

# DIRECTORS: APPOINTMENT AND REMOVAL

## COURSE INTRODUCTION

A person who has consented to act and is not disqualified from holding office as a director may be appointed to the position of director by the Board or members of the Company. Companies Act 2016 ("Act") gives the flexibility to the Board of a private company to set the terms of his appointment. The Director shall then hold office in accordance with such terms or until he ceases to be a director on his own accord, when disqualified, retires or is removed from office. For removal of a director, Section 206 provides the mechanisms for removal of director before the expiration of the director's period of office and this statutory right is applicable to both private and public company.



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## COURSE OBJECTIVES

The objective of this course is to provide a practical guide for participants to understand the provision of the Act and plan the term of office of a director at the time of appointment. The different circumstances where a director's office can be vacated under the law and how a provision in the Constitution can affect the office of the director would be discussed in detail for better understanding of the application and the effect. There will be a step-by-step guide on the actions to take in the removal of a director. This course will also take into account the position of the director who is also a shareholder and if there is a remedy for "unfairly prejudicial conduct" of the company's affairs.

## COURSE CONTENTS

- Appointment of director – by Board or members and terms of appointment, appointment by a single resolution.
- Disqualification of director – circumstances, validity of action of disqualified director.
- Retirement of directors – private company's written resolution, retirement by rotation, eligibility for re-election.
- Resignation of director – requirement on notice of resignation and approval of other directors, effective date of resignation.
- Removal of directors – special notice, meeting of members, quorum, resolution.
- Right to be heard for directors of public company against removal.
- Compensation for loss of office.

## LEARNING OUTCOMES

By attending this course, participants will be able to:

- Have a better understanding of the situations where the office of a director may be vacated.
- Take away the procedures and sample notices and resolutions for the removal of director.
- Appreciate that a director can be compensated for the loss of office in certain situation.

## WHO SHOULD ATTEND

Directors, company secretaries, auditors and accountants of listed companies.



## ABOUT THE TRAINER

**Leong Oi Wah** is a Fellow Member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA) and has more than 30 years of experience in handling corporate secretarial matters in the profession and the corporate sector.

Oi Wah is also involved in advisory on corporate secretarial requirements including corporate restructuring and compliance with various regulatory bodies such as the Registrar of Companies, Bursa Malaysia Securities Berhad, Securities Commission and other authorities. She is an approved trainer with HRD Corp and does regular training for the Companies Commission Malaysia Training Academy and other professional bodies. She is also co-author of "Company Meetings, Minutes and Resolutions in Malaysia" published in 2021 by the Malaysian Current Law Journal.

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## ADMINISTRATIVE DETAILS

Date	12 March 2024
Platform	Virtual platform
Time	9.00AM – 5.00PM
Training Methodology	Lecture and case discussion
Fee	RM400.00 Standard RM500.00 Licensed Secretary. Member of MAICSA, MIA, Malaysian Bar, MACS, MICPA, Sabah Law Society & Advocates Assoc. of Sarawak.
SSM CPE Points	8 Points

## HOW TO REGISTER?

**STEP 1**

Strictly via online registration at <https://e-comtrac.ssm.com.my>

**STEP 2**

### NEW USER (First Time Login)

- Click on **SIGN UP**
- Key in **REGISTRATION INFORMATION**
- Click on **REGISTER**
- Key in **USERNAME** and **PASSWORD**

### EXISTING USER

- Key in **USERNAME** and **PASSWORD**
- Click on **SIGN IN**

**STEP 3**

- Select training
- Check on Available Seat
- Click on Add Participant
- Key in participant's information
- Click on Submit
- Check participant's details
- Click on Submit Payment

Note: Please submit your application within 15 minutes. Otherwise the system will automatically cancel your transaction and you will lose your seat(s). Please re-apply if you wish to proceed. Full payment shall be made at the point of registration.



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## TERMS & CONDITIONS FOR REGISTRATION OF TRAINING PROGRAMMES UNDER COMTRAC

### Payment Mode

- All training programmes registrations MUST be applied through e-COMTRAC. Upon submitting the registration application, participant is deemed to have read and accepted the terms and conditions herein.
- Payment by cash and cheque is not acceptable effective from January 2021.

### Webinar Access Link

- A notification e-mail with the webinar access link will be sent at least 24 hours before the commencement of the webinar.
- The access link is unique for registered participants and should not be forwarded or shared with others.

### Certificate of Attendance

- Participant will be issued a Certificate of Attendance upon full attendance of the programme and payment is received.
- A participant is allowed to attend **ONE** programme per day to be eligible for certificate of attendance. Request for refund will not be entertained if you have registered for more than one programme per day.
- SSM will charge an administrative fee of RM30.00 per copy for any replacement of certificate due to errors in name or identification card number wrongly filled by participant / representative during registration or loss of certificate, etc.

### Cancellation / Absent

- No refund will be given to participant who failed to attend the programme.
- Replacing registered participant is not allowed.

### Transfer

- Transfer of registration fee to another training programme is not allowed.

### Human Resources Development Corporation

Suruhanjaya Syarikat Malaysia is registered as a training provider with HRD Corp under GOV1000117857. All trainings are claimable under SBL Scheme subject to HRD Corp approval. Participant's employer needs to apply for grant at least one day before the commencement of training.

### Personal Data Protection Notice

Your personal data and other information provided in this application and including any additional information you may subsequently provide, may be used and processed by COMTRAC/SSM as a reference in future to communicate with you on our training programmes/events. In line with the Personal Data Protection Act 2010, we wish to obtain your agreement and consent for using your personal data. If you do not consent to the processing and disclosure of your personal data, you should send an e-mail to us at [comtrac@ssm.com.my](mailto:comtrac@ssm.com.my).

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### Disclaimer

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All information contained in the brochure is correct and accurate at the time of publication.

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## COMPANIES COMMISSION OF MALAYSIA TRAINING ACADEMY & KNOWLEDGE MANAGEMENT DIVISION

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