



DPK40173

CORPORATE MEETING

SIMPLE NOTES & EXERCISES

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NURUL IZZATI BINTI MOHD NOH
NURUL ILYANA BINTI BAHARUDDIN
TUAN ZAMILAH BINTI TUAN HUSAIN

2026
JABATAN PERDAGANGAN

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Politeknik Tuanku Syed Sirajudddin (PTSS)

Pauh Putra, 02600 Arau, Perlis

No.Tel: 04-9886200

No.Fax: 04-9886300

www.ptss.edu.my

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Finally, we would like to thank you, our cherished readers. To get the knowledge told give us immense satisfaction.

NURUL IZZATI BINTI MOHD NOH
NURUL LIYANA BINTI BAHARUDIN
TUAN ZAMILAH BINTI TUAN HUSAIN

PREFACE

This first edition of DPK40173-Corporate Meeting (Simple Notes & Exercises) serves to provides its readers with updated material, easy to read and suited for revision of the subject DPK40173-Corporate Meeting. This manual has been written in order to give a simple guidelines for the students to understand more on this syllabus.

It is our belief that diligent study, guided by the content of this book, will enable readers to develop the knowledge and understanding required to achieve academic excellence and equip them with the skills needed for future success.

It is our hope that this manual will serve as a valuable resource for all students, especially those in Semester 4 of the Diploma in Secretarial Science programme, and for individuals seeking to enhance their knowledge and understanding of Corporate Meetings.



ABSTRACT

DPK40173-Corporate Meeting (Simple Notes & Exercises) is one of the manual that can be used as a reference by Semester 4 Diploma of Secretarial Science. This manual has been written in order to give a simple guidelines for the students to understand more on this course. This manual consists of:

- Ø Introduction to Meeting
- Ø Company Secretary
- Ø Directors and Shares
- Ø Proceedings of Meetings
- Ø Minutes Writing

We hope that this manual will help students with the knowledge and skills of handling meetings and fully understand principles and practices of meeting and the concept of company secretary and association society meetings according to the current law and to provide students with the important practices that involved in the meeting.

Besides that, the students can fully determine the correct techniques in writing minutes. Moreover, they can do some exercises provided in this manual as their preparation for the final examination.

Nurul Izzati binti Mohd Noh
Nurul Liyana binti Baharudin
Tuan Zamilah binti Tuan Husain
Commerce Department
Politeknik Tuanku Syed Sirajuddin
Jabatan Pengajian Politeknik & Kolej Komuniti



Table Of Contents

	TOPIC	PAGE	
01	Introduction to Meetings		
	1.1 Principles of meetings	01-06	
	1.2 Types of meetings	07-22	
	02	Company Secretary	
	2.1 Company secretary	23-32	
	2.2 Appointment of a company secretary	33-40	
	2.3 Duties of a company secretary	41-45	
	2.4 Resolutions	46-50	
03	Directors and Shares		
	3.1 Definition of director	51-53	
	3.2 Types of directors	54-57	
	3.3 Appointment of a director	58-61	
	3.4 Minimum number of directors	62	
	3.5 Types of shares	63-67	
04	Proceedings at Meetings		
	4.1 Proceedings of meetings	68-133	
05	Minutes Writing		
	5.1 Meeting documents	134-154	
	References	155	



LEARNING OUTCOMES

#1

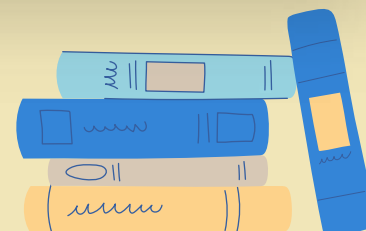
Determine the principles and practices of handling different types of corporate meeting in compliance with Companies Act 2016.

#2

Demonstrate the principles and practices of conducting corporate meeting in compliance with Companies Act 2016.

#3

Organize the procedures of conducting a corporate meeting ethically.





CHAPTER 1

• INTRODUCTION • TO MEETINGS

Learning Objectives

At the end of this topic, students should be able to:

- Explain the principles of meetings
- Elaborate types of meetings

DEFINITION OF MEETINGS

SHARP vs DAWES (1876)

"the word meeting prima facie means a coming together of more than one person"

'an assembly of people for a lawful purpose'




'the coming together of more than one person for any lawful purpose'

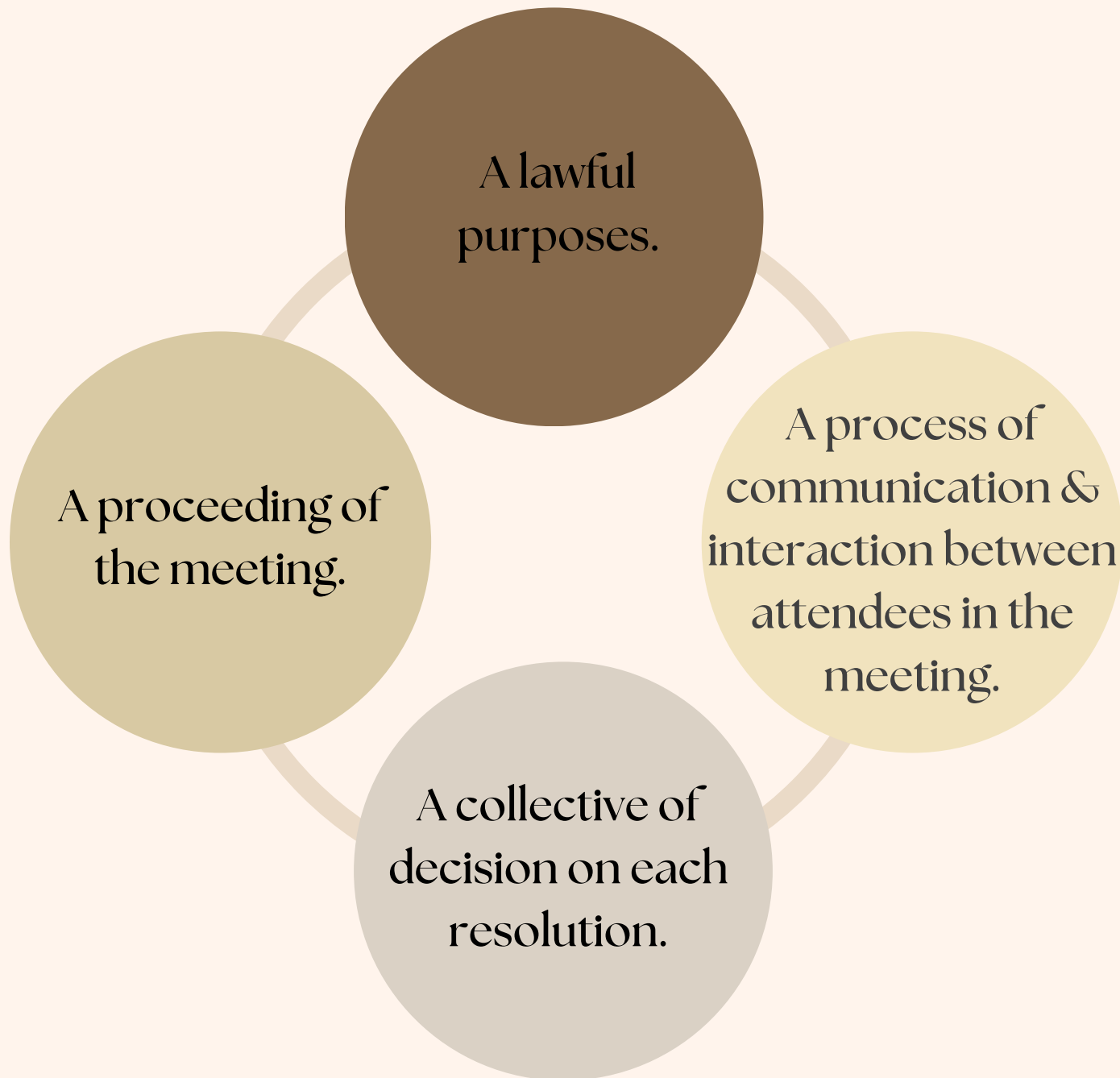



 Meetings play a vital role in the life of a company as decisions are made which would affect its administration, businesses, directions, management and personnel.

 A valid meeting is one which has been properly convened and constituted and in which there is a chairman and from which no persons who are entitled to attend are excluded.

 The provisions relating to meetings in CA2016 can be found in Division 5, Part III (s. 290-344).

CHARACTERISTICS OF MEETING





Meeting of Members at Two or More Venues (Section 327 of CA2016)

A company may convene a meeting of members at more than one venue using any technology or method that enables the members of the company to participate and to exercise their member's right to speak and vote at the meeting.

Due to modern technology it is not necessary for all the persons attending the meeting to be together in the same room.

Provided that there are adequate audio-visual links to enable everyone attending to debate and vote on matters affecting the company.

EXCEPTION (ONE MAN MEETING)

SECTION 328 (1)

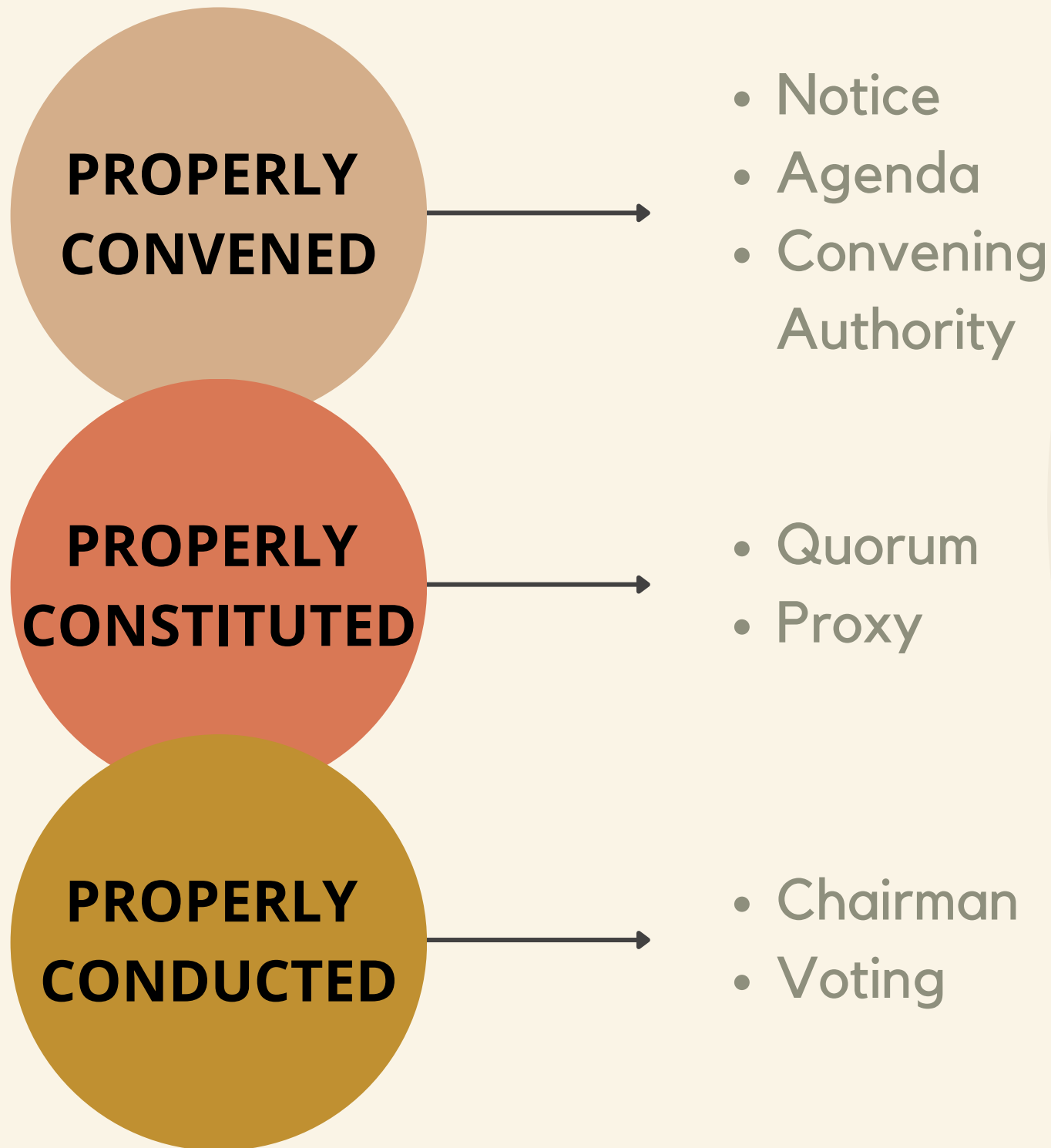
- In the case of a company having only **ONE** member, **ONE** member personally present at a meeting shall constitute a quorum.

SOLE MEMBER - SECTION 344

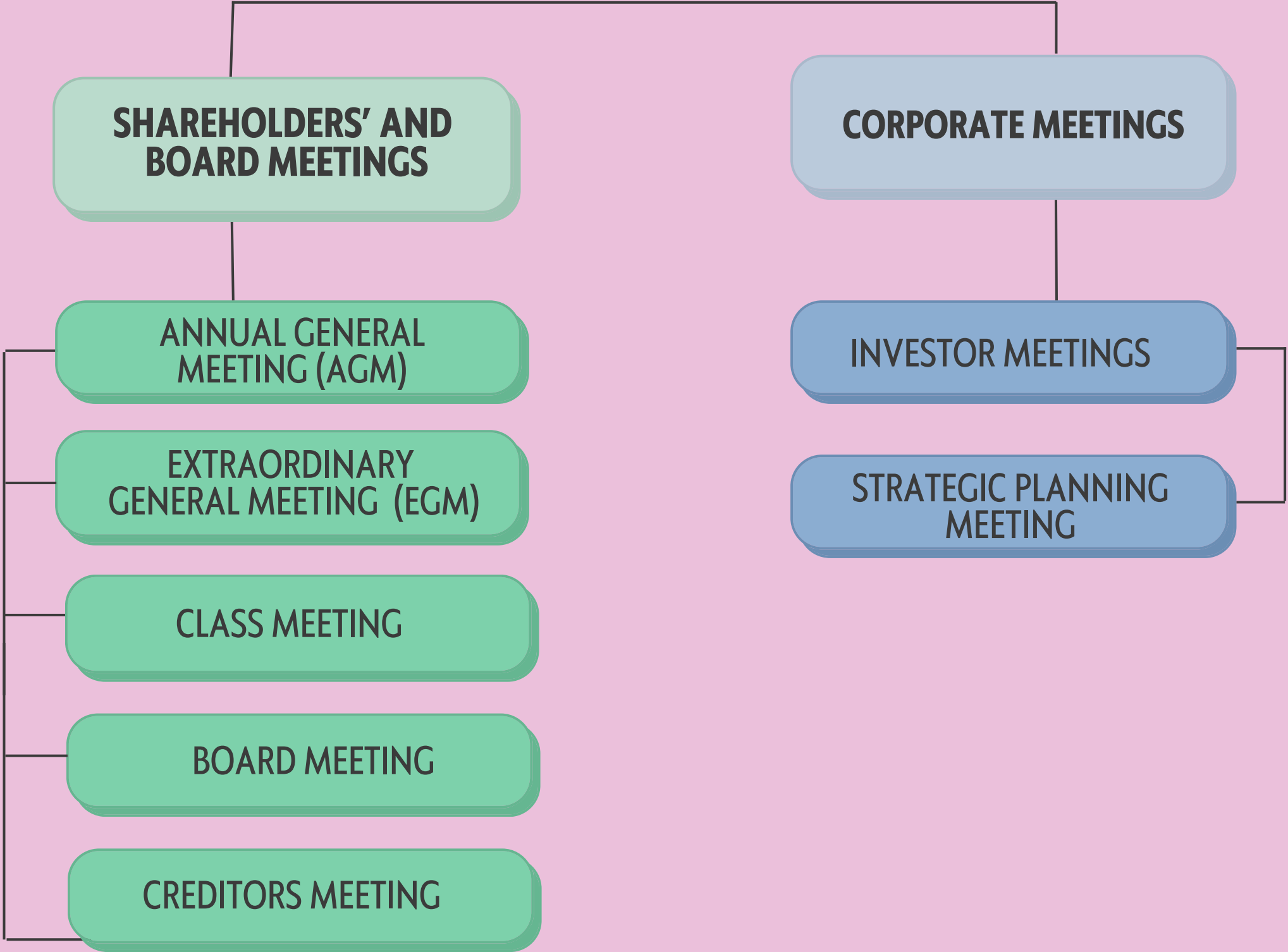
- If the sole member of a company takes any decision-maybe taken by the company in meeting of members.
- Has effect as if agreed by the company in meeting of members.


He shall provide the company with details of that decision, unless that decision is taken by way of a written resolution.

REQUIREMENTS OF A VALID MEETING



TYPES OF MEETINGS






Every Public Company shall hold an AGM in every calendar year

It need not required to have the AGM in the year of its incorporation or the following year, if the company has had its first AGM within 18 months of its incorporation
[Section 340 (3)]

It should be held within 6 months of the company's financial year end
[Section 340 (2)]

ANNUAL GENERAL MEETING (AGM)



Subsequent AGMs, must be held not more than 15 months after the last AGM

If a company is not able to hold its AGM within the prescribed time due to any special reason, the company may apply to ROC for an extension time
[Section 340 (4)]

An AGM for a public company, a notice of at least 21 days should be given to the members prior to the meeting [Section 316]
As for any other case, a notice of at least 14 days should be served.



ANNUAL GENERAL MEETING

- The Board of Directors convenes the AGM by passing a directors' resolution
- The company secretary will then prepare the meeting needs and send notices to the members

If the company fails to hold its AGM within the time prescribed, the company itself and every officer of the company shall be guilty of an offence under the Act [Section 340 (6)]

- Failing to convene the AGM, based on the application of any member, the court may order the general meeting to be called [Section 340 (5)]
- Section 248 requires that any financial statement prepared by directors should be audited before it is sent to every member.

ANNUAL GENERAL MEETING

Figure 1.1

2021 FY

2022 FY

01/07/2021
Last AGM

01/01/2022-
30/06/2022
(subsequent AGM)

30/09/2022
(final date for
subsequent AGM)

Last AGM-1st July 2021

6 months

15 months

Subsequent AGM must be held within 6 months of the company's financial year and not later than 15 months from the last AGM (on or before 30th Sept 2022)

ANNUAL GENERAL MEETING

Figure 1.2

2022
Financial Year

Business commences
1/01/2022

AGM 1
10/06/2022

2023
Financial Year

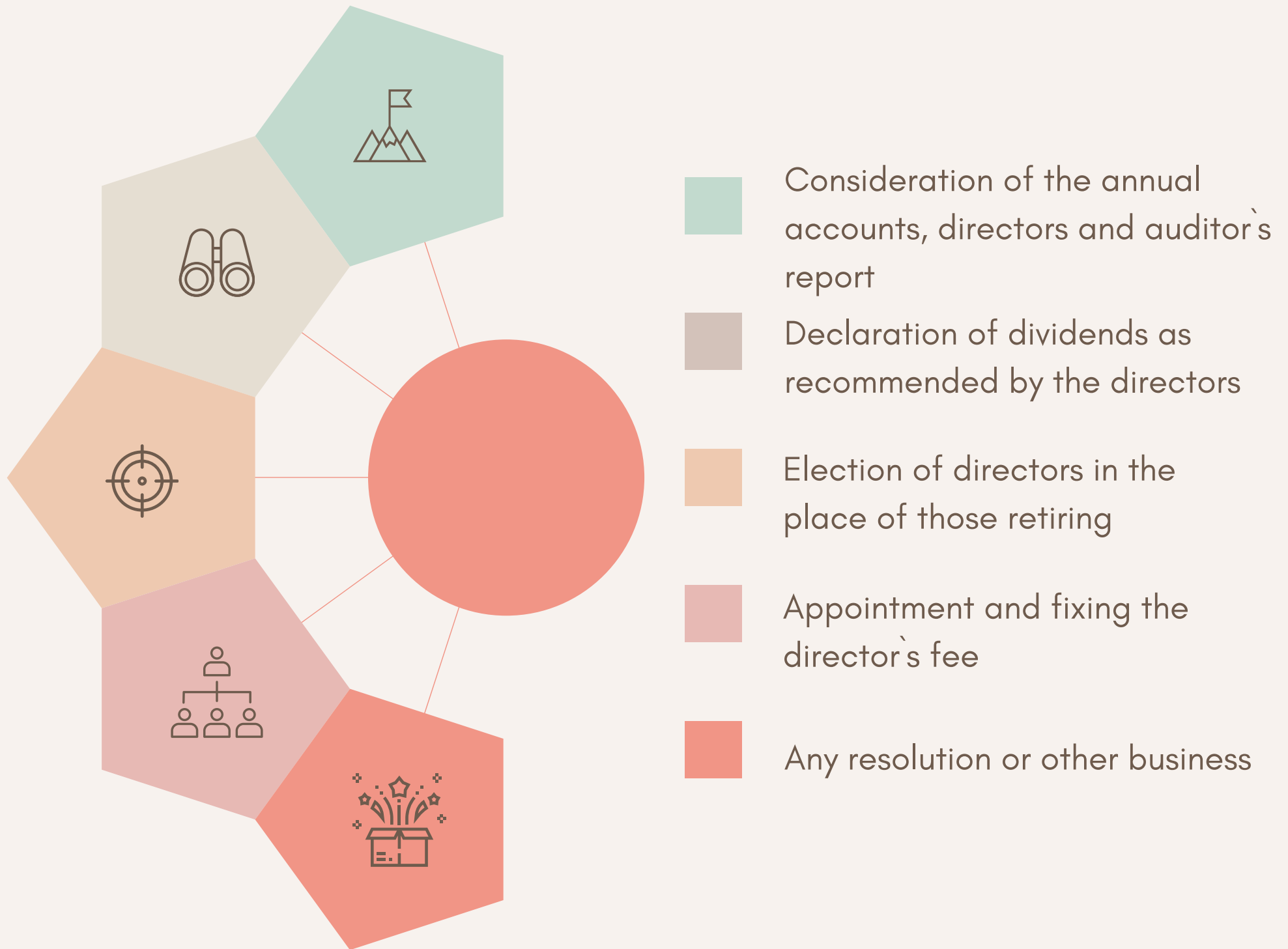
AGM 2
(2023)

AGM 2 need not be held in 2022;
instead can be held the following
year in 2023

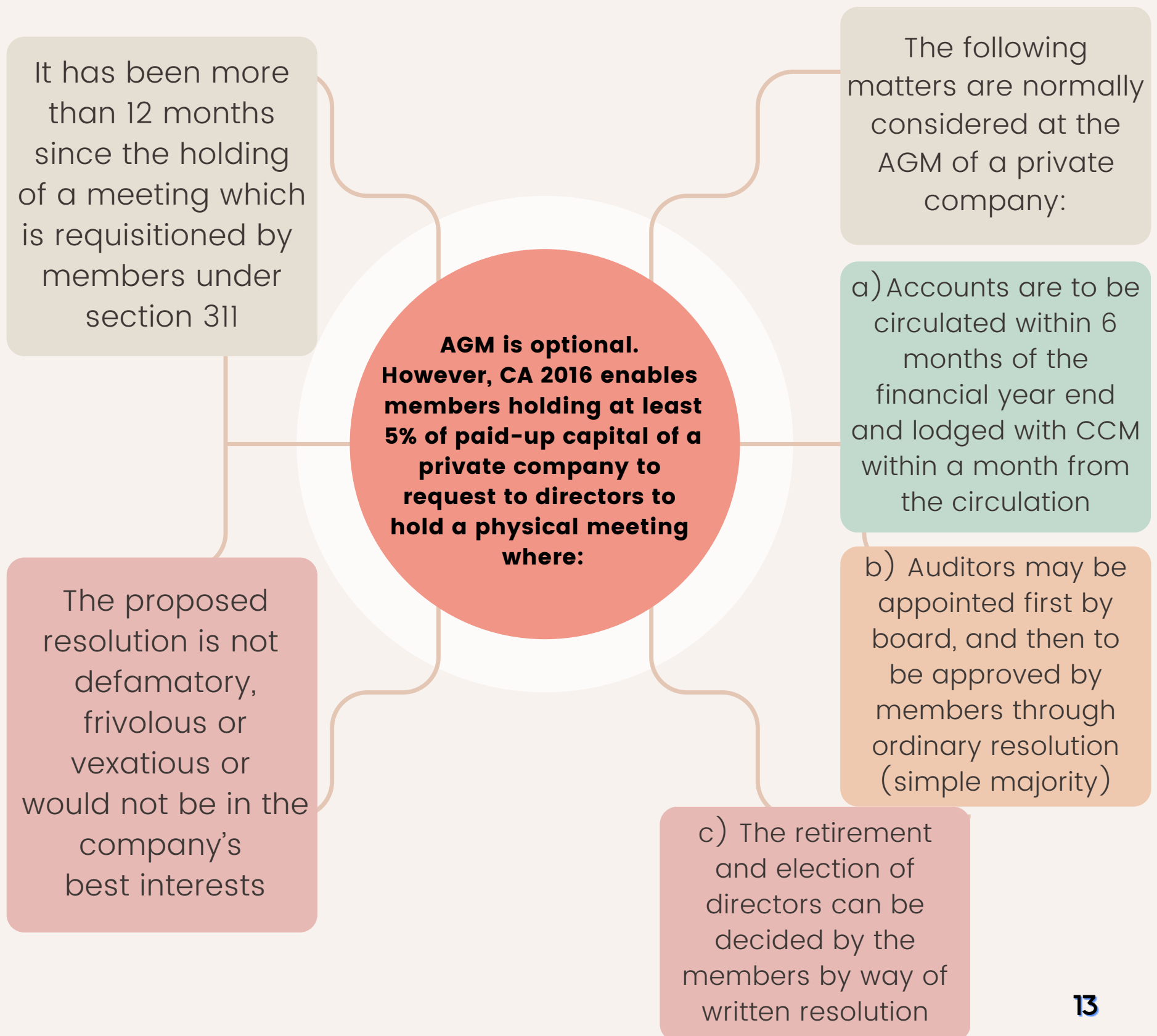
18 months

AGM 1st is held within 18
months of commencing
business-10th June 2022

ANNUAL GENERAL MEETING (PUBLIC COMPANIES)



ANNUAL GENERAL MEETING (PRIVATE COMPANIES - s.316)



EXTRAORDINARY GENERAL MEETING (EGM)



The EGM may be called by:-

- The directors
- Two or more members holding not less than 10% of the issued share capital of the company
- If co. does not have a share capital, not less than 5% of the members
- By court order

Other purposes of an EGM:

- In some business environment when events necessitate substantial change or a major threat, the management may want a shareholder mandate for a particular strategic move, such as for a merger or acquisition
- Other major issues that might threaten shareholders' value may also lead to an EGM, such as whistle-blower disclosing information that might undermine shareholders' confidence in the BOD

01

- Held to transact special business which are too urgent to wait until the next AGM
- In relation to section 311, the directors shall:
 - (a) call for the meeting within 14 days from the date of the requisition
 - (b) hold the meeting on a date not more than 28 days after the date of the notice to convene the meeting

02

The directors must convene an EGM if they are requisitioned to do so by the members

03

04

Each business transacted at a general meeting is a special business

05



CLASS MEETING

(S.339 CA 2016)

Meetings that are held by holders of a certain/particular class of shares such as preference shareholders.

1



2



The meetings are held to pass resolutions which will bind only the members of the class concerned, and only members of that class can attend and vote.

Thus class meetings are meetings of the holders of a class of shares of the company when it is proposed to vary the rights of that particular class of shares.

3



5

The constitution of company or any agreement will set out of the details of how class meeting is to be conducted.

4

The share capital of companies can be , and often is divided into more than one class of shares.

Section 339. (1) The provisions of Subdivision 5 of this Division in relation to meetings shall apply to a meeting of holders of a class of shares and class of members subject to the modifications specified in this Subdivision.

Sections 328 and 330 shall not apply in relation to a meeting of holders of a class of shares and class of members in connection with a meeting in respect of the variations of rights attached to the class of shares and class of members.




The quorum for a variation of class rights meeting in respect of holders of a class of shares is—

- for a meeting other than an adjourned meeting, two persons present holding at least one-third of the number of issued shares of such class, excluding any shares of that class held as treasury shares;
- for an adjourned meeting, one person present holding shares of such class, unless otherwise provided in the constitution


First director meeting is held after the incorporation of the company to get things going.



There is no statutory requirement that every company must hold its first directors meeting.




In some cases, one of the directors may be delegated to transact certain businesses and this should be done by way of convening a board meeting or by directors' circular resolution.




BOARD MEETING


The directors have no individual rights (subject constitution and CA 2016) to act on behalf of the company. They must act through the Board and their powers emanate from their collective decisions.



The directors are elected to run and manage the affairs of the company. It is important that major decisions made by directors are documented at meetings.



Regulations affecting the conduct of Board meeting and their powers (and limitations) are usually set out in their Constitution.



BUSINESS TO BE TRANSACTED AT THE FIRST BOARD MEETING:

To receive report of incorporation of the Company	To table and note the Certificate of Incorporation of the Company	To table and note the Memorandum & Articles of Association	To record the appointment of the first directors
To appoint chairman of the board	To appoint managing director	To table the directors' disclose in interests in shares	To record the appointment of first secretary
To adopt the common seal of the company	To establish the registered office of the company	To discuss the holding the statutory meeting and statutory report	To fix the financial year end of the company

CREDITORS MEETING

primarily discusses matters concerning rights and welfare of creditors, especially when there is procedures for winding up a company

s. 449 (1) Company should have a meeting - creditors - proposes for voluntary winding up

s. 449 (4) - 7 days before the meeting : company should advertise the notice of meeting

s.449 (5) - directors of the company

- (a) must show full statement of company's affairs, together with : list of the creditors and estimated amount of their claims
- (b) appoint one of the directors to attend the meeting

s. 449(2) – company send :

- Both Notices of creditor's meeting to the creditors (post) and company's meeting to pass resolution for voluntary winding up

s. 449(3) - company should choose convenient time and place to have the meeting

- a) by post-at least seven days
- b) Notice of the meeting : name of all creditors, amount of claims

COMPARISONS OF SHAREHOLDER'S MEETING

Parameter of Comparison	Creditors Meeting	AGM	EGM	Class Meeting
Definition	Discuss matters concerning rights and welfare of creditors	General meeting which must be held by the company every year, to discuss various business matters.	Any meeting other than the AGM in which business relating to company's management is transacted.	Meeting that are held by holders of a particular class of shares such as preference shareholders.
Types of Company	Both public and private companies.	Both public and private companies.	Both public and private companies.	Both public and private companies.
Necessary	Compulsory for public companies	The AGM is mandatory for public company and should be conducted yearly. The AGM is optional for private company.	The EGM is not mandatory.	Normally called when it is proposed to vary the rights of that particular class of shares.
Number of times held	Once in the whole lifespan of the company.	Once in a calendar year.	An extraordinary general meeting can be held several times, depending on the issue.	Depending on the needs of the company
Called by	The company	Board of Directors	Board of Directors Shareholders Court Order	Members/shareholders
Purposes	If the company is insolvent, the company shall call for a meeting of the creditors of the company in which the resolution for winding up is to be proposed	Ordinary business and special business	Conducted to discuss any urgent matter or to pass special resolution urgently. Special business only.	The meeting is held to pass resolutions which will bind only the members of the class concerned and only members of that class can attend and vote

CORPORATE MEETINGS

Usually refer to formal meetings connected to the overall corporation or business operations involving management, stakeholders, strategy, governance, or external parties

Aspect	Corporate Meetings	Company Meetings
Scope	Higher-level, strategic	General/internal
Formality	Usually formal	Can be informal
Participants	Executives, stakeholders	Employees, teams
Focus	Governance, strategy, corporate matters	Daily work and coordination
Example	AGM, board meeting	Team meeting, staff briefing

TUTORIAL 1

1

Define meeting.

[3 marks]

2

State FIVE (5) types of meetings.

[5 marks]

3

Distinguish the purpose of Annual General Meeting (AGM) and Extraordinary General Meeting (EGM).

[10 marks]

4

List FOUR (4) characteristics of meeting.

[4 marks]

5

Discuss the requisites of valid meeting.

[10 marks]



CHAPTER 2

• • • • • **COMPANY SECRETARY**

Learning Objectives

At the end of this topic, students should be able to:

- Discuss a company secretary
- Explain the appointment of a company secretary
- Interpret the duties of a company secretary
- Prepare resolutions

WHO IS COMPANY SECRETARY

A Company Secretary is a professional whose role in a corporate set up is that of an adviser for legal matters

He or she is a very important member of the Company's Management to handle all paperwork's, statutory documents and procedural matters that running of the company involves

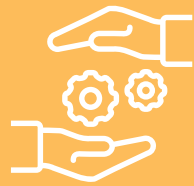
A Company Secretary has been recognized by corporate law as one of the officers of the company

The knowledge that he or she acquires during training makes them versatile enough to carry out functions in various areas like Finance, Accounts, Legal Administrations and Personnel Division

A Company Secretary of today is a company officer who is endorsed with heavier responsibilities and a greater power, duties which demand for ethical behavior from company secretaries at all times

In short, it would suffice to say that all legal and procedural matters as per the Companies Act and all other applicable laws fall under the duties of a Company Secretary

Cases on Historical Functions of Company Secretary



Newlands v National Employer's Accident Association (1885)

The functions of a secretary were described as 'clerical and ministerial only'



Barnett, Hoarse & Co v South London Tramways Co (1887)

The company secretary was regarded as a mere servant



George Whitechurch Ltd. v. Cavanagh [1902] A.C. 117

The duties as "of a limited and of a somewhat humble character"



Panorama Developments (Guildford) Ltd v Fidelis Furnishing Fabrics Ltd (1971)

The secretary's position has been enhanced considerably

BACKGROUND OF COMPANY SECRETARY

Previously the company secretary was seen as just another employee of the company, carrying out much if the clerical and documental work in the office

He is now regarded as an officer of the company holding extensive duties and responsibilities

He serves as the Chief Administrative officer of the company and has ostensible authority with administrative matters such as sign contracts on the company's behalf

Example: employment contracts of staff, contracts for the purchase of personal computers for office use and etc

COMPARISON

SECRETARY

vs

**COMPANY
SECRETARY**

An Administrative Officer

A Chief Administrative
Officer

Backbone of his/her boss

Backbone of a company

As supporting
management

Form a managerial
position

The main role is clerical
duties

Role is not for clerical
duties only

Has no license

Must hold license from
CCM/Professional Bodies

QUALIFICATIONS OF COMPANY SECRETARY



SECTION 235 – COMPANIES ACT 2016

- (1) A company shall have at least one secretary who shall be:
- (a) A natural person
 - Meaning that he/she must a true person not an artificial persons
- (b) Eighteen years of age and above
 - Must a person 18 years old and above according to majority age provided under Sect 2 Majority Age Act 1971
- (c) A citizen or permanent resident of Malaysia
 - Who shall ordinarily reside in Malaysia by having a principal place of residence in Malaysia

QUALIFICATIONS OF COMPANY SECRETARY

- (d) A member of a body as set out in the Fourth Schedule,
- Malaysian Institute of Chartered Secretaries And Administrators (MAICSA)
 - Malaysian Institute of Accountant (MIA)
 - Malaysian Bar Council
 - Malaysian Association of Company Secretaries (MACS)
 - Malaysian Institute of Certified Public Accountant (MICPA)
 - Sabah Law Association
 - Advocates Association of Sarawak




QUALIFICATIONS OF COMPANY SECRETARY


(E) LICENSED BY REGISTRAR OF COMPANIES (ROC)



A qualified person can apply for a licence under Section 20 G of the Companies Commission of Malaysia Act 2001



The CCM will grant a license after consideration of character, qualification and experience of applicant the interest of the public and whether the applicant had previously contravened any provisions of this act




Every license granted or renewed under this section shall be valid for a period of three years from the date of issue or renewal





QUALIFICATION AND EXPERIENCE OF APPLICANT FOR COMPANY SECRETARY



In order to apply for a company secretary license, the qualifications and experience as stated below:

- Minimum qualification: Sijil Pelajaran Malaysia or equivalent (with credit in Bahasa Malaysia and English)
- Experience: working experience in company law or company secretarial practice for a specific period
- Minimum period of working experience: depend on the highest academic qualifications

EXPERIENCE AND QUALIFICATION

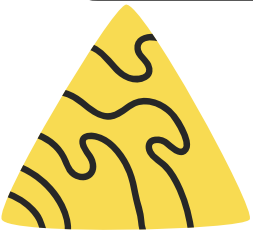
ACADEMIC QUALIFICATION	WORKING EXPERIENCE
<u>Sijil Pelajaran</u> Malaysia/ <u>Sijil Tinggi Pelajaran</u> Malaysia	Minimum 5 years
Holders of a certificate in the field of company law, company secretarial practice, management, business administration or accounting	Minimum 3 years
Diploma in the field of company law, company secretarial practice, management, business administration or accounting	Minimum 2 years
Degree in the field of company law, company secretarial practice, management, business administration or accounting	Minimum 1 years

APPOINTMENT OF COMPANY SECRETARY



SECTION 236 - COMPANIES ACT 2016

- (1) The Board shall appoint a secretary and determine the terms and conditions of such appointment.
- (2) Notwithstanding subsection (1), the appointment of the first secretary shall be made within thirty days from the date of incorporation of a company.
- (3) No person shall be appointed as a secretary unless—
 - (a) He has consented in writing to be appointed as a secretary
 - (b) He is qualified under subsection 235(2)
 - (c) He is not disqualified under section 238
- (4) The company and every person who contravene this section commit an offence.



DISQUALIFICATIONS OF COMPANY SECRETARY

SECTION 238 - COMPANIES ACT 2016

(1) A person shall be disqualified to act as secretary if-

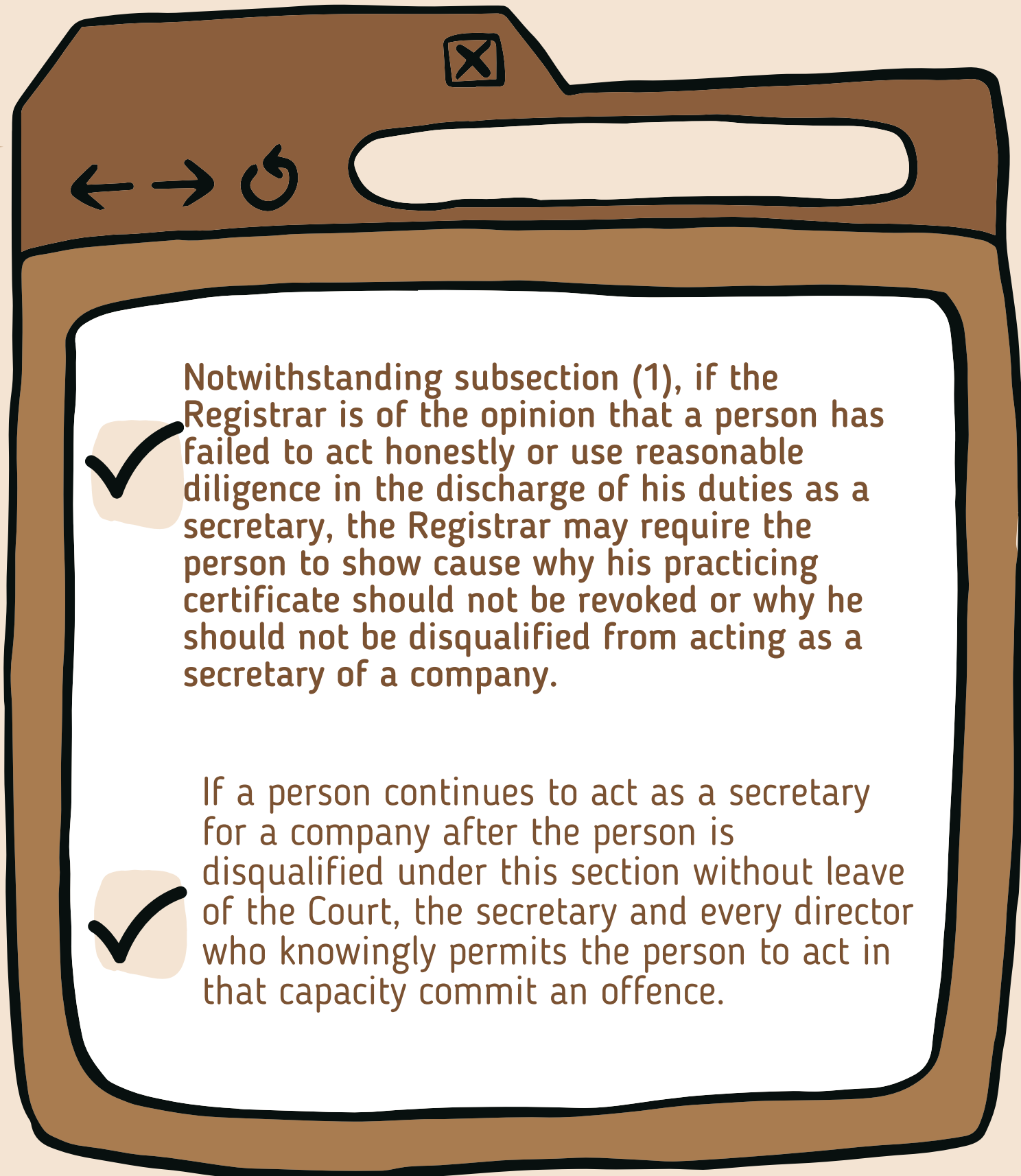
(a) He is an undischarged bankrupt

(b) He is convicted whether in or outside Malaysia of any offence referred to in section 198:

- any offence in relation to the promotion, formation or management of a company
- any offence involving bribery, fraud or dishonesty

(c) He ceased to be a holder of a practising certificate issued by the Registrar under section 241

DISQUALIFICATIONS OF COMPANY SECRETARY



REGISTRATION OF A COMPANY SECRETARY

•SECTION 241 – COMPANIES ACT 2016

(1) Any person who is qualified to act as a secretary and who desires to act as a secretary shall be registered under this section before he can act as a secretary.

(2) The Registrar shall cause a register of secretaries to be kept and shall cause to be entered in the register in relation to a secretary-

(a) the name of the secretary

(b) the residential address and business address of the secretary

(c) the details of the qualifications referred to in subsection 235(2)

(d) Such other information as the Registrar may require

REGISTRATION OF A COMPANY SECRETARY

- (3) The Registrar, before registering such person, may-
 - (a) Require him to produce any evidence to his satisfaction of the qualification as stated under subsection 235(2)
 - (b) Impose any other conditions that he deems fit
- (4) If the requirements under subsection (3) are satisfied, the Registrar shall-
 - (a) Enter the particulars in the register of secretaries
 - (b) Issue a practicing certificate in such form as the Registrar may determine
- (5) On or after the commencement of this Act, a person who is a secretary of a company and who is not registered under subsection (1) may continue to act as a secretary to the company for a period of not more than twelve months or any longer period as the Registrar may allow.

REGISTRATION OF A COMPANY SECRETARY



(6) *After the expiry of the period referred to in subsection (5), a person who fails to comply with the requirement to register shall be deemed to have not been registered under this section.*

(7) *The Minister shall have the power to make regulations on any matters relating to any practicing certificate issued under this section.*

(8) *Any person who contravenes subsection (1) commits an offence.*

RESIGNATION OF COMPANY SECRETARY

SECTION 237 - COMPANIES ACT 2016





(1) Subject to the constitution or terms of appointment, a secretary may resign from his office by giving a notice to the Board.

(2) If none of the directors of the company can be communicated with at the last known residential address, the secretary may, notwithstanding subsection 235(1), notify the Registrar of that fact and of his intention to resign from the office.

(3) The secretary shall cease to be the secretary of the company:

- (a) On the expiry of **thirty days** from the date of the notice lodged under subsection (1) or the period specified in the constitution or the terms of appointment, as the case may be
- (b) On the expiry of thirty days from the date of the notice to the Registrar under subsection (2)



(4) Nothing in subsections (1) and (2) shall relieve the secretary from liability for any act or omission done before the secretary vacated that office.

REMOVAL OF A COMPANY SECRETARY

SECTION 239 - COMPANIES ACT 2016

- ✓ The board may remove a secretary from its office in accordance with the terms of appointment or the constitution.
- ✓ A company secretary is an officer appointed by the Board of Directors through meetings of the Board of Directors and is empowered to appoint or dismiss a company secretary at any desired time.
- ✓ In view of Section 240, the removal of a secretary and the appointment of another person to replace him usually be done simultaneously



DUTIES OF COMPANY SECRETARY

- The company secretary is an officer of the company and adviser to the board in which his/her duties to ensure the following in performing the duties.
 - Vary from one company to company
- FAMILIARISE HIMSELF/HERSELF WITH THE COMPANY'S CONSTITUTION
 - WELL-VERSED IN THE COMPLIANCE WITH NUMEROUS STATUTORY AND REGULATORY BODIES.
 - HE/SHE MUST KEEP ABREAST OF THE LATEST DEVELOPMENTS IN COMPANY AND SECURITIES LAW SUCH AS THE MALAYSIAN CODE ON CORPORATE GOVERNANCE (MCCG) AND BURSA MALAYSIA LISTING REQUIREMENTS (FOR PUBLIC LISTED COMPANIES)
 - ENSURE COMPLIANCE AND CORRECT PROCEDURES ARE FOLLOWED AND ADHERED TO IN ACCORDANCE WITH THE COMPANY'S CONSTITUTION AND THE CA 2016 (TO BE CONVERSANT WITH MEETING PROCEDURES & STATUTORY REQUIREMENTS)
 - ABLE TO ADVISE THE BOARD AND TO ENSURE THE INTEREST OF THE BOARD AND MEMBERS ARE WELL-PROTECTED AT ALL TIMES.
 - TO ENSURE COMPANY'S BOOKS OF ACCOUNT ARE KEPT, ANNUAL ACCOUNT AND REPORTS ARE PREPARED
 - TO ORGANIZE AND ATTEND MEETINGS OF THE SHAREHOLDERS AND DIRECTORS
 - COMPLIANCE WITH STATUTORY REQUIREMENTS AND ADVISORY

DUTIES OF A COMPANY SECRETARY FOR BOARD MEETING & OTHER MEETINGS

- The company secretary is required to attend board meetings and give general advice on matters relating to company secretarial matters
- Organizing board and board committees meetings
- The secretary will act as a primary link between shareholders and the company
- Preparing and handling of boards and member's resolutions and attending board meetings, annual general meetings and extraordinary general meetings
- Collecting, organizing and distributing such information, documents or other papers required for the meeting
- Ensuring that all meetings are minute and that the minute books are maintained with certified copies of the minutes



DUTIES OF A COMPANY SECRETARY FOR GENERAL MEETING



Ensuring that an annual general meeting is held in accordance with the requirement of the Companies Act and the company's constitution



Obtaining internal and external agreement to all documentation for circulation to shareholders



Preparing and issuing notices of meetings, and distributing proxy forms

DUTIES OF A COMPANY SECRETARY FOR STATUTORY REGISTERS

- Maintaining share registration and safe custody of documents.
- The company secretary has a duty to maintain the company`s register of members
- To deal with transfer of shares and other matters relating to shareholding.
- The company secretary usually also ensures the safe custody of the company seal and original share certificates.

DUTIES OF A COMPANY SECRETARY FOR STATUTORY REGISTERS

Filing information with the CCM to report certain changes regarding the company or to comply with requirements for periodic filing such as:

- Annual returns
- Audited annual financial statements and reports related thereto



RESOLUTION

(How to prepare?)

There are three types of resolution under company`s meeting

- i) Ordinary resolution
- ii) Special resolution
- iii) Written resolution

Details of these resolutions will be discussed in Chapter 4

Preparing a resolution involves drafting a formal document that identifies a problem, provides background information (whereas clauses), and proposes specific, actionable solutions (resolved clauses)

Resolutions should be concise, factual, and actionable, usually following a set template from the organization or body they are submitted to

STEPS TO PREPARE A RESOLUTION

- **Define the Issue:** Research the topic thoroughly and clearly define the problem
- **Use a Template:** Utilize any standard template provided by your organization (e.g., MAPE, MUN) to ensure proper structure.
- **Write "Whereas" Clauses (Background):** Start with "Whereas" followed by a comma to provide context, background, and facts. These clauses explain why action is needed
- **Write "Resolved" Clauses (Action):** State the proposed action explicitly, starting with "RESOLVED, That..." Each clause should be actionable, specific, and preferably a single sentence.
- **Include Details:** Define who will implement the action and, if necessary, the cost implications.
- **Review and Format:** Ensure the text is clear, objective, and formatted properly (e.g., underlining verbs, proper punctuation)

KEY COMPONENTS

- **Title: Identifies the resolution topic.**
- **Whereas Clauses: Background, facts, and justification.**
- **Resolved Clauses: Specific actions, policies, or solutions.**
- **Signatories: List of members or committee sponsoring the resolution.**
- **Date: When the language was approved**

7 STEPS FOR WRITING A RESOLUTION

- 1) Put the date and resolution number at the top.
- 2) Give the resolution a title that relates to the decision.
- 3) Use formal language
- 4) Continue writing out each critical statement.
- 5) Wrap up the heart of the resolution in the last statement
- 6) List the names of the board directors who voted on the resolution at the bottom of the resolution
- 7) Provide a section for the board president's signature

TUTORIAL 2

1

Give **FOUR (4)** characteristics to become a company secretary.

[4 marks]

2

A company secretary must be a member of a professional body. List down **FIVE (5)** professional bodies mentioned.

[5 marks]

3

Explain **THREE (3)** differences between a company secretary and secretary. [9 marks]

4

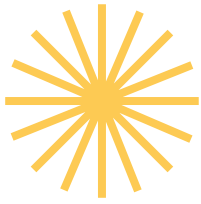
Explain qualification and disqualification of a company`s secretary.

[14 marks]

5

List **SIX (6)** duties of a company secretary.

[6 marks]



CHAPTER 3

: DIRECTORS : AND SHARES

Learning Objectives

At the end of this topic, students should be able to:

- Define director
- Discuss the types of directors
- Explain the appointment of a director
- Determine the minimum number of directors
- Classify the types of shares

DEFINITION OF DIRECTOR

Section 2

"includes any person occupying the position of director of corporation

by whatever name called and includes person in accordance with

whose instructions the majority of directors of a corporation are accustomed

To act or as an alternate or substitute director."

Small business

- their own capital to fund their businesses
- appoint themselves to be the directors of the company

Larger business

- impossible for the shareholders to manage the company's affairs
- directors are empowered to operate the company

Example of Board of Director



TYPES OF DIRECTOR

Type	Description	
SHADOW DIRECTOR	A person who is not validly appointed as a director Subject to the usual fiduciary & statutory duties of directors	A company may be a shadow director for another company.
ALTERNATE/ SUBSTITUTE DIRECTOR	A temporary substitute May exercise all rights of original director	Need not comply with the share qualification requirement
EXECUTIVE DIRECTOR	A salaried director and full-time employee of the company. Chief Executive Officer (CEO) or sometimes called managing director	In charge of day-to-day management of the company's business.

TYPES OF DIRECTOR

Type	Description	
NON-EXECUTIVE DIRECTOR	Not involved in full-time management of the company Attend board meetings and committees meetings of the board which he is appointed.	Independent directors – represent the interest of shareholders.
MANAGING /GOVERNING DIRECTOR	Powers are granted by the provisions of company's constitution or MOA. May have the power to appoint and remove other directors	In small companies/family business, one director is given extensive powers
CHAIRMAN OF DIRECTORS	A person elected by the directors to chair their meetings, hold casting vote and sign minutes of meeting	Also chair meetings of members

COMPARISONS TYPES OF DIRECTORS

TYPES	INVOLVED IN DAILY MANAGEMENT?	EXAMPLE
Executive Director	✓ Yes	The Finance Director who sits on the board and manages the company's financial affairs daily
Non-Executive Director	✗ No	An experienced former CEO was appointed to the board to advise on strategy and governance matters.
Shadow Director	✗ No (indirect involvement)	A major shareholder who is not officially a director but regularly instructs the board on company decisions.
Alternate/ Substitute Director	Depends on the role of the director being replaced. Usually No unless acting for an executive director	Director A is overseas for six months and appoints Director B to attend board meetings and vote on their behalf.
Managing/ governing Director	✓ Yes	The Managing Director of a manufacturing company overseeing operations, finance, marketing, and staff management daily.
Chairman of directors	Usually ✗ No	The Chairman who oversees board activities and strategic direction while leaving daily operations to the Managing Director/CEO

SUMMARY

TYPES

INVOLVED IN DAILY MANAGEMENT?

Managing/Governing
Director, Executive Director

Yes

Shadow Director, Non-Executive
Director, Chairman of Directors

No (Generally)

Alternate/Substitute Director

Depends on Circumstances

THE APPOINTMENT OF A DIRECTOR

S.202(1)

Must hold office as director from date of incorporation until ceases to do so.

S.202(2)

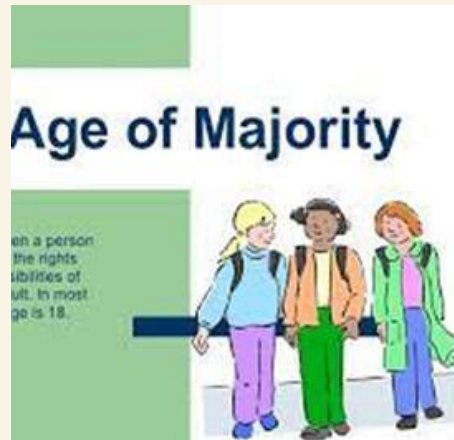
Subsequent directors may be appointed by ordinary resolution.

S.202(3)

Board of Director (BOD) may appoint additional director who will hold office:
Public company - until next AGM
Private company - according to terms of appointment

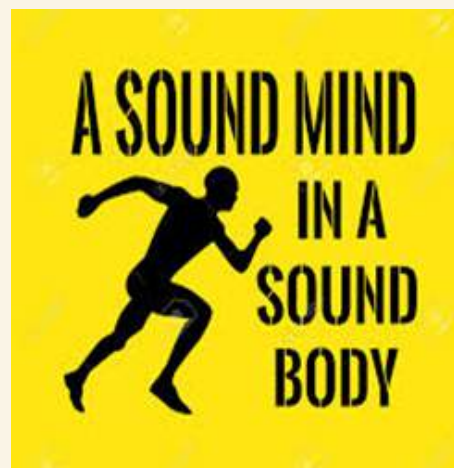
QUALIFICATIONS OF A DIRECTOR

A NATURAL PERSON S.196(2)



- a natural person
- at least 18 years old
- No maximum age limit for directors
- of a public company and its subsidiaries

- A director whose mind is unsound must vacate his position
- Unsound mind- Mental Health Act 2001



NOT UNSOUND MIND S.208(2)

- Consent in writing to the appointment and
- A declaration that he is not disqualified
- from being appointed or holding office as a
- director (S198(1), S199(1)).

CONSENT IN WRITING s.201



QUALIFICATIONS OF A DIRECTOR

- Under constitution, to hold a minimum number of shares;
- Terms of constitution will apply.



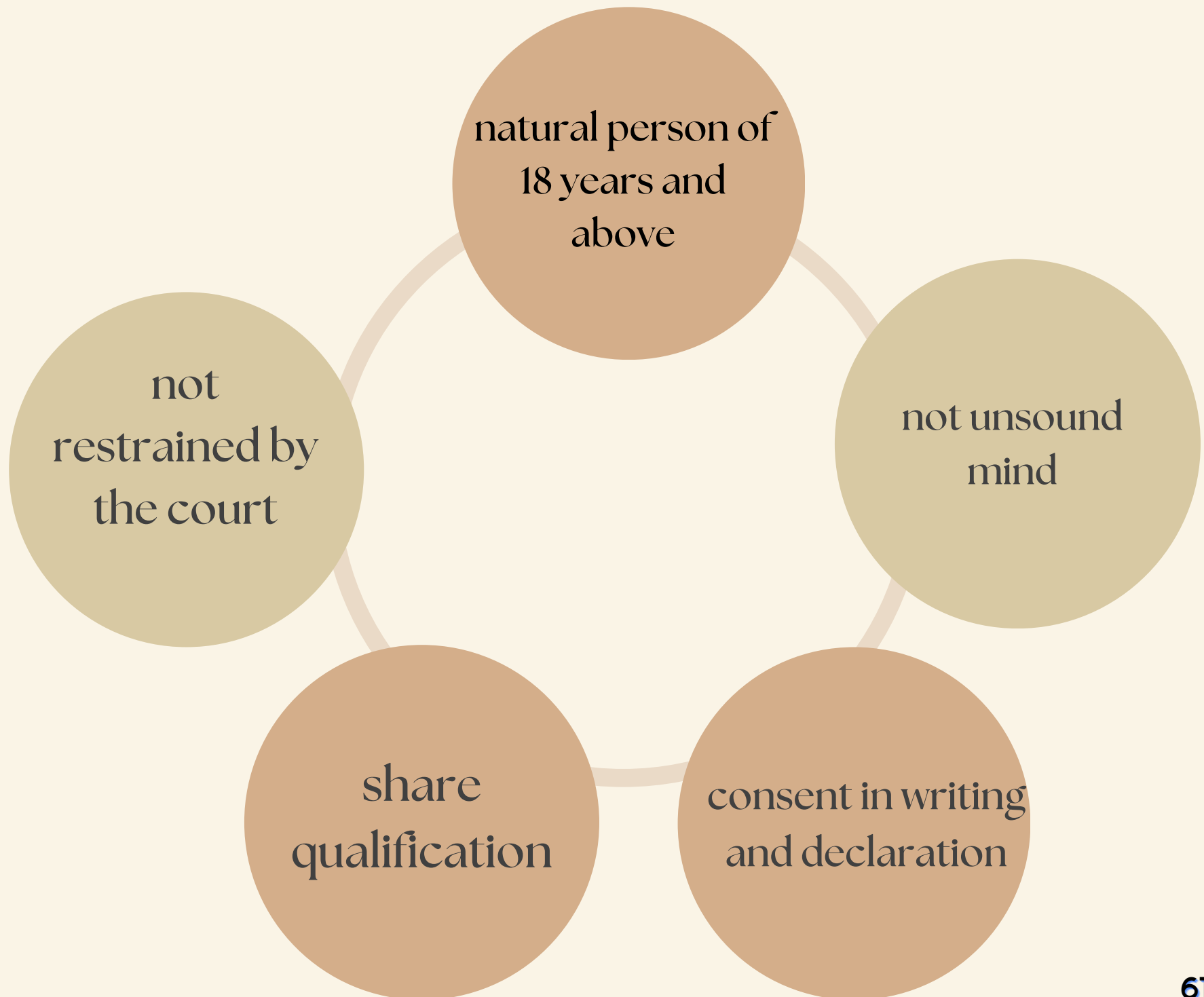
SHARE QUALIFICATION

**NOT
RESTRAINED BY
COURT
S. 199**



- ROC may apply to the court to restrain a person from being a director/promoter/taking part in management;
- The circumstances:
 - S.199 (1) (a)
 - S.199 (1) (b)
 - S. 199 (1) (c)

SUMMARY QUALIFICATIONS OF A DIRECTOR



DETERMINE THE MINIMUM NUMBER OF DIRECTORS

S. 196(1)
(a)(b)

Minimum number of directors:
Private company – one (1) director (must be resident of Malaysia)
Public company – two (2) directors

S. 196(3)

Must not resign or vacate office if it will reduce the number of director below the required minimum number under (1).

S. 196(4)
(a)(b)

Ordinarily reside or have a principal place of residence within Malaysia.
Not including alternate or substitute director

CLASSIFY TYPES OF SHARES

ORDINARY SHARES

Also known as common stock or equity shares represent the primary form of company ownership.

Giving shareholders voting rights to elect directors and influence company decisions.

They offer the potential for high returns through capital growth and dividends, but come with the highest risk, as holders are paid last during liquidation.

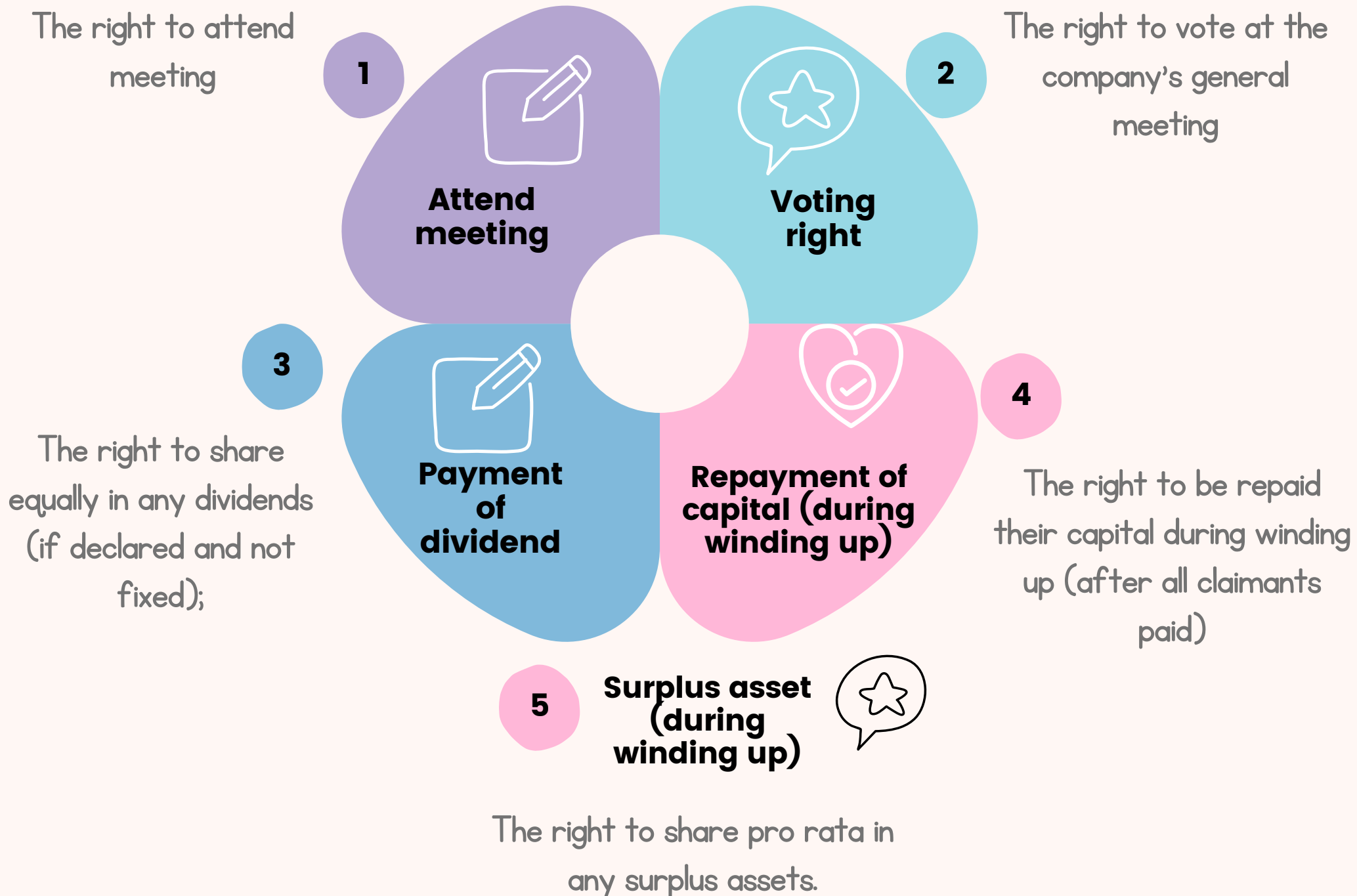
PREFERENCE SHARES

Preference shares (or preferred stock) are a hybrid security combining features of debt and equity.

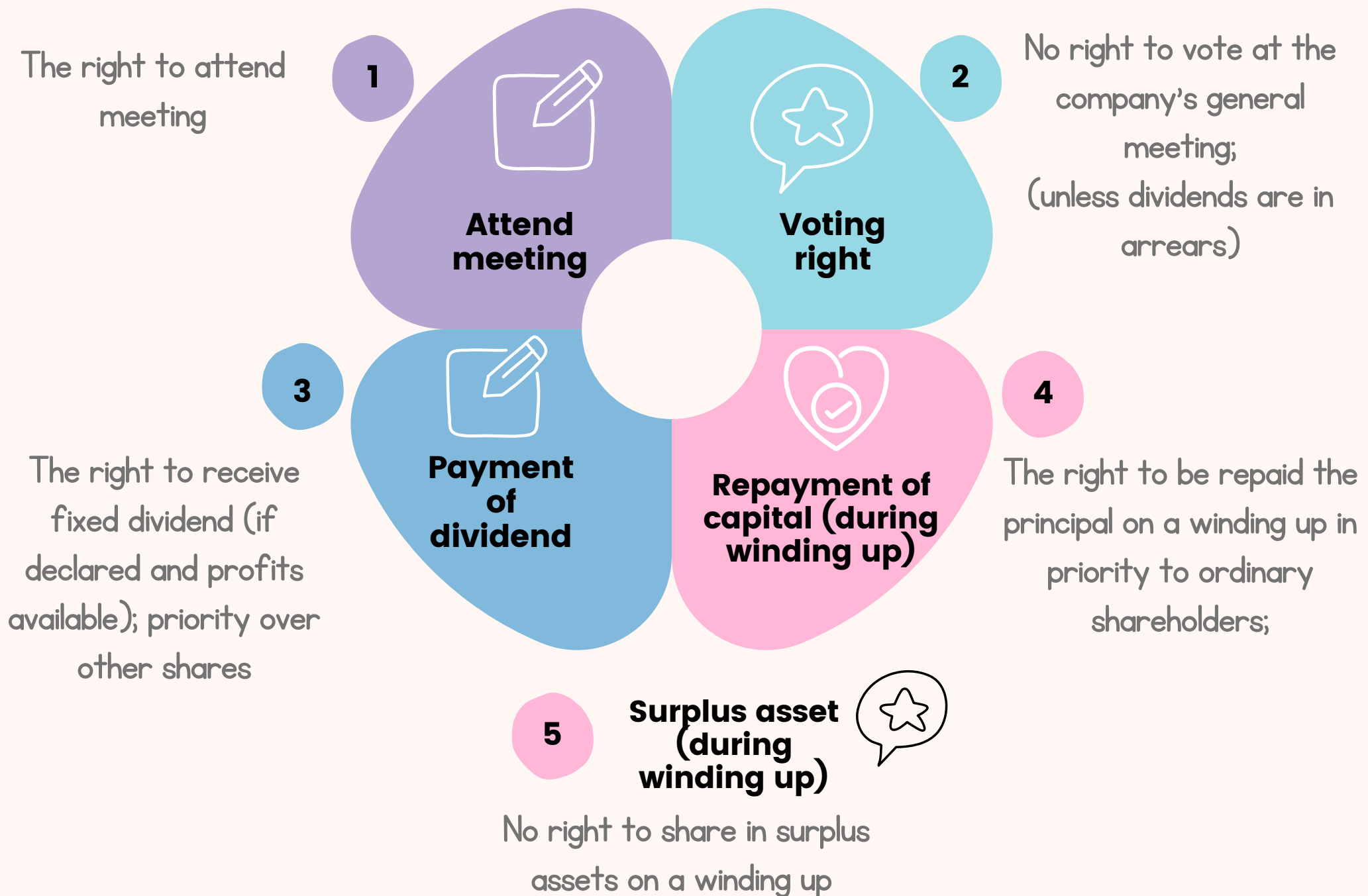
Offering fixed dividends before ordinary shareholders and higher priority during liquidation.

They generally lack voting rights, often acting as income-focused, lower-risk investments similar to bonds.

RIGHTS OF SHAREHOLDERS (ORDINARY SHAREHOLDERS)



RIGHTS OF SHAREHOLDERS (PREFERENCE SHAREHOLDERS)



COMPARISONS RIGHTS OF SHAREHOLDER

Parameter of Comparison	ORDINARY SHAREHOLDERS	PREFERENCE SHAREHOLDER
Definition	also known as common stock or equity shares represent the primary form of company ownership,	Preference shares (or preferred stock) are a hybrid security combining features of debt and equity,
Attend meeting	The right to attend meeting	The right to attend meeting
Voting right	The right to vote at the company's general meeting	No right to vote at the company's general meeting; (unless dividends are in arrears)
Payment of dividend	The right to share equally in any dividends (if declared and not fixed);	The right to receive fixed dividend (if declared and profits available); priority over other shares
Repayment of capital (during winding up)	The right to be repaid their capital during winding up (after all claimants paid)	The right to be repaid the principal on a winding up in priority to ordinary shareholders;
Surplus asset (during winding up)	The right to share pro rata in any surplus assets.	No right to share in surplus assets on a winding up

TUTORIAL 3

1

Define director.

[3 marks]

2

Explain **FOUR (4)** types of directors.

[12 marks]

3

Write **FIVE (5)** qualifications of directors.

[15 marks]

4

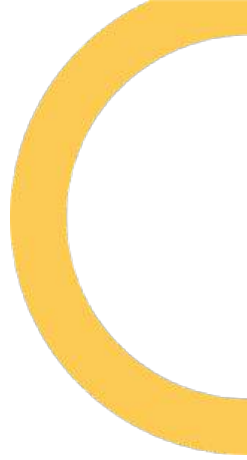
Elaborate on the minimum number of directors.

[6 marks]

5

Distinguish **FIVE (5)** rights of shareholders.

[15 marks]



CHAPTER 4

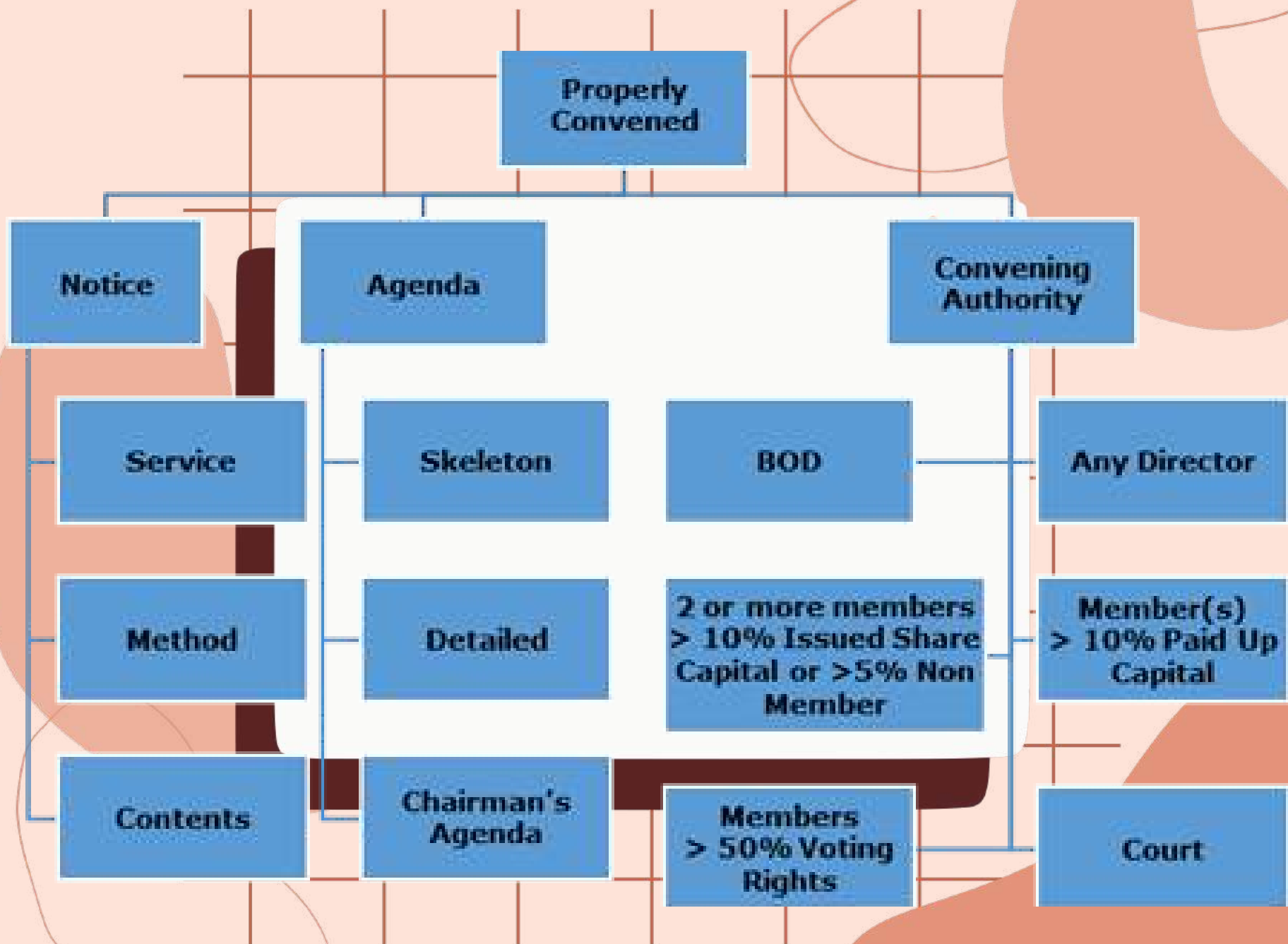
PROCEEDINGS AT MEETINGS

Learning Objectives

At the end of this topic, students should be able to:

- Demonstrate the proceedings of meetings

REQUISITES OF A VALID MEETING





PROPERLY CONVENED



a

Notice - The form and method of communication used by the convener to summon to the meeting all persons who are entitled to attend

b

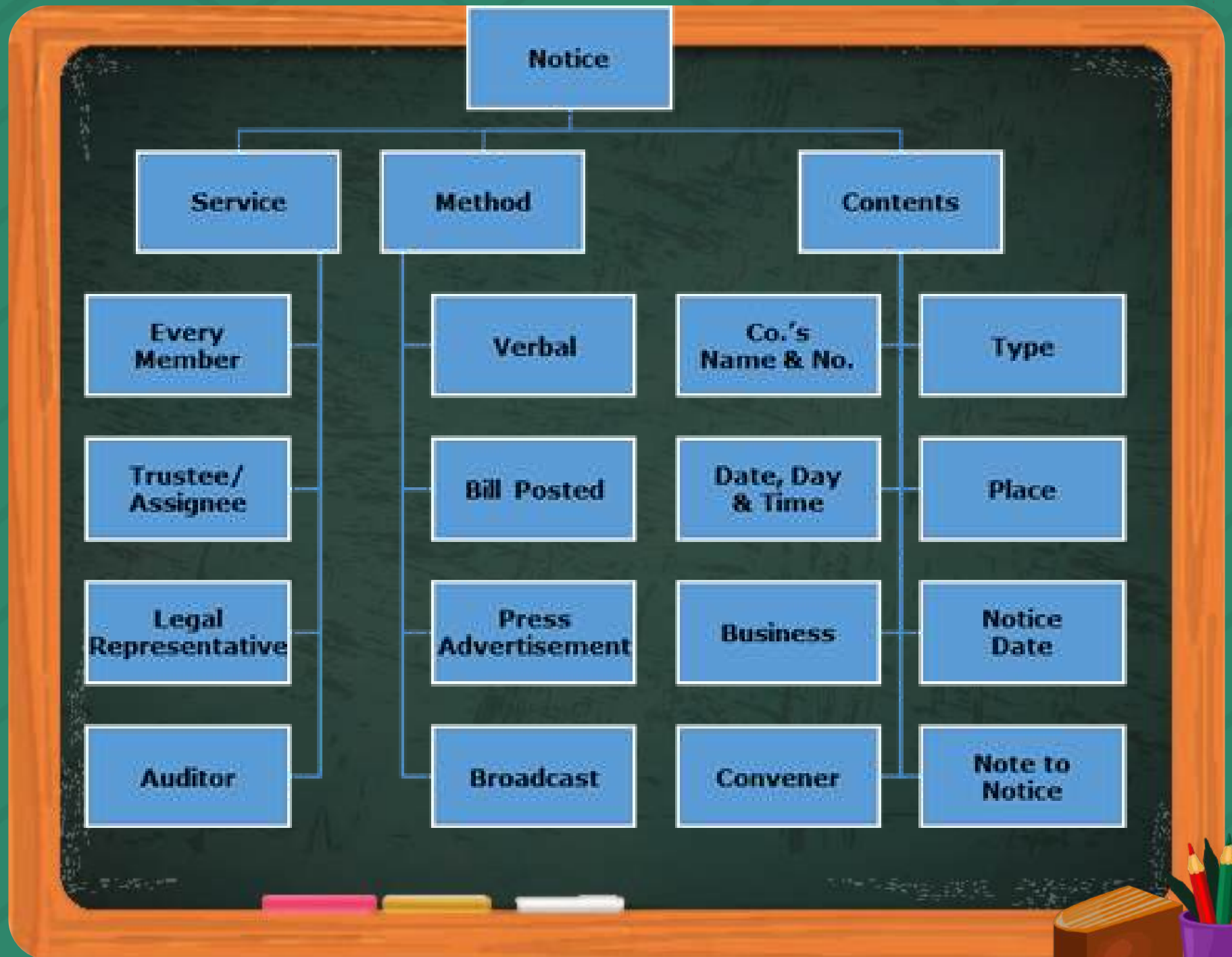
Agenda - The items of business to be dealt with at a meeting that determined the required period of notice

c

Convening authority - The person(s) who is entitled or authorized to summon a meeting and can give a valid notice of meeting



REQUISITES OF A VALID MEETING



SERVICE OF NOTICE

1. Sect 319(1), notice should be written and given to the members either in:
 - a) hardcopy
 - b) electronic form
 - c) partly in hard copy and partly in electronic form
2. Notice must be given to any member entitle to receive it personally or by sending it by post to his registered address or if he has no registered address in Malaysia to the address (if any) within Malaysia supplied by him to the company
3. If it is required by the constitution of a company for the notice to be given in the electronic form, then it should be sent to the appropriate electronic adress provided or published on a website.

SERVICE OF NOTICE

Notice of GM shall be given in a manner as stipulated in the constitution to:

- ü Every Member
- ü Trustee/Assignee of a member who has become a bankrupt
- ü Legal Representative of a member who has passed away
- ü The Auditor for the time being of the company
- ü Each director

NOTIFICATION OF NOTICE ON WEBSITE

A publication on a website should be notified to members in writing and given to members:

- ü The nature of the meeting
- ü Venue, date and time of the meeting
- ü Whether the meeting is AGM (public company)

Notice should be available on website throughout the period from the date notification until the conclusion of the meeting

LENGTH OF NOTICE-S.316 (1)

1.

GENERAL MEETING OF PRIVATE COMPANY



AT LEAST 14 DAYS

2.

AGM FOR PUBLIC COMPANY



A MINIMUM OF 21 DAYS OR LONGER PERIOD

3.

OTHER MEETING



A MINIMUM 14 DAYS OR LONGER PERIOD SPECIFIED IN CONSTITUTION OF COMPANY



NOTICE

TYPES	RESOLUTION	NO.OF DAYS
AGM (PUBLIC COMPANY)	-	21
AGM (PRIVATE COMPANY)	-	14
EGM	SPECIAL RESOLUTION	21
	ORDINARY RESOLUTION	14

SPECIAL NOTICE

1.

A notice of intention to move should be given to the company at least 28 days prior to the meeting

2.

Examples of resolutions that require Special notice:

- the removal of a director before the expiration of his term of office (sec.206 (3))
- the removal of an auditor at a general meeting (sec.277 (1))
- the appointment of an auditor in place of an outgoing auditor (sec.280(2))

the procedure to serve notice should be in the same manner as other notice practice in the company.

SHORTER NOTICE- SEC. 316 (4)

1. If so agreed in writing by:

- All members entitled to attend and vote in the AGM
- A majority in number of the members having a right to attend and vote and together holding not less than 95% in nominal values of shares
- Company not having a share capital by majority of not less than 95% of total voting rights

2.

The requisite percentage shall be-

(a) in the case of a private company-95% or such higher percentage, not exceeding 95% as maybe specified in the constitution

(b) in the case of a public company, 95%

(b) AGENDA

1. A list of meeting activities in the order in which they are to be taken up, beginning with the call to order and ending with the adjournment
2. It enables the business to be arranged in a logical flow which promotes efficiency and harmony in a meeting
3. It usually includes one or more specific items of business to be discussed
4. It provides a basis on which to write the minutes of the meeting

(b) AGENDA

A typical agenda shall include the following:-

- (a) Welcoming/opening of the meeting;**
- (b) Apologising for absence;**
- (c) Approving minutes of the previous meeting;**
- (d) Matters arising from the previous meeting;**
- (e) A list of specific points to be discussed;**
- (f) Any other business-allowing a participant to raise another point for discussion;**
- (g) Arranging/announcing details of the next meeting; and**
- (h) Closing the meeting**



TYPES OF AGENDA

#1

'Skeleton' Form

Giving only the headings of the items to be dealt with

#2

'Detailed' Form

Giving the complete headings and setting out in draft form the resolutions to be submitted to the meeting for consideration

#3

'Chairman's Agenda'

An annotated agenda giving more details than those given to members for the guidance of the chairman, with a wide margin to facilitate note taking by the chairman

AGENDA

ANNUAL GENERAL MEETING

(AGM)



01

Consideration of accounts, balance sheet and the report of the directors and auditors

02

Declaration of dividend (if any) recommended by directors

03

Election of directors in place of those retiring

04

Appointment and fixing of the remuneration of auditors

ORDINARY BUSINESS



AGENDA EGM



SPECIAL BUSINESS

- **All other businesses transacted excluding the above 4 ordinary businesses**

(c)

CONVENING AUTHORITY

- There are certain basic requisites that have to be adhered to, in order to ensure the validity of a meeting and that the decision(s) taken at the meeting is not subsequently nullified.
- A meeting should be properly convened to ensure the validity of the meeting held and resolutions passed is not to be void. In accordance to the Companies Act 2016, a meeting may be convened by the following:



Board of Directors

Section 310 (a)

- It does so by passing a Director's Resolution



Any Member

Section 310 (b)

- Any member holding at least 10% of the issued share capital may require the director to convene an EGM
- For a company without share capital, an EGM may be convened by at least 5% of its members



The Directors when requested by members

Section 311

- Members representing at least 10% of the paid up capital of the company may require the director to convene an EGM
- For a company without share capital, an EGM may be convened by members holding at least 5% of the total voting rights



By Court Order

Section 314

- When it is impracticable or impossible to convene an EGM as prescribed by the company's constitution or the CA 2016
- Re El Sombrero (1958)
- Phuar Kong Seng v Lim Hua (2005)

CONVENING A MEETING

It is the duty of the directors to take action when a request is made by members who fulfill the shareholding or membership requirements that are:



Sect. 316(1)-a notice of at least 14 days or any longer period specified in constitutions (meeting of a private company)



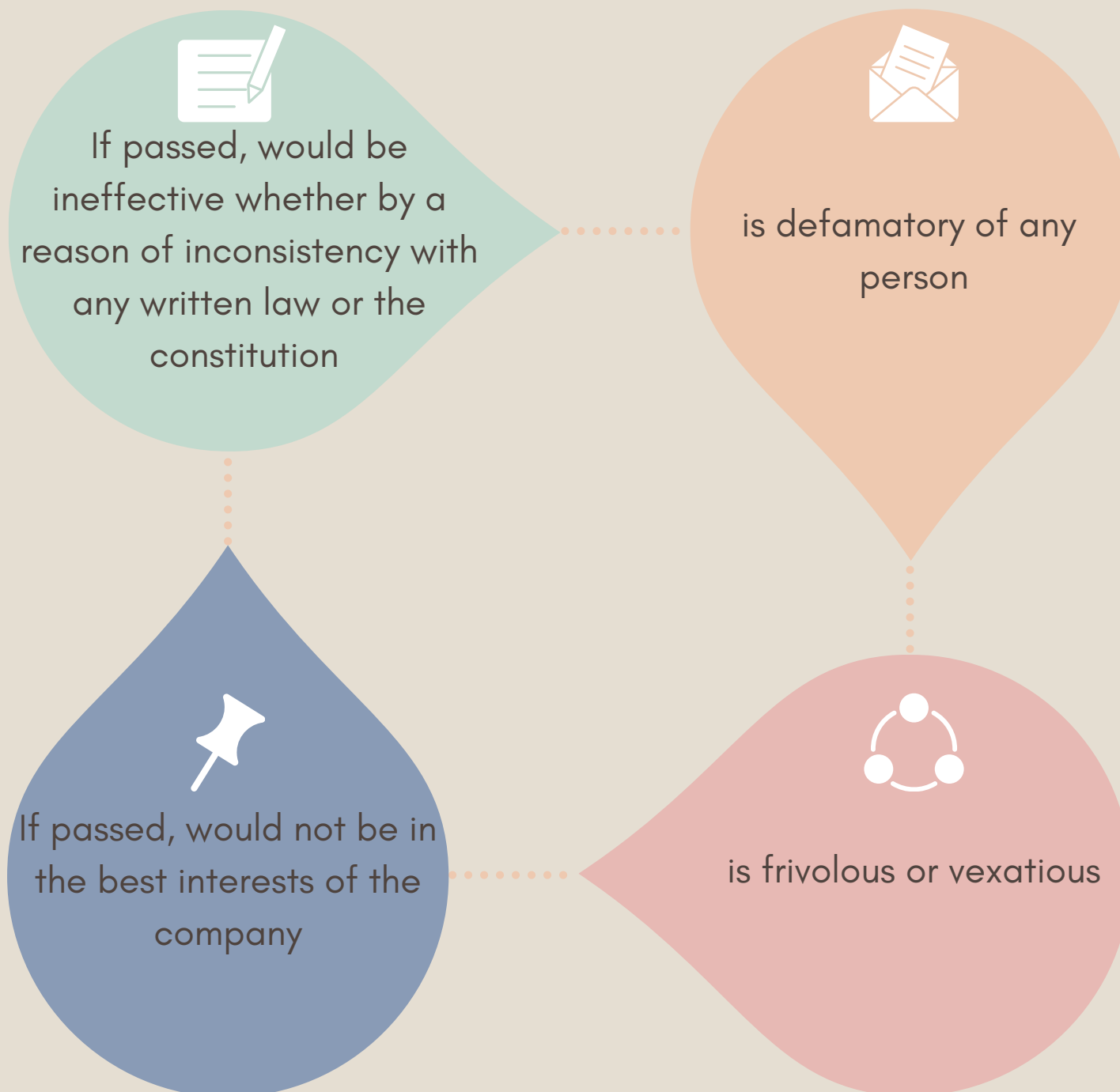
Sect. 316 (2)A notice to call an AGM at least 21 days or any longer period specified in constitutions shall be called

Differences between Section 310 (b) & Section 311

	SECTION 310 (b)	SECTION 311
REQUIREMENTS	Company with share capital: \geq10% of issued capital	Company with share capital: \geq10% of paid up capital
	Company with no share capital: \geq5 per centum of the members	Company with no share capital: \geq5% voting rights
Preparation of meetings	Members	Company, failing which members
Expenses	Members	Company

CONVENING A MEETING

- As provided also by the Act, members may convene a meeting at the company's expense if they had made a request to the directors to convene a meeting under **Section 311 (5)** and if the directors have failed to do so.
- However, to do so, the resolution to be moved at a meeting should not be a resolution that:

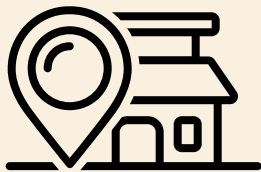


Section 327(1)

A company may hold the meeting at more than one venue, using technology or method that allows all members are reasonable opportunity to participate and to exercise their right to speak and vote at the meeting

(d)

VENUE



The members' meeting may be held anywhere so long as the **MAIN MENU** is in Malaysia.

Thus, a members' meeting may now be held through telephone conferencing or video conferencing or even using Google Meet, Zoom

Section 327 (2) - the chairperson of the meeting shall be at the main venue

The only condition is that the method used should be available to all members as all members must have a reasonable opportunity to participate in the meeting

PROPERLY CONSTITUTED

Quorum

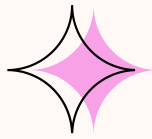
The minimum acceptable number of persons (who are entitled to attend the meeting) required to be present to constitute a meeting to validly transact the business of the meeting

- General Meeting
- Board of Director Meeting

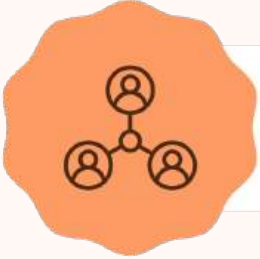


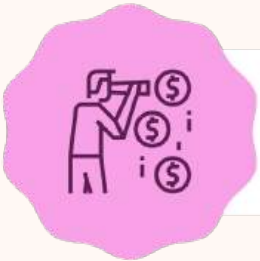
&

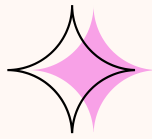
Proxy

A person being named and authorized in the proxy form to act for the appointer/on behalf of a corporation to attend and vote at the meeting on the appointer's behalf

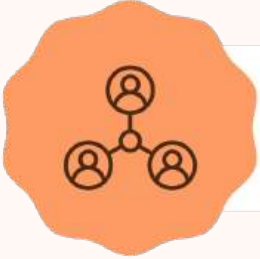





(e) **QUORUM**

- 01  Requisites minimum number of person entitle to attend a meeting constitutes a validly convened meeting and transact the business of the meeting
- 02  In the absence of a quorum any resolution passed at the meeting is void
- 03  According to **Sect.328 (3)** and **sect.294**, if a member appoints more than one representative or proxy, it shall be counted as **ONE (1)** member for purpose of qourum
- 04 



(e) **QUORUM**

- 01  The minimum number of members that need to be present is as follows:-
- 02  **ONE** member present personally for a company with **ONE** member
- 03  **TWO** members present personally or by proxy unless otherwise stated by the constitution of a company
- 04  The quorum should be those members who are eligible to vote in respect of the agenda of the meeting

ABSENCE OF QUORUM



Failure to Muster Quorum

- Until a quorum is present, there is legally no meeting.
- If the quorum is not present within 30 minutes from the appointed time, If they still fail to be constituted, the meeting shall be dissolved or shall be formally adjourned to the same day in the following week at the same time and place or such other day, time and place determined by directors.

However, under CA 2016, this types failure to muster quorum is not relevant



Failure to Maintain Quorum

- It is provided under CA 2016 that is not necessary to maintain quorum

- The common law rules that the quorum must be present for the whole meeting and any resolution passed after the quorum ceases to exist is invalid.
- If the quorum is not maintained, any person present is entitled to draw chairman's attention to require a count to be taken.
- For a company, its AA govern the procedures. Inability to maintain quorum shall not invalidate the proceedings after the members' departure, unless the members present reduces to one, because one man cannot constitute a valid meeting.

ABSENCE OF QUORUM



Incompetent Quorum

- In computing the quorum, only person competent to take part in the business of a meeting (entitled to vote) will be included, that is a quorum must be a 'disinterested' one. Therefore a person who is denied the right to vote is unable to form part of a quorum.
- If disinterested quorum is not possible for any BOD meeting, the board then shall convene a GM of members to consider the business



SECTION 328

A quorum as determined by the constitution of a company should be present at the start of the AGM

**NOT NECESSARY TO
MAINTAIN THE QOURUM**

Proxies constitute part of the quorum.

The chairman satisfied that a quorum is present.

This is usually done by confirming from a company secretary.



RE SALVAGE ENGINEERS LTD (1962)

- One member present cannot hold a meeting even if the said member is also a proxy for another member



SECTION 328

- Recognize if the company has only ONE member, then the quorum for the company's meeting will only be ONE member personally



SOLE MEMBER CANNOT BE REPRESENTED BY A PROXY

- This happen for the purpose of determining whether there is a valid qourum

(f) PROXY

Who is proxy and corporate representatives?

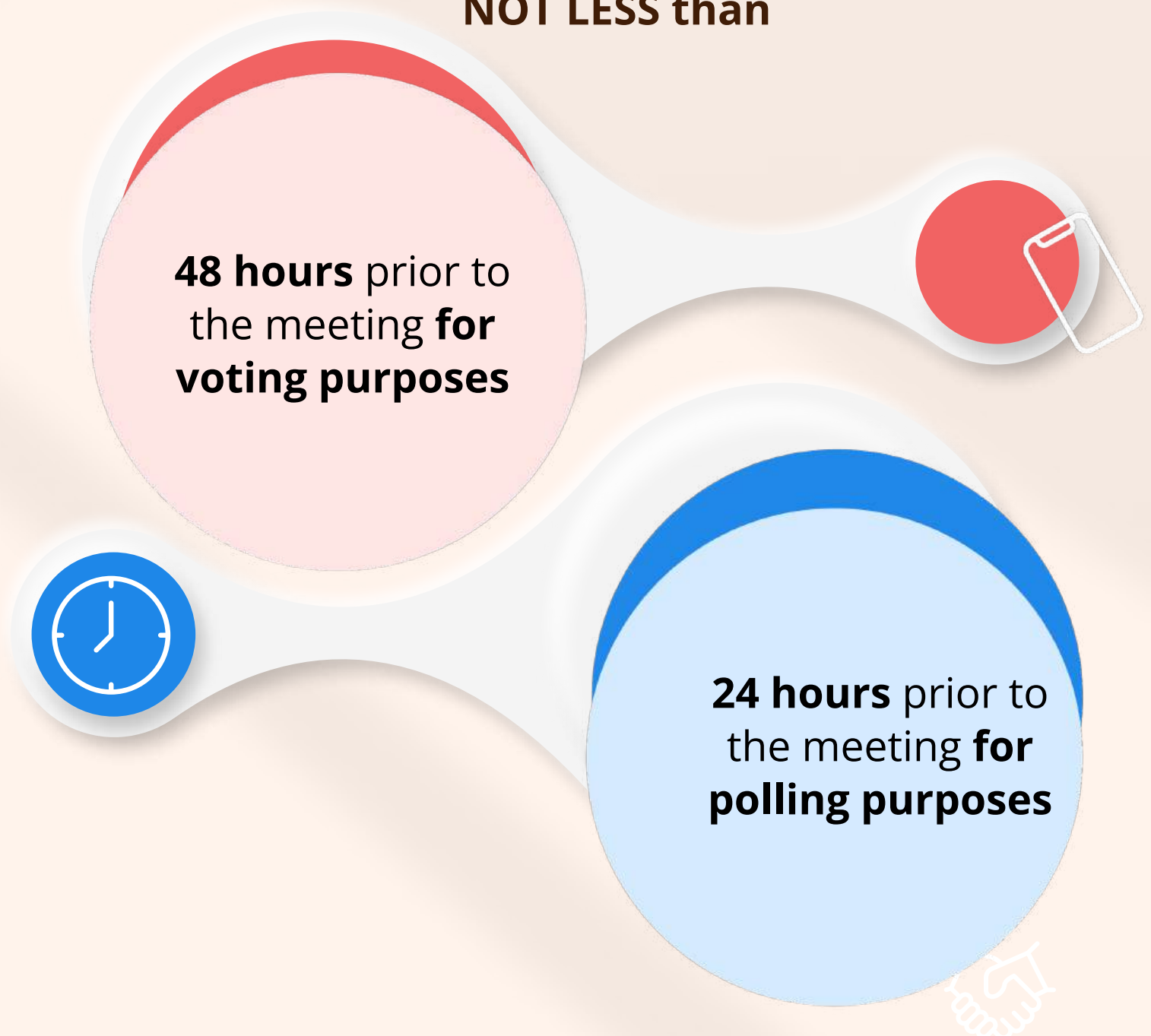
As a corporation has no physical presence, it must appoint an individual to attend and act on its behalf at a general meeting or annual general meeting (AGM) of a company in which it holds shares

This can be done by appointing one or more individuals to act as its proxy, or its corporate representative



(f) PROXY

The proxy form and the power of attorney under which instrument is signed has to be deposited at the registered office of the company
NOT LESS than



48 hours prior to the meeting **for voting purposes**

The infographic features a central white shape with two circular callouts. The top callout is pink and contains the text '48 hours prior to the meeting for voting purposes'. To its right is a red circle with a white paperclip icon. The bottom callout is blue and contains the text '24 hours prior to the meeting for polling purposes'. To its left is a blue clock icon. The background is a light beige gradient.

24 hours prior to the meeting **for polling purposes**

Four (4) Types of Proxy

01

Two-way Proxy

- The form of proxy which enables the appointer to vote 'for' or 'against' a motion through his proxy.

02

Open Proxy

- The form of proxy that does not need the appointer to indicate the voting instruction as opposed to the two-way proxy.

03

Special Proxy

- The one meeting proxy which given specific voting instructions on the various resolutions. The proxy appointed to attend only the meeting and any adjournment thereof.

04

General Proxy

- The proxy is given the power to vote upon any proposals the way the proxy thinks fit – there are no voting instructions as how the proxy should vote;
- To vote at any meeting on any matter – it is valid for more than one meeting and any adjournment thereof

Rights as Proxy

- The proxy shall have the same right as the member to speak at the meeting;
- However, unless the AA otherwise provide

A proxy shall not be entitled to vote except on a poll

01

A member is allowed to appoint any person as his/her proxy or proxies. There are no limitations in the Act as to who can be a proxy

02

A member shall not appoint more than two proxies to attend and vote at the same meeting

04

If two proxies are appointed, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy

03

Examples: Mr Jones holds 300,000 shares in a company. He may appoint 2 proxies to represent him, i.e. Ms Dian and Mr Aziz.. He has to apportion his shareholding to each of the proxies. For example, Ms Dian represents 180,000 shares and Mr Aziz represents 120,000 shares

Removal of Proxy

Sect 336 stated that a proxy can be appointed as a chairperson at a meeting



Notice of the revocation should be received by the company before commencement of meeting



Transfer of shares by the appointer



The notice of removal or termination of proxy will not be deemed to disrupt the quorum of meeting, the validity of vote made by proxy



The constitution of a company may provide the notice of termination should be given earlier



(g) **CORPORATE REPRESENTATIVES**

The proxy of a body corporate must be executed under seal



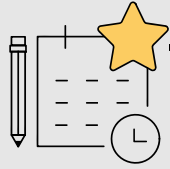
The person representing the corporation by virtue of the proxy form executed and authorized to attend the meeting as proxy of the corporation



However a company may appoint what is commonly called, a corporate representative to attend meetings as its representative



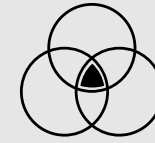
APPOINTMENT OF CORPORATE REPRESENTATIVE



Appointed by corporate member by a resolution of the board of directors of the corporation to attend all meetings or particular meeting



Entitled to exercise the same power on behalf of the corporation



No proxy form is required to be executed for the appointment of a corporate representative



The company however is required to inform the company of the appointment

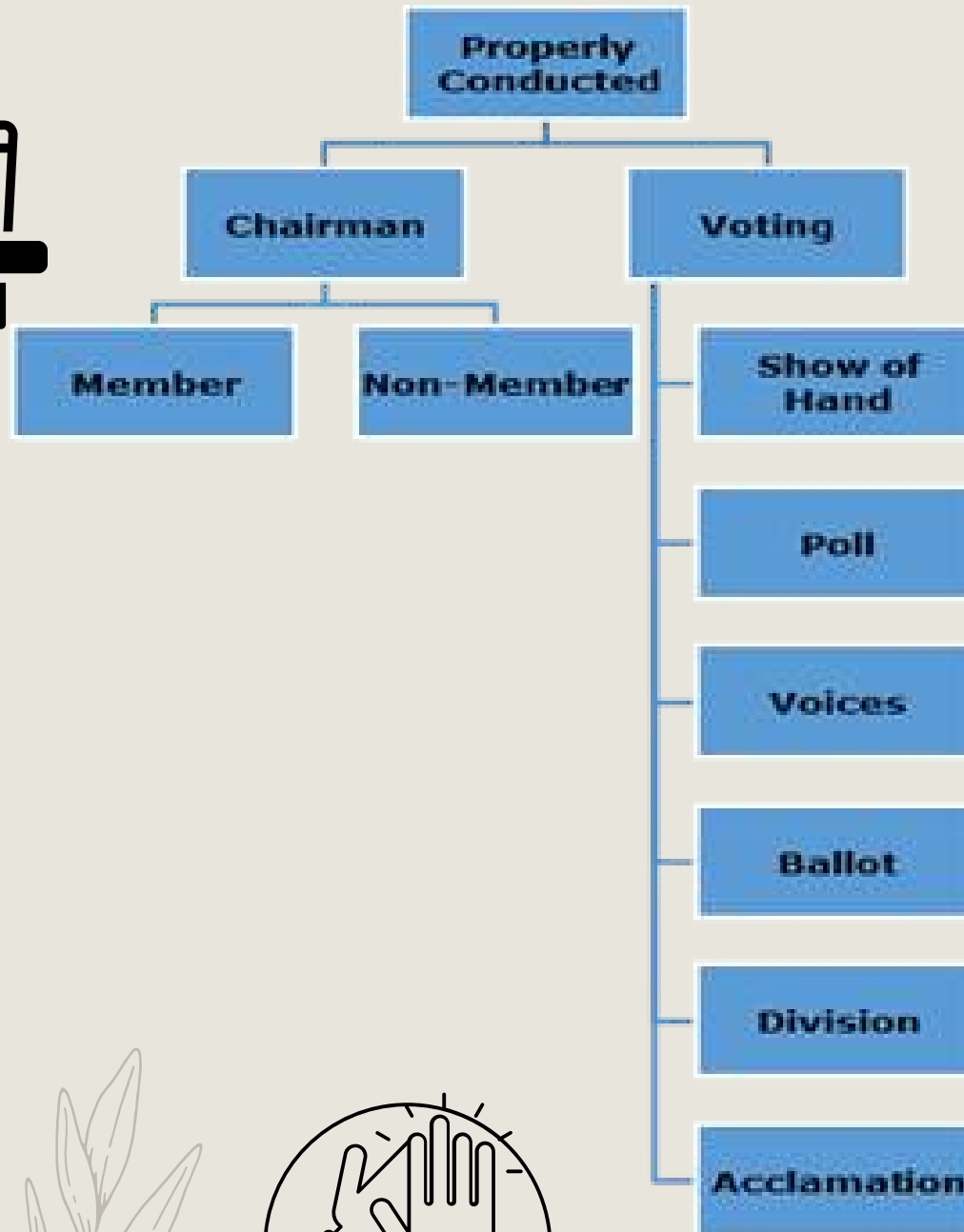


A certificate under the corporation's seal shall be prima facie evidence of the appointment or revocation of the appointment of a corporate representative



There is no time limit for the lodgement of the certificate as long as it is before the meeting and a corporate representative is not subject to the restriction applicable to a proxy

Properly Conducted



(h) **CHAIRMAN**

01. Spoke person of the meeting

02. Give director rights to choose chairman among board of directors (Sect 329 (1))

03. If chairman not present within 15 minutes, the members present let one of their number to be chairman of the meeting

04. Chairman has the power to demand a poll at any general meeting before or on the declaration of the result of the show of hands

05. The chairman's job is to ensure that the meeting is properly conducted and that order is maintained

06. According to *Byng v London Life Association* (1990), the chairman has the power to adjourn the meeting, such power must be exercised in good faith;

07. Most constitution provides that the Chairman of BOD shall be the chairman at every general meetings, failing which the members present shall elect one of the members to chair the meeting



Function and Duties of Chairman

- Preside at the meeting
- Determine that the meeting is properly convened, constituted and a quorum is present
- Be conversant with the provisions of articles regarding the procedure
- Be informed about the rules of debate
- Study the agenda, the business and object of the meeting
- Preservation of order
- Confine discussion within scope of the meetings and reasonable limits of time
- Decide points of order
- Give reasonable opportunity to all present who entitled to speak
- Ensure all present know exactly what the motion or amendment about to vote
- Declare an adjournment
- Declaring the meeting closed when its business has been completed

SHOW OF
HANDS

BY POLL

(i)

VOICES

VOTING

BALLOT

ACCLAMA
TION

DIVISION



(i) **VOTING**

01

BALLOT

A ballot is a document used by a shareholder to exercise their voting rights.

Such a ballot is typically submitted by shareholders (electronically or by mail) ahead of their company's annual general meeting (AGM) or by proxy.

02

ACCLAMATION

Motion of a courtesy nature with not draw any dissent are mostly carried by acclamation

03

DIVISION

This method is not commonly used. The vote is cast by the members being counted by tellers as they divide and proceed to their respective sides.

04

VOICES

A simple method by which members indicate their vote by saying 'yes' or 'no'. "The decision is based on the volume of sound and there is no clear count of those in favour and against the motion".

VOTING BY SHOW OFF HANDS

According to sect.293(1)(a)(i) provides that a company having share capital, every member shall have one vote in respect of each share for a written resolution. Meaning that 1 share for 1 vote.

In case a vote on resolution on show of hands at a meeting, constituted 1 vote for each individual member ("1 member=1 vote")

In case a vote on a poll, every member shall have 1 vote in respect of each share. ("1 share=1 vote")

Notes:

- Section 330 provides that a resolution of voting at the meeting shall be decided on a show of hand unless poll is demanded by:-
 - a) by the chairman
 - b) at least three (3) members present in person or by proxy
 - c) by any member present in person or by proxy representing not less than 10% of the total voting rights;
 - d) by a member holding shares on not less than 10% of the total paid up shares

VOTING BY POLL (S.331)

In a poll vote, all votes on a resolution are calculated by reference to the number of shares held by members present at the meeting

Member present in meeting either in person, by proxy or corporate representative and this kind of voting is used when there is no clear result through voting by show of hands



It is stated that "each ordinary shareholder present personally or by proxy has one vote for every ordinary share held (1 unit share = 1 vote)

Sect. 293 (l) (a) (iii) provides a vote on a resolution on a poll taken at a meeting, every member shall have one vote in respect of each share or stock held by him

MOTIONS

(j)

Definition of Motion

A proposal or proposition put forward at a meeting for discussion before it has been duly passed by a majority vote

A propose resolution to be tabled, discussed and vote upon

Once the above is done, it becomes a resolution and is the resolution of the meeting

A motion requires a "second" (support) to proceed, is recorded in the minutes, and becomes a resolution if passed

Example of a Motion

Motion: "That the Department of of Planning organize a Corporate Meeting Workshop for all staff.

Mover: Mr. Ahmad

Secunder: Ms. Siti

Decision: Carried unanimously.



A motion must have the following form:

Robert's Rules
of Order



Affirmative Phrasing: A motion should be stated positively, starting with the phrase "I move that..." or "I move to.."

Concise Action Statement: It must clearly define the specific action requested (e.g., "I move that we approve the annual budget")

Essential Details: Effective motions often include the responsible parties, any budgetary parameters, and a specific timeline for implementation

Written Format: For complex or important decisions, the chair may require the motion to be submitted in writing to ensure it is recorded verbatim in the minutes

Disposal of Motion



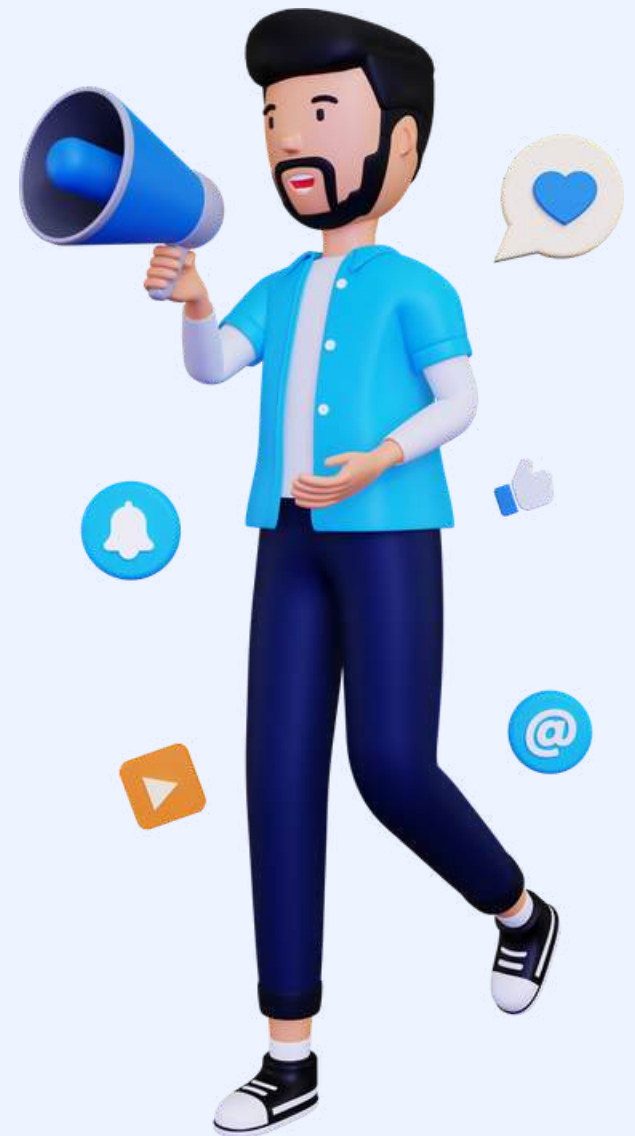
Voting (Direct Action): The motion is debated and then passed or defeated via a vote

Withdrawal: The mover can request to withdraw the motion. If any member objects, the meeting must vote on allowing the withdrawal

Postpone Indefinitely: A motion used to kill a main motion without bringing it to a direct vote, often used when an embarrassing motion is made

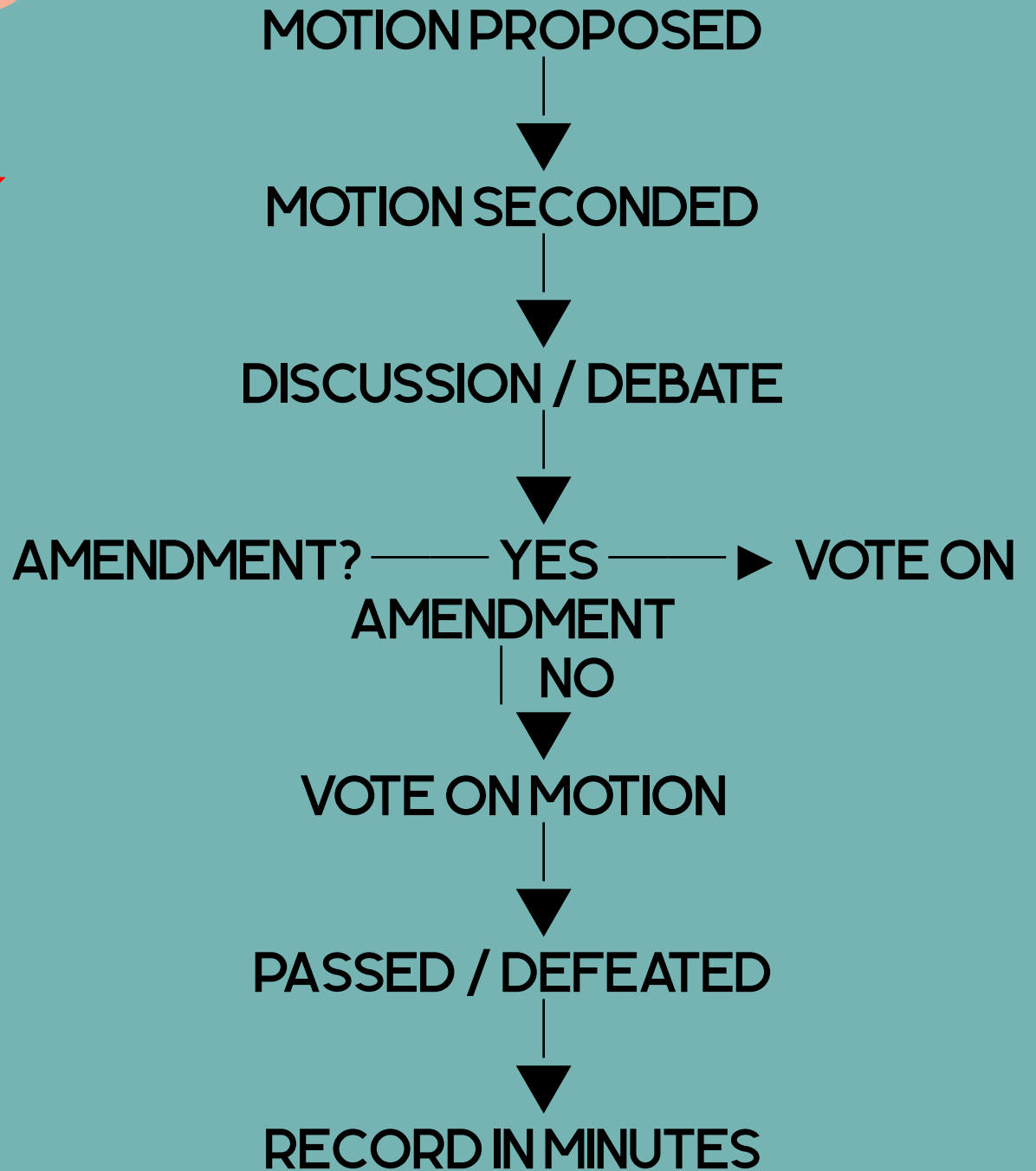
Postpone to a Certain Time: Delays consideration of the motion to a specific future time or meeting

Amend: Modifies the wording of the motion before a final vote is taken



Once a motion is accepted by the chair, it cannot be altered without the consent of the assembly

Motion Process Within a Meeting



(j) **RESOLUTIONS**

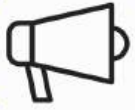
DIRECTORS' / BOARD RESOLUTIONS

- Requires simple majority
- Chairman will be given a second (casting vote) to resolve cases of equality of votes

MEMBERS' RESOLUTION

- Ordinary Resolution
- Special Resolution
- Written Resolution

Ordinary Resolution



Notice of 14 days



Passed by Simple Majority (50%)



$\frac{3}{4}$ or 75% majority required for resolutions of:

- Appointment of an over-aged person as director of a public or subsidiary of a public company.
- Appointment of another person nominated at the meeting convened for the purpose of removal of the company's auditor to fill the casual vacancy created by the removal.

***Director meeting shall be decided by a majority of votes and determination by a majority of director shall for all purpose be deemed at the boards determination

AMENDMENTS OF ORDINARY RESOLUTION

The following principles apply when amending an ordinary resolution:-

01

Move and Seconded: The amendment must be formally moved and seconded before it can be debated or voted upon.

02

Relevance: The amendment must be relevant to the main motion. It cannot introduce entirely new business that was not part of the original notice

03

Simple Majority Needed: Since an ordinary resolution requires only a simple majority (>50%) to pass, amendments typically require that same simple majority.

04

Voting Procedure: When an amendment is proposed, the meeting votes on the amendment first. If it passes, the chair then calls for a vote on the final, amended resolution

05

Scope of Notice: Amendments cannot be made if they affect matters required by law to be specifically noted in the notice of the meeting

Special Resolution



Notice of 21 days



Passed by a majority of more than $\frac{3}{4}$ or 75% who attended and voted in person or proxy



It takes place mostly during EGM where an urgent decision must take place and is voted by the majority of the members during the meeting

Examples of Special Resolutions

1. Alteration or amendment of company's constitution (s.36)
2. Change of Company's Name (s.28)
3. Adoption of constitution (s.32)
4. Variation of class rights (s.91(2))
5. Reduction of Share Capital (s.115)
6. Conversion from a public company to private company or private to public (s.41)
7. Exercise of certain powers by liquidator under a members' voluntary winding-up

ORDINARY RESOLUTION

VS

SPECIAL RESOLUTION

- Under Section 291 of CA 2016
- Resolution passed by a simple majority of members (>50%) entitled to vote who are present personally or by proxy
- Notice not less than 14 days
- Removal of public company directors
- Removal of auditors

- Under Section 292 of CA 2016
- Requires at least 75% (3/4) majority votes in favor of the resolution cast by members present and entitled to vote in person or by proxy
- Notice not less than 21 days
- Altering the object clause of constitution
- Amendments to company's constitution



Resolution Requiring Special Notice (s.322)

Special Notice

- Notice given by members to the company requiring any of these resolutions to be included in the meeting:
 - i. Removal of auditor from office
 - ii. Removal of director from office before the expiration of his term
 - iii. Appointment of a person as director in place of a director removed
- The notice must be served not less than 28 days before the resolution proposed to be moved

Registration of Resolutions

i. 7 days

- Resolution for voluntary winding-up

ii. 14 days

- OR Altering its share capital
- Altering MA
- Special Resolution on Change of Name
- Special Resolution on Conversion and Re-registration of Company

iii. 14 days after the lapse of 21 days

- Alteration of Object Clause

WRITING RESOLUTION

01

Only for private companies

02

Not applicable in the case of removal of director or an auditor before the expiration of terms (s.297(2))

03

Removal of auditor must be done by ordinary resolution requiring special notice (s.277)

04

it is prohibited for private company to remove the auditor/director by written resolution (s.297(2))

05

It is passed by majority of members who have signed their consensus/agreement

06

It must be signed 28 days before the circulation Becomes lapse if it is passed after period 28 days

WRITTEN RESOLUTION

Proposer - Section 301 & 302 (1)



- Director
 - Member holding at least 5% of voting rights
- *the constitution of company may provide for a lower threshold

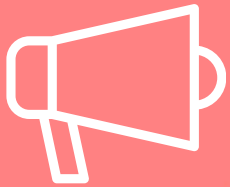
Circulation of written resolution

- S.298 provides that the company to circulate the resolution to eligible person entitled for the written resolution – member appears in the registers of members
- Date of circulation - the date of the first copy of resolution is circulated to the members (s.299)
- Circulation - Hardcopy or in electronic forms (s.300) (subject to the constitution)
- For hardcopy, it is served either personally or sent by post to the address provided by the member. Where as if it is in electronic form, it may be send to the electronic address provided



WRITTEN RESOLUTION

Section 305 (1) provides that a company is not required to circulate a member's written resolution if the court is satisfied that the proposed resolution:



- i. If passed, would be ineffective whether by reason of inconsistency with any written law or the constitution;
- ii. Is defamatory to any person;
- iii. Is frivolous or vexatious;
- iv. If passed, would not be in the best interest of the company

The application to restrain the circulation can be made to the court by any person who claim to be aggrieved



Need not to be a member of company

Also, the application can be made for an order of the circulation of the written resolution (in case where the director fails to circulate to the members)



(k) **ADJOURNMENT**

An adjournment is a suspension of proceedings to another time or place

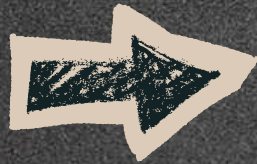
A meeting which has already commenced, and is in progress but the proceedings have to be brought to a close for the time being

Be continued at a time fixed by the motion adjourning the meeting

Notes:

- **Decision Making:** If the adjournment is voluntary, the Chairman makes the final call.
- **No New Notice:** You don't need to send out a formal notice for the new date because the members present are already aware of the change.
Frequency: This is a very common practice, especially when a meeting is simply discontinued to be finished later.
- **Documentation:** Even if a meeting is just temporarily suspended, official records must still be kept for the adjourned session.

The following circumstances warrant an adjournment:-



Lack of Quorum (Most Common)

Default Rule

Automatic Adjournment (sect 328 (5))

Loss of Quorum



Discretionary Adjournment by Chairman

Consent of the Meeting

Adjournment Directed by Members

Unfinished Business



Special Circumstances

Safety Measures

Conflicts with Official Events

Creditors' Meeting



Procedural and Legal Reasons

PROCEDURES OF MEETING

Notice of Meeting
Agenda



Qourum

Chairman




Voting

Motions &
Resolution



Adjournment





✓
1. Prepare the proposal agenda for the board meeting and submit to the chairman for approval

✓
2. Upon the chairman's approval on the final compilation of the agenda; prepare the agenda paper and the collation of necessary reports and papers

✓
9. It is good practice to have a copy of the memorandum and articles of association of the company available for reference at the meeting

THE PRACTICAL WORK OF THE COMPANY SECRETARY BEFORE, DURING AND AFTER BOARD MEETING

✓
3. Prepare 2 copies of detailed agenda paper, one of which is to be given to the chairman

✓
8. Ensure that the venue for the board meeting is properly prepared with stationery supplied

Before the Board Meeting

✓
4. Dispatch the notice of the meeting to each director together with the agenda paper

✓
7. Prepare the attendance list/book

✓
6. Ensure all necessary documents and returns required are in hand and make some spare copies

✓
5. Advise any persons who are not directors but are invited to attend the meeting of the meeting



After the Board Meeting



1. Make a list of the action required to be taken and formally inform the persons concerned to take action

2. Keep notes or reminder of those items deferred and requiring further consideration

3. (For listed company), inform the Stock Exchange immediately of the item which required immediate announcement (if any) and notify the company's press agents

4. Prepare the draft minutes and send the draft to the chairman for his comment

5. After receiving the comments (if any) or in the absence of comments, prepare the formal copy and keep it in the minute book within 14 days after the meeting

DUTIES OF SECRETARY AS REGARDS TO THE COMPANY MEETING/AGM

PREPARATION BEFORE THE DAY OF AGM

1. Arrange the stewards at the meeting
2. Arrange some one to take a shorthand notes to be taken in the proceeding
3. To ensure the registered members available at the meeting
4. To prepare attendance sheets for member (required full name and number of shares whether attend individually or by proxy)
5. To prepare attendance sheets for persons other than member
6. To ensure all proxy cards are taken to the meeting
7. Ensure poll cards and voting lists are available in case a poll is demanded
8. Arrange who will propose and second the resolutions relating to the auditors and their remuneration
9. To ensure director's register of interest is in good order for inspection
10. To ensure that copy of director's service contract are available

DUTIES OF SECRETARY AS REGARDS TO THE COMPANY MEETING/AGM

PREPARATION BEFORE THE DAY OF AGM

11. Prepare detail agenda and examine the arrangement for a press release
 - Prepare preliminary announcement and leading up to the AGM
 - Release to the stock exchange
 - Press agent will send copy to the press together with the name of contact person (for further information)

12. Make some extra copies of the report, account and company's constitution

13. Make sure all the necessary documents and equipment are available at a meeting

14. If the chairman makes a statement about company's current position, the secretary has to release to the press immediately after the AGM has been reached

15. Ensure all the decisions come out from the AGM will be immediately release to the Stock Exchange

DUTIES OF SECRETARY AS REGARDS TO THE COMPANY MEETING/AGM

Duties after the meeting

1

To make sure all the relevant documents is cleared especially confidential document

2

To prepare minutes of meeting

TUTORIAL 4

1

List **FIVE (5)** information's that must be included in a notice of meeting. [5 marks]

2

List and compare any **TWO (2)** types of agenda. [5 marks]

3

Explain **FOUR (4)** types of proxy and give **ONE (1)** example for each proxy. [10 marks]

4

Determine **FIVE (5)** circumstance that warrant a meeting to be adjourned. [5 marks]

TUTORIAL 4

5

List and explain **TWO (2)** types of absence quorum. [4 marks]

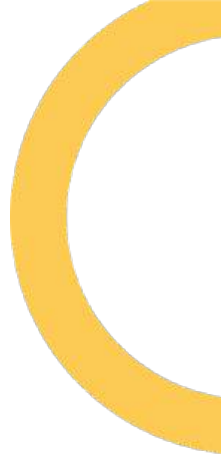
6

Mr. Grey wants to appoint Miss Fika as his proxy to attend and vote at a meeting of the company, but he was not sure which type of proxy Miss Fika should be appointed as.

Advise him to choose any **THREE (3)** types of proxy who can attend and vote at a meeting of the company. [6 marks]

7

Arrange **FIVE (5)** differences between ordinary resolution and special resolution. [10 marks]



CHAPTER 5

••• MINUTES ••• WRITING

Learning Objectives

At the end of this topic, students should be able to:

- Organize meeting documents

DEFINITION OF MINUTES OF MEETING



- Written records of the resolutions and business transacted at a meeting and recorded on the minute books
- Factual and concise
- May be and often are confined simply to recording the persons present and the decisions reached
- Purpose of minutes is to provide an accurate and objective account of the proceedings of a meeting
- Minutes should record the decisions made and the important things which occurred and were done at the meeting

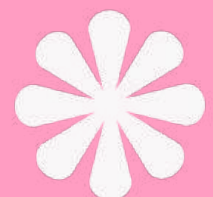
MINUTES OF MEETING

DOCUMENTARY RECORDS OF THE PROCEEDINGS AT MEETING

RECORD TIME, PLACE AND DATE OF THE MEETING

THE MEMBERS AND OFFICERS OF THE COMPANY WHO WERE PRESENT, PERSON (NOT BEING MEMBERS) WHO WERE IN ATTENDANCE AND THE BUSINESS WHICH WAS DONE AND

THE RESOLUTIONS WHICH WERE PASSED

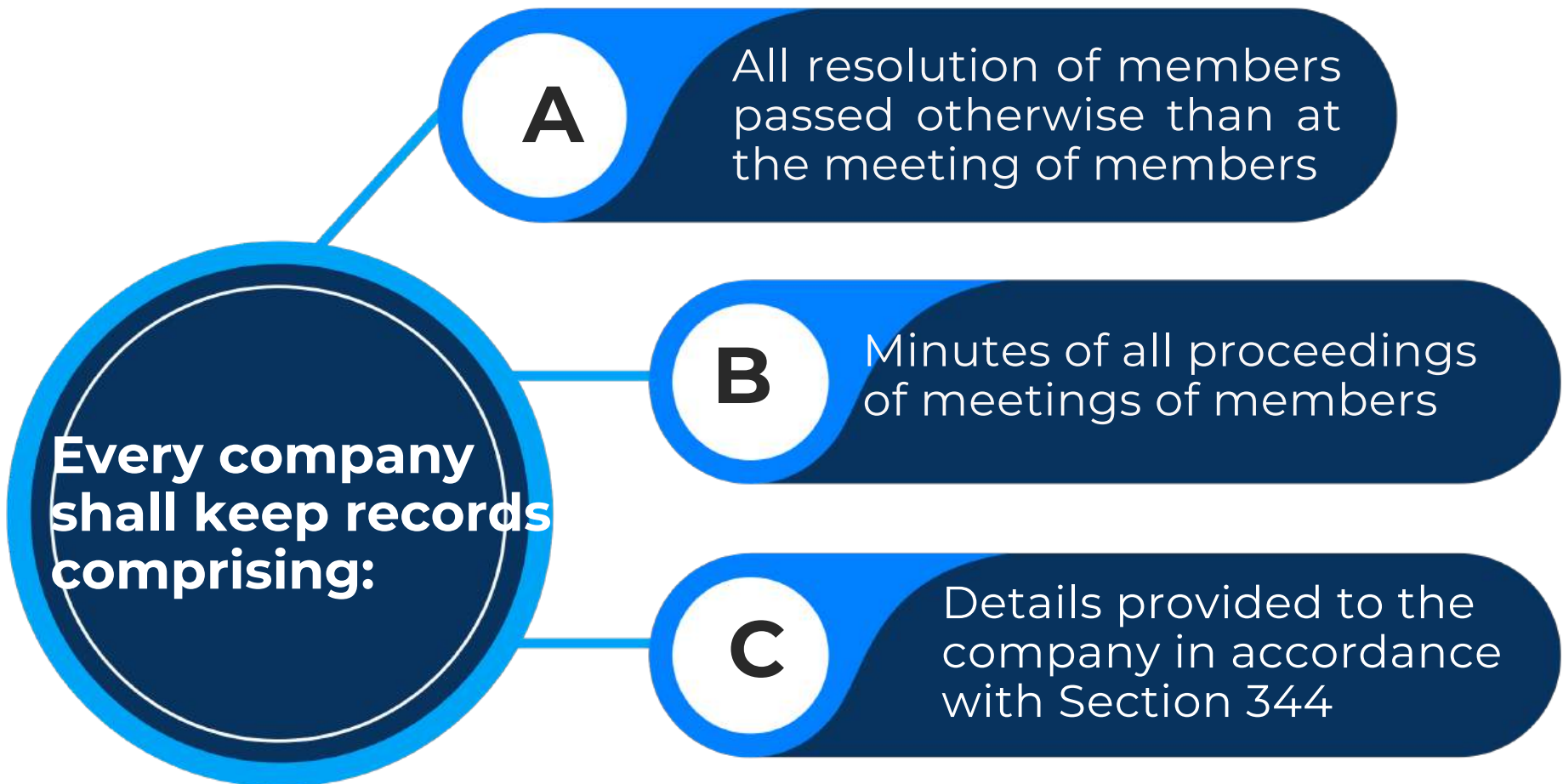


MINUTES OF MEETING

- Permanent form, formal and detailed (although not verbatim) record of business transacted, and resolutions adopted, at a firm's official meetings such as BOD, managers and AGM

By written up (or typed) in a minute book and approved at the next meeting, the minutes are accepted as a true representation of the proceedings they record and can be used as prima facie evidence in legal matters

MINUTES OF ALL PROCEEDINGS OF GENERAL MEETING



Details of decisions by a sole member

1

If a sole member of a company takes any decision that

- May be taken by the company in a meeting of members.
- It has the effect as if agreed by the company in a meeting of members, he shall provide the company with details of that decision, unless that decision is taken by way of a written resolution

2

A person who contravenes this section commits an offence and be liable to a fine not exceeding RM10,000

3

Failure to comply with this section does not affect the validity of any decision referred to in subsection (1)

MINUTES OF ALL PROCEEDINGS OF GENERAL MEETING

Section 341(1)(b) provides that the minutes of all proceeding of the meetings must be kept by the company

Signed by the chairman of the meeting at which the proceedings were had or by the chairman of the next succeeding meeting

INSPECTION OF RECORDS OF RESOLUTIONS AND MEETINGS

Section 342(1) provides that the records shall be kept available for inspection



- At the registered office of the company
- At another place which a notice has been given to the Registrar within 14 days from the date of the records are kept at such place or change of place



The documents must be kept for 7 years from the date of resolution, meeting or decision [Section 342(1)]



Shall be made available for inspection by any member of the company without charge [Section 342(3)]



Any member shall be entitled to be furnished with a copy of any minutes within 14 days after he has made a request in writing to the company at charge not exceeding RM2 for every 100 words

FAILURE TO PROVIDES INSPECTION OF RECORDS OF RESOLUTIONS AND MINUTES (S.342 (5))

1

EVERY OFFICER WHO CONTRAVENES THIS SECTION COMMITS AN OFFENCE AND BE LIABLE TO A FINE NOT EXCEEDING RM10,000

2

IN THE CASE OF A CONTINUING OFFENCE, A FURTHER FINE NOT EXCEEDING RM500 FOR EACH DAY DURING WHICH THE OFFENCE CONTINUES AFTER CONVICTION

RECORDS AS EVIDENCE OF RESOLUTIONS

Section 343(1)

- The record of a resolution passed otherwise than at the meeting of members, signed by a director/company secretary, is sufficient evidence of the passing the resolution

- If there is a record of a written resolution of a private company, the requirements of this Act with respect to the passing of the resolution are deemed to be complied with unless the contrary is proved

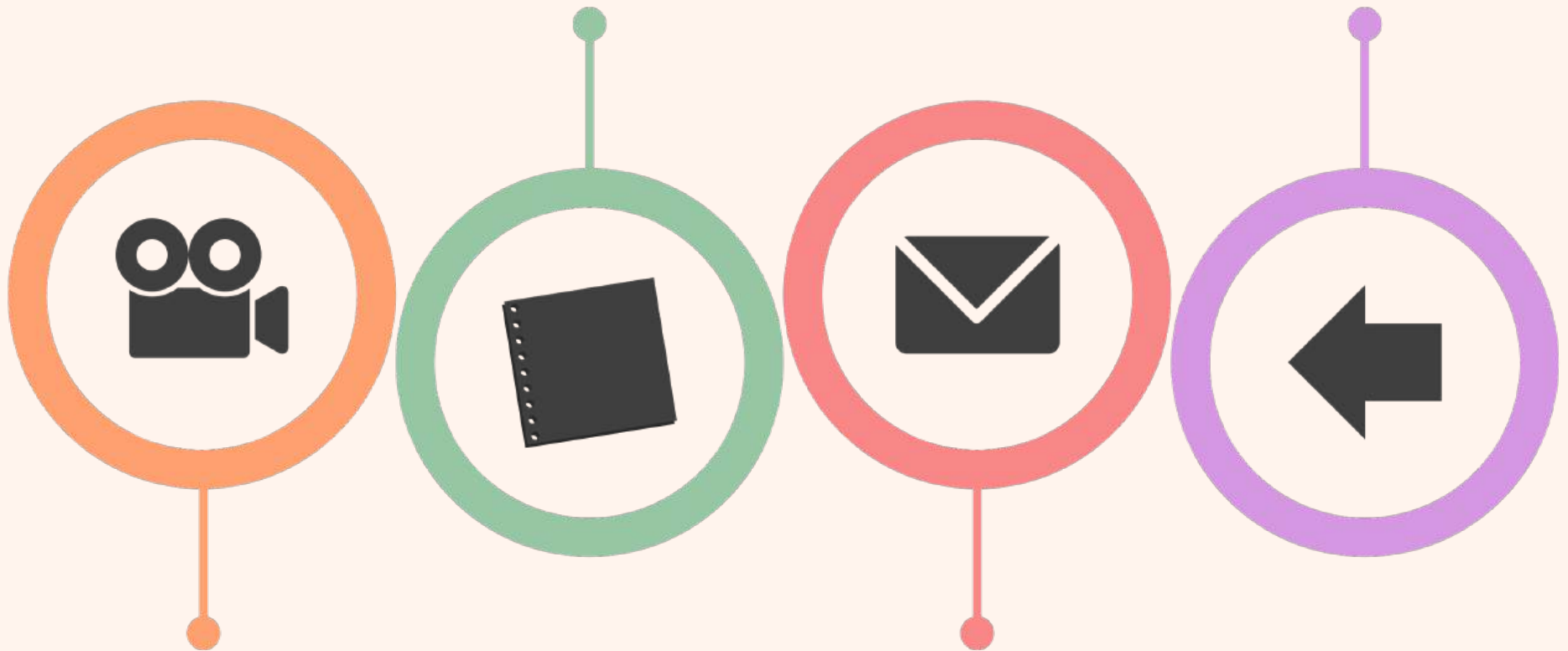
The minutes which have been signed by the chairman of that meeting or by the chairman of the next meeting shall be evidence that:

- The meeting has been duly held and convened
- The proceedings have been duly held
- All appointments at the meeting are valid

CONTENTS OF MINUTES

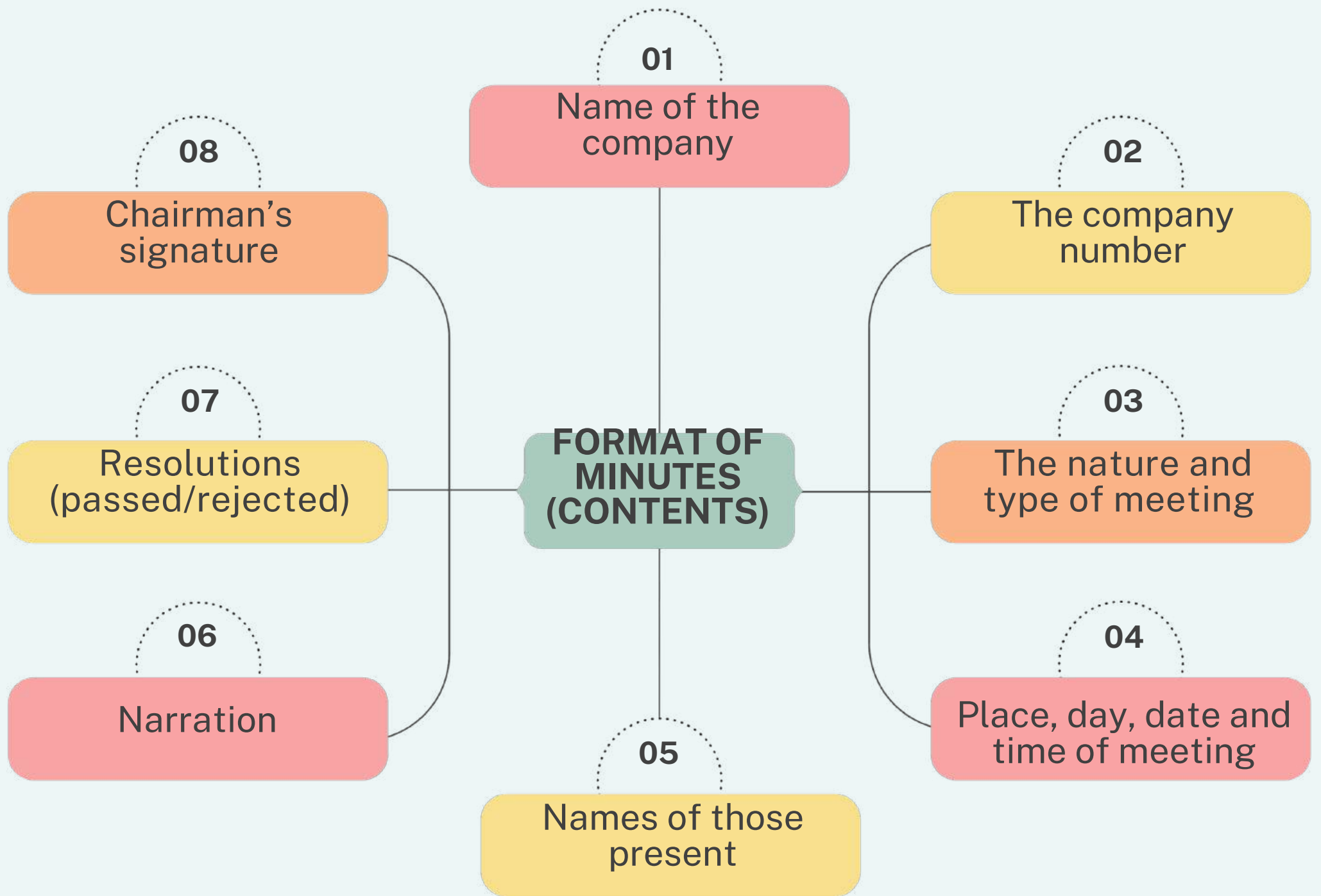
Record of conclusions,
resolutions and ancillary
thereto and not of every word
said in the course
of a meeting

The detailed account of the
discussion need not
be recorded



Minutes is not a verbatim
transcript of what was
said or occurred at a
meeting

In preparing minutes of
meeting, only the actual
resolutions passed is
necessary to be recorded



MATTERS TO BE CONSIDERED WHILE PREPARING MINUTES



1

UNIFORMITY

when preparing a minutes, there must be in consistent and uniform form so that the chances to alter it will be less



2

PAGE NUMBERING

There must be a consecutive numbering of the pages of the Minutes book, independent of its frame, i.e. physical or electronic. In the event that any page or portion is cleared out clear, it ought to be crossed out and initialed by the Chairperson



3

THIRD PERSON

It ought to be composed within the third individual and past tense. By the by, the resolutions should be entered within the show tense

THE ESSENTIALS OF GOOD MINUTES WRITING

1

Authentic

Giving an accurate account of the proceedings of the meeting

2

Complete

Giving sufficient detail to enable a person who was not present to understand what business was transacted

3

Concise

Not to be done at the expense of completeness

4

Free from ambiguity

5

Past tense

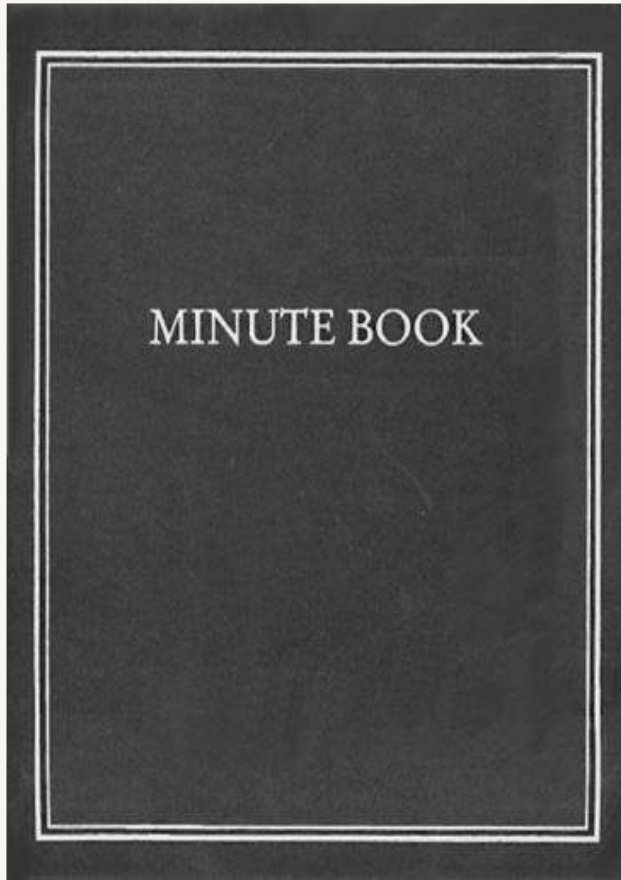
Minutes records of what has been done

6

Impersonal form

Words such as 'we' and 'they' are not used, and terms like 'the Chairman, 'the Secretary, the Managing Director, and so on should be used instead of their names

EXAMPLE OF MINUTE BOOK

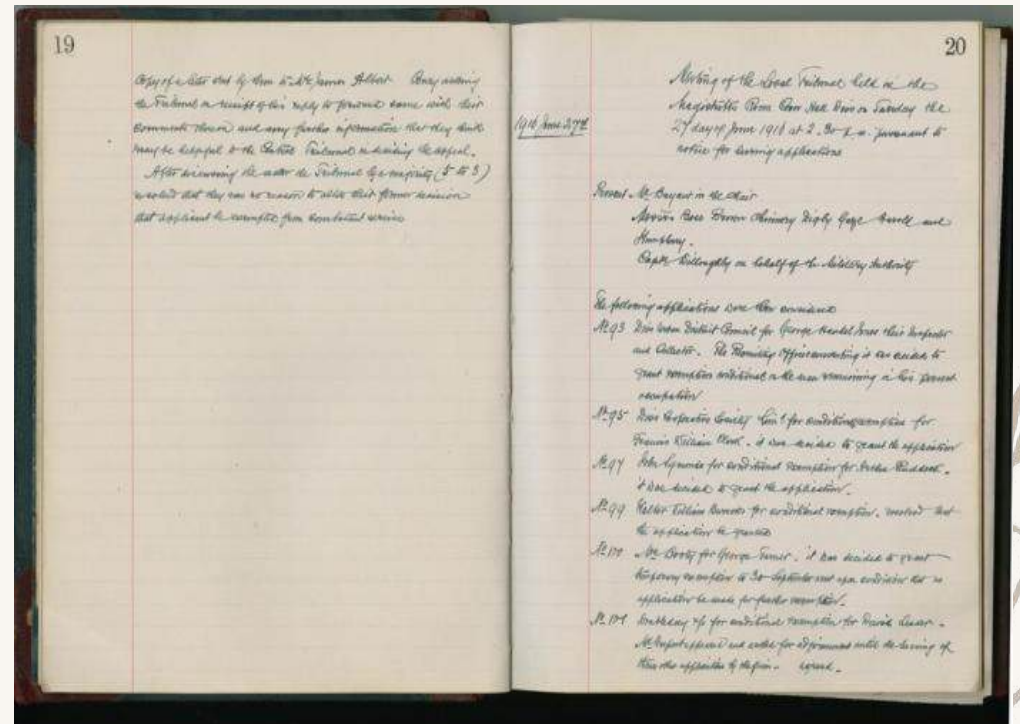


GENERAL.
 "Clarke Market Review"—Published twice per Term. Students' Union Magazine; also contains official School Notices. Obtainable at Porters' Lodge.
 Editor—Mr. W. A. ROBSON.
 Business Manager—Mr. W. E. GREEN.
 Dunford House (Midhurst, Sussex)—School Holiday Residence. Apply to Miss Jones, Room 65 at the School.
 Entertainments Committee—Includes Dance Club, Dinner Committee, Choral Society, and Dramatic Society. See Entertainments Notice Board.
 Secretary—Mr. R. H. KASTELL.
 International Society—Includes a Study Circle (dealing with international problems), and an International Relationships Committee (to promote social intercourse with foreign students).
 Secretary—Miss E. WINTER.
 Library (Union)—Books can be obtained, by those entitled, only on presentation of Union Membership Card.
 Literary Society—
 Secretary—Miss G. McKEIGHAN.

UNION MEETINGS.
 Union Meetings are held in the School Hall on Wednesdays at 8.15 p.m. prompt. Discussion takes place at all Meetings.

1920.	
October	6 Freshers' Meeting.
"	13 Professor Seddy, F.R.S., Honorary President. "The Repercussion of Physical Science upon Economics and Politics."
"	20 Business Meeting.
"	27 Parliament.
November	3 Dr. A. Wolf—"Things that Matter."
"	10 Debate.
"	17 Parliament.
"	24 Speaker.
December	1 Debate.
"	8 Union Dinner.
"	15 Viscount Halifax, O.M., K.T.

SCHOOL TERMS.
 Michaelmas: 4th October—17th December, 1920.
 Lent: 10th January—18th March, 1921.
 Summer: 25th April—27th June, 1921.



EXAMPLE OF MINUTES OF MEETING



AXIATA GROUP BERHAD (242188 H)
(Incorporated in Malaysia)

MINUTES OF TWENTY-SIXTH ANNUAL GENERAL MEETING OF AXIATA GROUP BERHAD HELD AT THE NEXUS BALLROOM 2 & 3, LEVEL 3A, CONNEXION@NEXUS, NO. 7 JALAN KERINCHI, BANGSAR SOUTH CITY, 59200 KUALA LUMPUR, MALAYSIA ON WEDNESDAY, 23 MAY 2018 AT 10.00 A.M.

PRESENT:-

1. Tan Sri Datuk Wira Azman Haji Mokhtar - *Chairman*
("Chairman")
2. Tan Sri Jamaludin Ibrahim - *Managing Director/President & Group*
("President & GCEO") *Chief Executive Officer*
3. Tan Sri Ghazzali Sheikh Abdul Khalid
("TSG")
4. Datuk Azzat Kamaludin ("DAK")
5. Dato' Mohd Izzaddin Idris ("DII")
6. Dato Dr. Nik Ramlah Mahmood ("DNR")
7. David Lau Nai Pek ("DL")
8. Dr David Robert Dean ("DD")
9. Dr Muhamad Chatib Basri ("MCB")
10. Tengku Dato' Sri Azmil Zahrudin Raja
Abdul Aziz ("TAZ")

IN ATTENDANCE

Suryani Hussein ("Group Cosec") - *Group Company Secretary*

SHAREHOLDERS PRESENT

As per the attendance list [Total : 1,735 representing 6,609,500 Ordinary shares ("Axiata Shares")]

PROXIES PRESENT

As per the attendance list [Total : 1,020 representing 7,772,957,762 Axiata Shares of which of 1,389,978,799 are represented by Chairman]

As at 14 May 2018, being the cut-off date for determining who shall be entitled to attend, speak and vote at the 26th AGM or appoint proxies on his/her behalf, Axiata Group Berhad ("Axiata" or "Company") had 19,542 depositors, and total issued and paid-up capital of RM13,417,719,082 comprising 9,049,736,213 Axiata Shares. As at the date and time of close of proxy on Tuesday, 22 May 2018, a total number of 1,744 valid Proxy Forms/Corporate Representatives representing 7,772,988,605 (85.89%) Axiata Shares had been lodged.

Minutes of 26th Annual General Meeting

Ballroom Nexus 2 & 3, Connexion@Nexus
No. 7 Jalan Kerinchi, Bangsar South City
Kuala Lumpur

23 May 2018

10.00 a.m.

Therefore, **IT WAS RESOLVED:-**

• **ORDINARY BUSINESS**

THAT the final tax exempt dividend under single tier system of 3.5 sen per ordinary share for the financial year ended 2017 be and is hereby approved.

(Ordinary Resolution 1)

THAT Tan Sri Datuk Wira Azman Hj Mokhtar who retired in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 2)

THAT David Lau Nai Pek who retired in accordance with Article 93 of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 3)

THAT Dr David Robert Dean who retired in accordance with Article 99 (ii) of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 4)

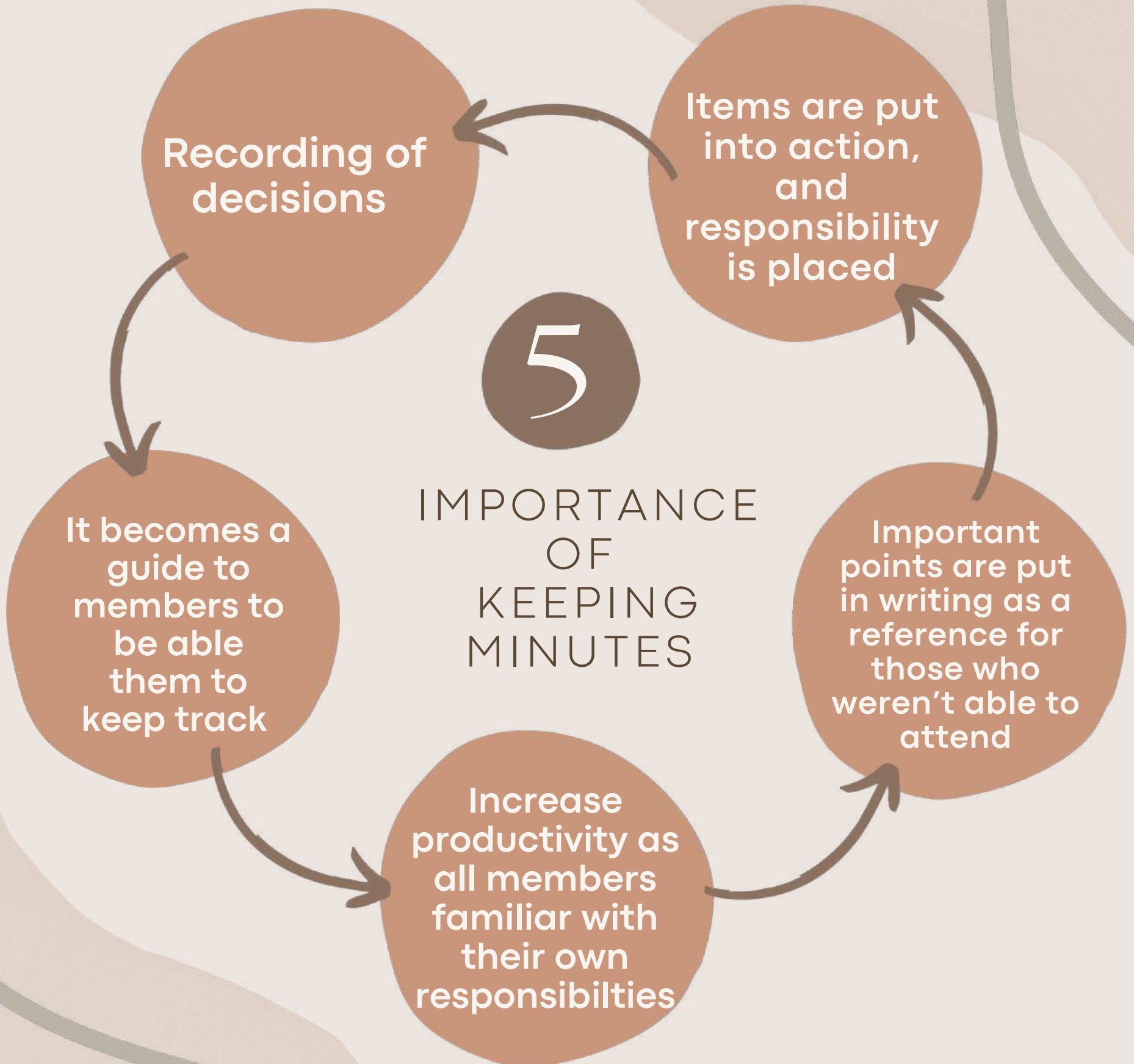
THAT Tengku Dato' Sri Azmil Zahrudin Raja Abdul Aziz who retired in accordance with Article 99 (ii) of the Articles of Association of the Company and who being eligible offered himself for re-election, be and is hereby re-elected as Director of the Company.

(Ordinary Resolution 5)

THAT payment of the following Directors' fees with effect from the 26th Annual General Meeting ("**AGM**") until the next AGM of the Company be and is hereby approved:-

- i) Directors' fees of RM30,000.00 per month to the Non-Executive Chairman ("**NEC**") and RM20,000.00 per month to each of the Non-Executive Directors ("**NEDs**") who are members of the Board;
- ii) Directors' fees of RM4,000.00 per month to the NEC and RM2,000.00 per month to each of the NEDs who are members of the Board Audit Committee; and
- iii) Directors' fees of RM1,200.00 per month to the NEC and RM800.00 per month to each of the NEDs who are members of the Board Nomination & Remuneration Committee.

AND THAT the benefits payable to NEC and NEDs from the 26th AGM until the next AGM be and is hereby approved.



TECHNIQUES IN WRITING MINUTES



Writing prompts

- One option for beginning your minutes of continuous writing is to start by responding to a writing prompt.
- This prompt offers writers a starting point so that they are not left with complete writer's block.
- A writing prompt may give you a question to answer, ask you to write a specific personal experience, or provide you words or ideas to include in your writing.

Rules for writing

- The rules to minutes writing are simple. Do not make judgment about your writing.
- Do not stop to think about what you wish to write. Simply write down what ideas come to mind.
- There is no need to worry about grammar, spelling and punctuation. Just get your idea down on paper.

Writing environment

- Remove all distraction during your minutes of writing.
- ~~Other~~ Turn your cell phone or electronics off or keep them out of reach.
- Separate yourself from other people.
- Move to a place in the room where you can focus.
- You may need to sit in a desk, at a table, on the floor.
- Find what works best for you.
- Some writers prefer a comfortable spot.
- Maintain a quiet environment for the minutes of writing.

Mode of writing

- There are two options for writing on this particular style. You may write by hand on paper in cursive or print handwriting.
- The other mode of writing to choose from is to type on a computer by creating a Word document.
- If you select the computer route make sure to save your work and print your writing.

TUTORIAL 5

1

Explain minutes of proceedings. [4 marks]

2

Minutes should be written as soon possible so that it is much easier to be absolutely accurate when the discussions are fresh in the mind. Thus, it is essential that the minutes must fulfil certain characteristics or criteria. Explain these characteristics or criteria as stated below:

- i) Accurate
- ii) Brief
- iii) Clear

[9 marks]

3

All incorporated firms are required by law to maintain an up-to date minute book which should be accessible to all members of the firm. Briefly define Minute Book. [3 marks]

TUTORIAL 5

4

The Minutes Book will keep all minutes of directors` and shareholder`s meeting as well as resolutions passed. Elaborate **FOUR (4)** importance of keeping minutes properly.

[12 marks]

5

A secretary is responsible to attend a meeting and also take down in note form, details of the decisions reached. The format of minutes varies but normally it has typical items. Illustrate the format of minutes.

[10 marks]

REFERENCES

Cheah, F.S. (2021). Guide to Company Secretarial Practice in Malaysia. (5th Ed). Wolters Kluwer.

Leong, O., W. & Kenneth Foo, P., K. (2021). Company Meetings, Minutes and Resolutions. CLJ Publications (ISBN 978-9-67-457160-3)

Companies Act 2016 (Act 777). ISBN: 97896789226140. Selangor: International Law Book Services (ILBS)

Nurul Izzati, M., N., Nurul Ilyana, B. & Tuan Zamilah, T., H (2023). DPK40163 Principles of Meeting Simple Notes & Exercises. E-Book.

Siti Salwa Jaafar & Marliana Jamaluddin. (2022). Polytechnic Series: Company Law. Penerbit Ehsan (M) Sdn Bhd.

Business Jargons-Minutes retrieved on 10 April 2026 at <https://businessjargons.com/minutes.html>

LexisNexis. Poll Vote Definition retrieved on 20 Mei 2026 at <https://lexisnexis.co.uk/legal/glossary/poll-vote>

Public Trust: Moving towards Good Governance, Disclosure and Financial Integrity retrieved on 25 Mei 2026 at <https://www.sss.com.my/Pages/Publication/PDF%20Fllrd/Session%201Public%TrustMoving%20ForwardROS.pdf>

Robert's Rules of Order Newly Revised, 12th edition retrieved on 01 June 2026 at <https://www.amazon.com/Roberts-Rules-Order-Newly-Revised/dp/1541736699>



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POLITEKNIK
MALAYSIA
TUANKU SYED SIRAJUDDIN



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WRITER

NURUL IZZATI BINTI MOHD NOH
NURUL ILYANA BINTI BAHARUDIN
TUAN ZAMILAH BINTI TUAN HUSAIN