



Duties and Responsibilities of Company Directors

Demystifying the stewardship and fiduciary roles of Directors

31 July 2023 (Monday)

Connexion Conference & Event Centre @ The Vertical, Bangsar South, Kuala Lumpur

Directors of companies are invariably tasked with the unenviable role of steering the corporation towards achieving its objective. The Companies Act 2016 encapsulates the codified duties and responsibilities of Directors and if the organisation is listed on the stock exchange of Malaysia, Bursa's Listing Requirements and the updated Malaysian Code on Corporate Governance 2021 also spell out the roles of Directors which need to be considered for compliance.

The overarching duty of a typical Director (of a company incorporated under the Companies Act 2016) is to exercise the powers vested in the Director for a proper purpose, in good faith and in the best interest of the company. The focus of the Director would invariably be the lines of defence available to demonstrate that the Director has discharged his stewardship roles as a fiduciary as prescribed in the Companies Act 2016 and Bursa's LR, as appropriate.

This programme will reference the Securities Commission Guidelines on the conduct of Directors of listed corporations and their subsidiaries, the Capital Markets & Services Act 2007, as well as case studies on what went wrong and certain commendable practices

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Demystifying the stewardship and fiduciary roles of Directors

OBJECTIVES

This programme seeks to help you to:

- Understand the fiduciary duties and stewardship roles of Directors and key officers of a company, including the importance for the roles to be discharged effectively to safeguard the assets or interests of the company
- Be aware of the penalties for breaches of the Companies Act 2016 and other statutes
- Identify the lines of defence to corroborate the discharge of Directors' duties
- Appreciate the importance of Standard Operating Policies and Procedures, including the documentation of minutes of meetings

WHO SHOULD ATTEND

- Directors of listed corporations and their subsidiaries
- Chief Regulatory or Compliance Officers
- Chief Risk Officers and Chief Integrity Officer
- Company Secretaries
- Corporate Advisors
- Internal and External Auditors
- Advocates and Service providers of Governance, Risks & Controls

METHODOLOGY

Lectures, discussions, and Q&A session.

SPEAKER/TRAINER



LEE MIN ON

Min On serves as an Independent Non-Executive Director of several main market listed companies. He retired as a Risk Consulting Partner of KPMG Malaysia in 2015 after serving for 3 decades with the Firm. He co-authored Bursa Malaysia's Corporate Governance Guide (1st and 2nd editions). He speaks at conferences and seminars organised by various professional/regulatory bodies and customised in-house training, covering sustainability, corporate governance, enterprise risk management, fraud risk management, internal controls, risk-based internal audit, Listing Requirements of Bursa Malaysia and other emerging topics and regulatory requirements. Min On is a Chartered Accountant of MIA, a Certified Public Accountant of MICPA and a Fellow Member of the Institute of Internal Auditors Malaysia.

PROGRAMME OUTLINE

- Introduction
- Who is a Director?
 - > Perspective of the Companies Act 2016 and Bursa's Listing Requirements
- Functions of the Board of Directors
- Duties and Responsibilities of Directors
- Business Judgement Rule
- Reliance on Information Provided by Others
- Actions of Delegate, e.g., Board Committees
- Nominee Director
- Improper Use of Company Property, Position, and Information
- Duty to Make Disclosure, Including Interests in Contracts
- Loans to Directors
- Compensation and Benefits, Including Service Contracts
- Related Party Transactions and Conflicts of Interest
- Board Charter
- Risk Management and Internal Control System
 - > Covering inter-alia cybersecurity, sustainability, succession planning, anti-corruption, business continuity, contagion, etc.
- Accounting Records and Financial and Other Corporate Reporting
- Engagement with Shareholders and Other Stakeholders
- Notice of Meeting, Agenda and Minutes of Meeting, Including Matters Arising
- Challenges and Pitfalls to Avoid
- Key Learning Points and Q&A Session

Duties and Responsibilities of Company Directors

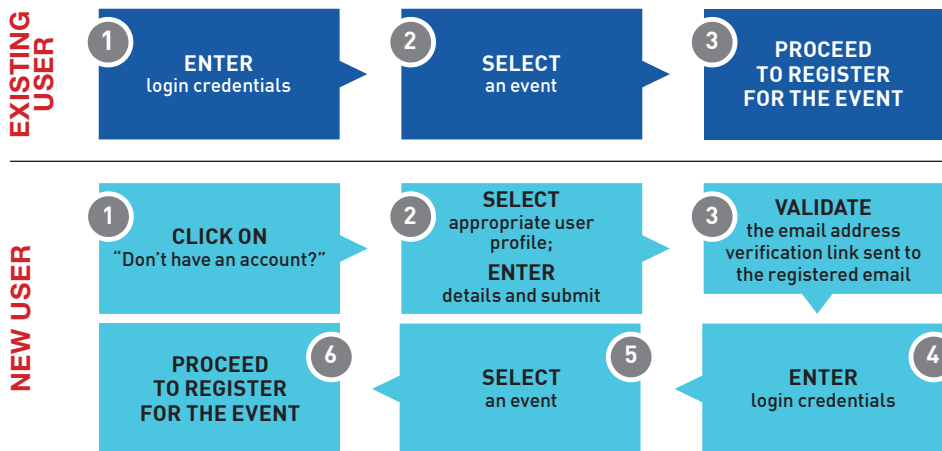
Demystifying the stewardship and fiduciary roles of Directors

With immediate effect, enrolment for all CPE programmes will be

STRICTLY VIA ONLINE REGISTRATION ONLY

REGISTRATION PROCESS

- To view more events and download the full brochure, please visit: pd.mia.org.my
- Search and select the event
- Click 'Register' to experience the new system by continuing with the respective steps below:



For any assistance, please call (8.45am-5.30pm, Monday-Friday)
MIA Help Desk @ 603-2722 9000

TERMS & CONDITIONS

PROGRAMME FEE

- Fee is payable to MALAYSIAN INSTITUTE OF ACCOUNTANTS
- Depending on the event, the fee includes course materials and/or lunch and/or tea breaks.
 - Individual Registration:** Full payment shall be made at the point of online registration.
 - Corporate Registration:** Full payment shall be made within thirty (30) days from the date of the Invoice or 1 day before the programme, whichever earlier.
- Admittance to the programme shall be granted only upon full payment as per the above requirement.

PAYMENT MODE

- Payment must be made through the **electronic channels i.e. online payment via the MIA member service portal and electronic fund transfer (EFT)**.
- Payment by **cash and cheque is NOT ACCEPTABLE** effective from 1 January 2022.

HRD CORP (FOR CLAIMABLE EVENTS ONLY)

MIA is an approved Training Provider registered under 'Institut Akauntan Malaysia' (MyCoID: 631967).

Employer's Obligations

- To ensure grant approval is obtained prior to event registration and to provide the Grant ID notification upon event registration.
- To make full payment to MIA as per the issued Invoice within 14 working days upon receipt of MIA's notification in the event the approved training fee is cancelled by HRDC due to non-compliance on the part of the participant or his/her employer or any valid reasons stipulated by HRDC.
- To settle the balance payment to MIA within 14 working days upon receipt of MIA's notification in the event only partial claim is approved by HRDC. MIA will provide copy of the original invoice and will not issue a new invoice for the balance amount.
- If employer has made payment prior to grant approval, a refund will be made to employer subject to reimbursement received from HRDC. Refund will be made upon receipt of duly completed employer's EFT Form.
- To provide required information and/or documents after completion of event for the purpose of HRDC Claim within 7 working days upon receipt of MIA's notification.

CANCELLATION

Should the participant decide to cancel his/her enrolment, a cancellation policy shall be applied as follows:

- For written cancellation received with minimum seven (7) days' notice from the date of the programme, no penalties will be imposed and full refund will be made to participants who have paid.
- For written cancellation received less than seven (7) days from the date of the programme, an administrative charge of 20% of the registration fee will be imposed. Unpaid registrations will also be liable for a 20% administrative charge.
- No refunds will be made for written cancellations received on the day of the programme or for participants who failed to join the programme. Unpaid registrations will also be liable for full payment of the registration fee.
- Replacing registered participants is not allowed.
- Paid registration that is cancelled can opt to transfer the paid amount to future event(s) after deducting any applicable administrative charges.
- The transfer request to future event(s) should be confirmed by Corporate/Individual within three (3) days after cancellation otherwise the cancellation will be confirmed with refund action. Transfer request will not be entertained after the refund is processed.

- Corporate/Individual is required to top-up the balance amount if the amount to be transferred to the future event is insufficient.
- Any excess amount after transfer will be refunded to the Corporate/Individual's bank account as provided in the EFT form.
- Corporate/Individual is required to provide the EFT form each time when a refund is requested.

PARTICIPANT'S CLASSIFICATION AND INFORMATION

Category: Corporate/Individual

- Please select the participant classification carefully as it determines the fee payable. No alteration will be allowed upon registration.
- The information on Corporate/Individual provided shall be deemed true and correct. No alteration will be allowed upon registration.

VERIFICATION OF ATTENDANCE

- All participants are required to present photo identification (NRIC, driving licence or company's ID card) at the point of registration prior to signing the registration list when attending the programme. Admittance may be denied upon failure to present photo identification.

CERTIFICATE OF ATTENDANCE AND CPE CREDIT HOURS

- Upon full attendance of the programme, participants will be issued an e-certificate of attendance. For this purpose, it is **COMPULSORY** to fill in the email address clearly.
- CPE credit hours will be credited into the MIA Member Services Portal within 14 days of the programme for participants who have complied with all terms and conditions stipulated herein.
- Participants will only be entitled to the CPE hours upon attending the entire duration of the programme. CPE hours will not be accorded for partial attendance.

COPYRIGHT

The materials of the programme shall not be disclosed or used in any manner, either wholly or partially against any other parties and/or used in any manner, either wholly or partially as a defence by you and/or any other parties under any circumstances. The participants are therefore prohibited from reproducing any materials of this programme. All copyright and/or intellectual property rights in any relevant materials produced in this Programme will remain with the party who produced such materials. MIA disclaims responsibility for the materials of this programme. Neither the MIA, its Council or any of its Boards or Committees nor its staff shall be responsible or liable for any claims, losses, damages, costs or expenses arising in any way out of or in connection with any persons relying upon the materials provided during the programme.

DATA PROTECTION

Information given by the participants to MIA is true, accurate and to the best of their knowledge. The participants have read and agreed with the Privacy Notice as stated on MIA's official website and therefore, allow MIA to collect, process, store and use the participants' data other than what is provided under the Personal Data Protection Act 2010.

EXCLUSION OF LIABILITY

This programme shall not constitute an endorsement of the speaker(s) by MIA and MIA shall not be liable for whatsoever circumstances arising from any engagement between the speaker(s) and the programme's participants.

DISCLAIMER

Malaysian Institute of Accountants (MIA) reserves the right to change the speaker(s), date(s), time(s) and to cancel the programme should circumstances beyond its control arise. MIA shall not be responsible for any costs, damages or losses incurred by the participant due to the changes and/or cancellation. MIA also reserves the right to make alternative arrangements without prior notice should it be necessary to do so. Upon registering, you are deemed to have read and accepted the terms and conditions herein.

PROGRAMME FEES

Member/Member Firm	RM 900
Non-member	RM 1,100

Preferred Payment: Pay with MIA-CIMB Affinity Credit Card.

PROGRAMME DETAILS & REGISTRATION

HRDC Training Programme No. : 10001219413

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