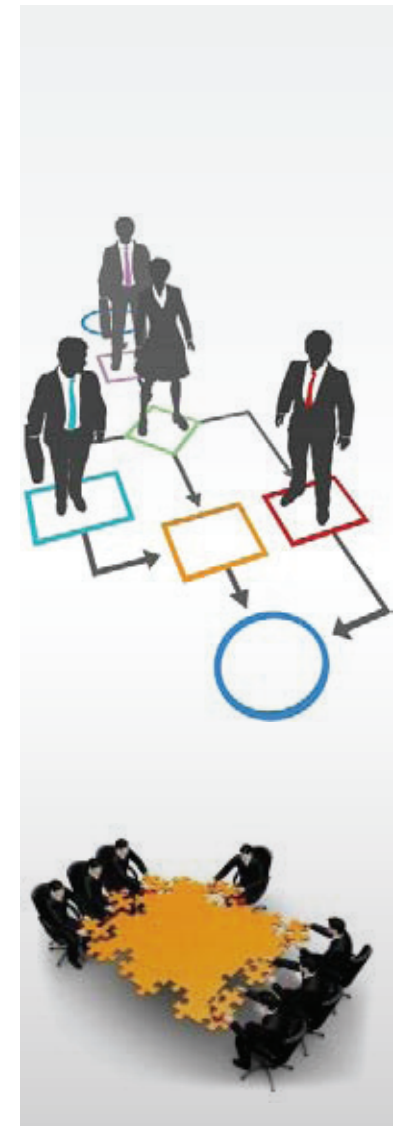
**21st – 22nd March 2012**

Venue:

**Hotel Royal, Penang**

Target Audience:

**Directors, Company Secretaries,  
Managers and Administration Officers**



## About The Organisation



## ELLEN BURKE

Ellen- Burke (M) Sdn. Bhd. is an organisation well grounded and committed to training, development and education of human capital to increase required knowledge, efficiency and productivity.

## About The Trainer



### Marina Netto

She holds a LLM from University Malaya, LLB(Hons) (London) and CLP.

5 years experience at Senior Management Level in the Legal and Corporate Department of the financial arm of Bank Industri Berhad.

16 years experience as a Senior Member of the Malaysian Bar in Corporate Law and Industrial Relations Law.

Informed, talented and engaging, she has presented in a number of ground breaking public training programs which have inspired many senior corporate personalities to reach greater heights of achievement.

She is the author of the book "Contracts of Employment & Malaysian Industrial Law." Details of the contents of the book are at the website: [www.ellen-burke.com](http://www.ellen-burke.com)

## Benefits Of Attending The Programme

- A greater recognition of the importance of establishing a framework for corporate governance and setting best practices for business.
- An increased knowledge to develop appropriate corporate governance mechanisms for the purpose of monitoring and controlling the management of corporations.
- A greater awareness of the need to implement structures and procedures to ensure a high level of corporate governance so as to achieve effective management and enhance investor confidence.
- Companies would be able to develop their own structures and procedures to ensure appropriate standards of corporate behavior.
- A comprehensive knowledge of the rules, regulations and laws governing the role, responsibilities and liabilities of a Director.
- The problems and implications associated with corporate decisions regarding personal obligations, liabilities and penalties which all directors are subject to under the Companies Act and the Listing Rules.
- Company Directors would be conscious of their legal and social responsibilities to improve the quality of administration and management in the corporate sector.

## Programme Timing

The programme will commence at 8.30am on both days and finish at 5.45pm. Registration will take place at 8.00am. There would be 2 breaks at appropriate intervals for refreshments and lunch.

## Programme Outline

### Day One :

8.00 am : **Registration**

8.30 am : **Part One**

#### **Introduction**

- Company as a business vehicle
- Division of Powers in a Corporation
- Malaysian Code of Corporate Governance

10.30 am : **Tea Break**

10.50 am : **Part Two**

#### **Duties of Directors and Other Officers**

- Who is a Director?
- Appointment and Functions of a Company Secretary
- Defacto and Shadow Directors :
  - Appointment of a Director
  - Qualifications of a Director
  - Validity of acts of a Director
  - Disqualifications of a Director
  - Termination of Appointment
  - Resignation & Retirement of a Director
  - Removal of a Director

#### **Case Study**

1.00 pm : **Lunch**

2.00 pm : **Part Three**

#### **Duties & Responsibilities - Directors and Other Officers**

- Fiduciary Duties :**
  - act bonafide in the interest of the Company
  - exercise powers for proper purpose
  - retain discretionary powers
  - to avoid conflict of interest
  - Duty to keep accounting records and submission of Directors' Report

3.40 pm : **Tea Break**

4.00 pm : **Part Four**

#### **Statutory Duties of Directors and Other Officers :**

- Reasonable care, skill and diligence
- Business Judgement
- Disclosure of Interests
- Consequences of violating duties

#### **Case Study**

5.45 pm : **End of Day One**

## Programme Outline

### Day Two :

8.30 am : **Part Five**

#### **Restrictions of Powers of Directors**

- Loans to Directors
- Loans to Persons Connected to a Director : S 133A and S 122A
- Substantial value transactions
- Allow Company to buy own shares
- Allow Company to finance purchase of own shares
- Power to issue shares

#### **Case Study**

10.30 am : **Tea Break**

10.50 am : **Part Six**

#### **Proceedings of the Board**

- Meetings
- Resolutions
- Resolutions without meeting
- Notice of Meeting
- Quorum and Minutes of Meeting

1.00 pm : **Lunch**

1.00 pm : **Part Seven**

#### **Company Remedies for Breach of Directors' Duties**

- Damages or Compensation
- Account of profits
- Rescission of contract
- Return of Property

#### **Case Study**

3.40 pm : **Tea Break**

4.00 pm : **Part Eight**

#### **Directors' Relief for Breach of Duty**

- By General Meeting
- By Ratification
- By the Articles
- Whistleblowing Protection for Directors and Other Officers - Section 368 (B)

#### **Case Study**

5.45 pm : **End of Day Two**