

‘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

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
 i. Company as a business vehicle
 ii. Division of Powers in a Corporation
 iii. Malaysian Code of Corporate Governance
10.30 am : **Tea Break**
10.50 am : **Part Two**
 Duties of Directors and Other Officers
 i. Who is a Director?
 ii. Appointment and Functions of a Company Secretary
 iii. 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
 i. **Fiduciary Duties :**
 (a) act bona fide in the interest of the Company
 (b) exercise powers for proper purpose
 (c) retain discretionary powers
 (d) to avoid conflict of interest
 (e) Duty to keep accounting records and submission of Directors' Report
3.40 pm : **Tea Break**
4.00 pm : **Part Four**
 ii. **Statutory Duties of Directors and Other Officers :**
 (a) Reasonable care, skill and diligence
 (b) Business Judgement
 (c) Disclosure of Interests
 (d) 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
 i. Loans to Directors
 ii. Loans to Persons Connected to a Director : S 133A and S 122A
 iii. Substantial value transactions
 iv. Allow Company to buy own shares
 v. Allow Company to finance purchase of own shares
 vi. Power to issue shares
 Case Study
10.30 am : **Tea Break**
10.50 am : **Part Six**
 Proceedings of the Board
 i. Meetings
 ii. Resolutions
 iii. Resolutions without meeting
 iv. Notice of Meeting
 v. Quorum and Minutes of Meeting
1.00 pm : **Lunch**
1.00 pm : **Part Seven**
 Company Remedies for Breach of Directors' Duties
 i. Damages or Compensation
 ii. Account of profits
 iii. Rescission of contract
 iv. Return of Property
 Case Study
3.40 pm : **Tea Break**
4.00 pm : **Part Eight**
 Directors' Relief for Breach of Duty
 i. By General Meeting
 ii. By Ratification
 iii. By the Articles
 iv. Whistleblowing Protection for Directors and Other Officers - Section 368 (B)
 Case Study
5.45 pm : **End of Day Two**