



ENHANCED CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME SEMINAR

Essentials of Company Law

Focus

The focus of the course is to introduce participants to the Companies Act and its practical application for Company Secretaries. It is also essential for individuals who are going to be directors and who will be involved in the day-to-day running of a company.

It is primarily targeted at Company Secretaries, Senior Managers and Managers who will be involved in decision making and running of their respective companies.



Objective

This course will equip you with practical, working knowledge of the company law principles that are required to enable you to manage a company. Upon completion of the training, participants will be able to explain the differences between different types of business vehicles and when each type is used, and the duties and legal responsibilities of directors. This course also discusses the manner in which companies are governed, the rights of shareholders, how companies raise capital, as well as the various ways companies can be closed.



Speaker

Ms Chin Hooi Yen

Director Advocate & Solicitor, Polaris Law Corporation

Supported by

Intended For

- ◆ Company Secretaries
- ◆ Senior Managers and Manager
- ◆ Corporate Officers
- ◆ Management Personnel
- ◆ Directors



*Event
Management*

Venue

SAICSA
149 Rochor Road, #04-06, Fu Lu Shou Complex, Singapore 188425





Essentials of Company Law

Seminar 1: Understanding the Different Types of Companies and other Business Vehicles

Date: 17 February 2012, Friday

Time: 9.30am to 5.30pm

CPE: 7 Hours

a) Introduction

- The sources of Law in Singapore
 - o The common law and legislation.
- Why do Singapore courts refer to foreign judgments?
- How to search for cases and legislation.

b) Business Organisations

- The types of business vehicles.
 - o Sole proprietorships and partnerships
 - o Companies
 - Private companies
 - Exempt private companies
 - Public companies
 - Public company limited by shares
 - Public companies limited by guarantee
 - Listed companies
 - o Limited liability partnerships
 - o Limited partnerships
- The advantages and disadvantages of different business vehicles.
- When is each type of business vehicle commonly used? Foreign companies.
- Joint ventures and unincorporated associations.

c) Incorporation and Its Consequences

- The process of Incorporation.
 - o Applying for a company name via Bizfile.
 - o SSIC Code
- The effects of Incorporation.
- When does the law look to the shareholders? Lifting the veil of Incorporation.

d) The Memorandum and Articles of Incorporation

- The legal significance of the M&A
- Amending the Memorandum and Articles of Association

e) Corporate Personality

- Who is the company? The capacity and powers of a company.
 - o Who can act on behalf of the company?
- Liability for torts and crimes.

f) Businesses, LLPs and LPs

- How are they governed?
- Duties and responsibilities of managers, etc

g) Case Studies



Essentials of Company Law

Seminar 2: Membership and Members' Rights

Date: 30 March 2012, Friday

Time: 9.30am to 5.30pm

CPE: 7 Hours

- a) Shares
 - What are shares?
 - Capital structure.
 - Classes of shares.
 - Preference shares.
 - How does the Companies Act define preference shares?
 - Common preferential rights
 - Allotment and issue of shares
 - Transfer of shares

- b) Membership and Members' Rights
 - Members' rights
 - The rights of minority shareholders

- c) Members' Meeting
 - Different types of meetings: statutory meeting, the AGM, the EGM.
 - Class meetings
 - Procedural matters
 - Resolutions and voting
 - Relevant provisions of the Companies Act and Table A

- d) Enforcement and Corporate Rights



Essentials of Company Law

Seminar 3: Directors Duties and Corporate Governance

Date: 20 April 2012, Friday

Time: 9.30am to 5.30pm

CPE: 7 Hours

- a) Directors
 - Qualification and Appointment of directors
 - Removal and resignation of Directors

- b) Directors' Meeting
 - Procedure and resolutions

- c) Company Secretary
 - Company secretary's duties for listed and non-listed companies

- d) Directors' Duties
 - The different types of directors
 - Directors' duties and liabilities

- e) Corporate Governance
 - What is corporate governance?
 - The Code of Corporate Governance

- f) Directors' and Officers' Insurance
 - The scope of such policies



Essentials of Company Law

Seminar 4: Corporate Finance and Listing

Date: 25 May 2012, Friday

Time: 9.30am to 5.30pm

CPE: 7 Hours

a) Protection of Creditors

- Acquisition by a company of its own shares and shares in its holding company
- Treasury shares
- Section 76 of the Companies Act and financial assistance
- Lending money on the security of the company's own shares
- Capital reduction
- Dividends
- The requirement of solvency

b) Debentures and Charges

- Definition of debentures
- Debenture holders' rights and remedies
- Company charges
- Registration of charges

c) Raising Finance

- Sources of finance
- Making an offer to the public
- Issues of different types of securities

d) The Stock Market

- The Securities and Futures Act.
- The Singapore Exchange
- The Listing Manual
 - o Main board and Catalist
- The Code of Corporate Governance



Essentials of Company Law

Seminar 5: Closing a Company
Date: 29 June 2012, Friday
Time: 9.30am to 5.30pm
CPE: 7 Hours

- a) Introduction
- b) Judicial Management
- c) Schemes of Arrangement
- d) Winding up
 - The different modes of winding up
 - Effects of Winding Up
- e) Striking off
- f) Roles and Responsibilities of Creditor, Liquidator, Director and Company Secretary
- g) Summary of Procedures for Winding Up
- h) Case Studies



Administrative Details

Essentials of Company Law

A) Date/Time/Venue:

| Seminar 1: | Date: |
|--|------------------|
| Understanding the Different Types of Companies and other Business Vehicles | 17 February 2012 |
| Seminar 2: | |
| Membership and Members' Rights | 30 March 2012 |
| Seminar 3: | |
| Directors Duties and Corporate Governance | 20 April 2012 |
| Seminar 4: | |
| Corporate Finance and Listing | 25 May 2012 |
| Seminar 5: | |
| Closing a Company | 29 June 2012 |

Time:

9.30am to 5.30pm

Venue:

SAICSA, 149 Rochor Road, #04-06, Fu Lu Shou Complex, (S) 188425

B) Seminar Fees:

| <input checked="" type="checkbox"/> Seminar Fee Non Member/Public Course Fee for per seminar / per participant | Fee Inclusive 7% GST | Cheque made payable to |
|--|-------------------------|---------------------------|
| | \$321.00 per seminar | "CCMD PTE LTD" |
| <input checked="" type="checkbox"/> *Premier Fee Register for 5 seminars and benefits 10% savings off for the same participant | \$1444.50 5 seminars | "CCMD PTE LTD" |

Fee inclusive of 7% Gst, study material and refreshments.

C) Registration:

Please send your completed registration form by:

- Fax: 6334 4669
- Email: events@ccmdpl.com.sg
- Address : 149 Rochor Road, #04-06, Fu Lu Shou Complex, (S) 188425
- Website: www.ccmdpl.com.sg
- Upon receipt of the registration form, a seat will be reserved for the participant and email confirmation of the events will be sent to all participants.
- Full payment is chargeable for non attendance or no show. Alternatively you may find a replacement to attend.

D) The organisers reserve their rights to change the topics, format, speakers, date, time and venue or cancel the training owing to unforeseen circumstances.

E) Enquiries:

Ms Azian A. Bakar / Ms Nurul

Main: 6337 8860



Supported By Event Management

Registration Form
Fax to: 6334 4669



Essentials of Company Law

| Seminar Fee | Please (✓) | Date | Fee With GST |
|--|--------------------------|------------------|--------------|
| Seminar 1: | | | |
| Understanding the Different Types of Companies and other Business Vehicles | <input type="checkbox"/> | 17 February 2012 | \$321.00 |
| Seminar 2: | | | |
| Membership and Members' Rights | <input type="checkbox"/> | 30 March 2012 | \$321.00 |
| Seminar 3: | | | |
| Directors Duties and Corporate Governance | <input type="checkbox"/> | 20 April 2012 | \$321.00 |
| Seminar 4: | | | |
| Corporate Finance and Listing | <input type="checkbox"/> | 25 May 2012 | \$321.00 |
| Seminar 5: | | | |
| Closing a Company | <input type="checkbox"/> | 29 June 2012 | \$321.00 |
| *Premier Fee | Please (✓) | Date | Fee With GST |
| 5 Seminars + 10% savings off | <input type="checkbox"/> | As per above | \$1444.50 |

Time: 9.30am to 5.30pm

Venue: SAICSA, 149 Rochor Road, #04-06, Fu Lu Shou Complex, (S) 188425

| | |
|--|----------|
| Personal Details:- | |
| ✎ Salutation: Mr. <input type="checkbox"/> Miss <input type="checkbox"/> Ms <input type="checkbox"/> Mrs <input type="checkbox"/> Mdm <input type="checkbox"/> Mr. <input type="checkbox"/> Prof. <input type="checkbox"/> | |
| ✎ Full Name (Capital Letters): | |
| ✎ Designation: | ✎ Email: |
| ✎ Tel (Office): | ✎ Fax: |
| ✎ Mobile: | |
| ✎ Organisation/Company: <i>(for billing purposes):</i> | |
| Office Address: ✎ | |
| Postcode: | |

| | |
|--|----------|
| Contact Person Information (If different from participant) :- | |
| ✎ Full Name (Capital Letters): | |
| ✎ Designation: | |
| ✎ Tel: | ✎ Email: |

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