

CASE STUDY SERIES on
Directors` and Members`
Written Resolutions –
An Analytical Approach

29 April 2024, Monday

9.00am – 1.00pm

Speaker: MR FOO POH KHEAN
FCIS, (CS) (CGP)

Virtual

Course code: CS290424W1

Closing date: 27 April 2024

**4 CPD
HOURS**

Introduction

The 'Case Study' Model of discussion and analysis has been widely acknowledged as an effective mode of teaching by premier institutions like Harvard Business School and the Kennedy School of Business.

Cases are narratives, situations, selective data and statements that present real-life simulations and as such, put to the fore unresolved and thought-provoking issues which are likely to occur in varying magnitude and complexities, in our practical lives also. Case Studies encourage participants to engage in critical thinking and to identify the several solutions for a given set of facts.

In this 3rd series of the Case Studies Webinars, simulated and practical case scenarios will be presented and invite participants to engage in critical thinking and to identify solutions for given sets of case scenarios in corporate secretarial practice.

Course objectives

This 4-hours webinar seeks to analyse and assess the practical approach towards the requirements applicable for a directors' and members' written resolution (DWR & MWR), what cannot be passed through a DWR and MWR, what secretaries should know in circulating a DWR and MWR, dealing with a MWR proposed by a shareholder, rights of directors in refusing the circulation of a MWR and consequences, dealing with a DWR proposed by a director, signing of DWR and MWR by electronic / virtual signatures / signature stamp.

Learning Outcomes

By the end of the webinar, participants will be able to -

- Have a better understanding of the responsibilities and duties involved
- Learn how to handle practical situations
- Minimize their liabilities or risks in their occupation / practice

About the trainer: **MR FOO POH KHEAN, FCIS, LL.B (Hons), CLP (CS)(CGP)**

Kenneth Foo is a regular speaker for MAICSA and was a former adjunct lecturer in University College Tunku Abdul Rahman, Kuala Lumpur. He was a former council member of MAICSA and is presently the honorary secretary of the Malaysian Corporate Counsel Association. He has his own practice specializing in corporate solutions, consultation and advice and restructuring of companies. He is also a chartered company secretary since starting his own practice in 1990 until to-date. He is also the co-author of "Companies Act 2016: New Dynamics of Company Law in Malaysia" and "Company Meetings, Minutes and Resolutions in Malaysia" published in 2017 and 2021 respectively by the Malaysian Current Law Journal.

Course outline

- Case study no. 1 deals with the types of MRW that can be passed for various corporate exercises and the disadvantages of circulating a MWR for a particular corporate exercise
- Case study no. 2 deals with the types of DWR that cannot be passed for various matters; the essential drafting of a DWR for certain decisions which indicate the board's exercising of their powers in good faith and diligence; key information in a DWR
- Case study no. 3 deals with the circulation of a MWR proposed by shareholders; how company secretaries should deal with the proposal; essential procedures and processes in the circulation of MWRs; right of directors to refuse the circulation of the MWR and the consequences thereof
- Case study no. 4 deals with the digital / electronic signing of DWR and MWR; validity of signature stamps; SOP to be adopted in accepting digital / electronic signatures; circulating DWR & MWR via WhatsApp & other electronic means (other than email)

Methodology

The speaker will be using power-point presentation to post the four case studies and engage in an interactive session where attendees must participate to analyse and assess the case studies, offer solutions or suggestions to deal with the scenario.

Who should attend

Company directors, company secretaries, accountants, lawyers, auditors and those who involve in the advisory works.

WEBINAR FEE

Category	Normal Fee per person (RM)	Group Fee Per Person (RM)*
MAICSA Member/ Affiliate/Graduate/ Student	340	310
Non member	490	460
Retired MAICSA member	170	170

Fee includes course materials in digital form and e-certificate.

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***For group fee: 3 or more registrations from the same organization**

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Attention: Ms Nor Falati

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- **NO Letter of undertaking is accepted.**

Upon successfully registration, you are deemed to have read and accepted the terms and conditions.

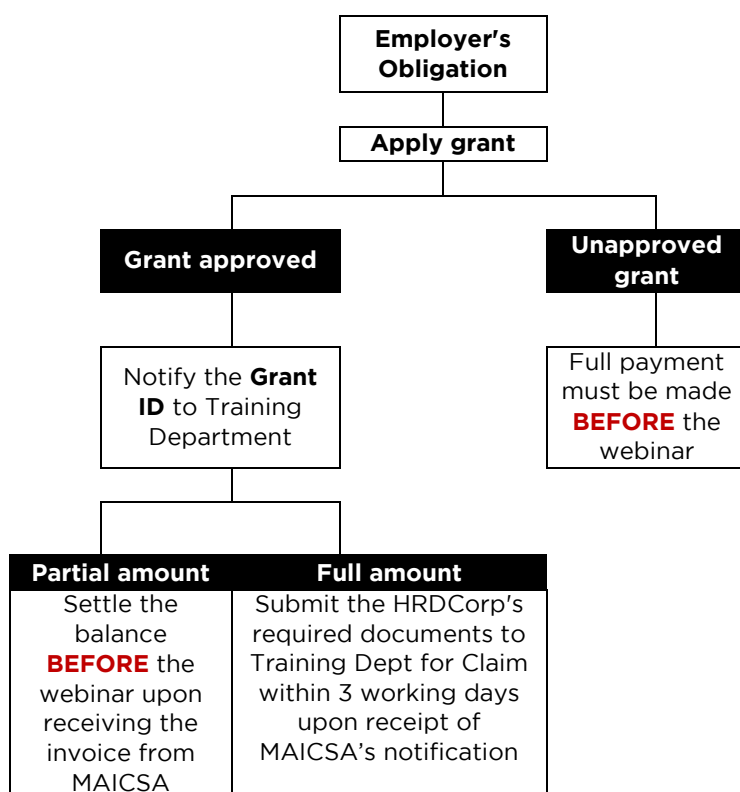
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- The Access Link is unique and should not be forwarded/shared with others.
- **Participants may log-in at 8.45am**

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