

ESSENTIALS OF COMPANY LAW

Focus

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

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

Objectives

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

Who should attend?

Company Secretaries, Corporate Officers, Directors, Management Personnel, Senior Managers and Managers



Facilitator

Ms Chin Hooi Yen
Director Advocate & Solicitor,
Polaris Law Corporation

Venue

CSIS Training Centre
149 Rochor Road, #04-06,
Fu Lu Shou Complex, Singapore 188425

Time

9.30am—5.30pm

CPE Hours: 7 per seminar

Seminar 1: Understanding the different types of companies and other business vehicles

A) Introduction

- 1) The sources of law in Singapore
 - ♦ The common law and legislation
- 2) Why do Singapore court refer to foreign judgements?
- 3) How to search for cases and legislation?

B) Business Organisations

- 1) The types of business vehicles
 - ♦ Sole Proprietorships and Partnerships
 - ♦ Limited Liability Partnerships
 - ♦ Limited Partnerships
 - ♦ Companies (Private companies; Exempt private companies; Public companies; Public company limited by shares & guarantee; Listed companies)
- 2) The advantages and disadvantages of different business vehicles
- 3) When is each types of business vehicles commonly used?
- 4) Foreign Companies
- 5) Joint ventures and unincorporated associations

C) Incorporation and its Consequences

- 1) The process of incorporation
 - ♦ Applying for a company name via Bizfile
 - ♦ SSIC code
- 2) The effects of incorporation
- 3) When does the law look to the shareholders?
- 4) Lifting the veil of incorporation

D) The Memorandum and Articles of Incorporation

- 1) The legal significance of the M&A
- 2) Amending the memorandum and articles of association

E) Corporate Personality

- 1) Who is the company?
- 2) Who can act on behalf of the company?
- 3) The capacity and power of a company
- 4) Liability for torts and crimes

F) Businesses, LLPs and LPs

- 1) How are they governed?
- 2) Duties and responsibility of managers, etc

Seminar 2: Membership and Members' Rights	
A) Shares 1) What are shares? 2) Capital Structure 3) Preference shares <ul style="list-style-type: none"> ♦ How does the companies act define preference shares? ♦ Common preferential rights 	C) Members' Meeting 1) Different types of meetings: Statutory meeting, the AGM and the EGM 2) Resolutions and voting 3) Class meetings 4) Relevant provisions of the companies act and table a 5) Procedural matters
B) Membership and Members' Rights 1) Members' rights 2) The rights of minority shareholders	D) Enforcements and Corporate Rights

Seminar 3: Directors Duties and Corporate Governance	
A) Directors 1) Qualification and appointment of directors 2) Removal and resignation of directors	D) Directors' Duties 1) The different types of directors 2) Directors; duties and liabilities
B) Directors' Meeting 1) Procedure and resolutions	E) Corporate Governance 1) What is corporate governance? 2) The code of corporate governance
C) Company Secretary 1) Company secretary's duties for listed and non-listed companies	F) Directors' and Officers' Insurance 1) The scope of such policies

Seminar 4: Corporate Finance and Listings	
A) Protection of Creditors 1) Acquisition by a company of its own shares and shares in its holding company 2) Lending money on the security of the company's own shares 3) Treasury shares 4) Capital reduction 5) Dividends 6) The requirements of solvency 7) Section 76 of the companies act and financial assistance	B) Debentures and Charges 1) Definition of debentures 2) Company charges 3) Debenture holders' rights and remedies 4) Registration of charges
	C) Raising Finance 1) Sources of finance 2) Issues of different types of securities 3) Making an offer to the public
	D) The Stock Market 1) The listing manual <ul style="list-style-type: none"> ♦ Mainboard and catalyst 2) The Singapore exchange 3) The code of corporate governance 4) The securities and futures act

Seminar 5: Closing a Company	
A) Introduction	E) Striking off
B) Judicial Management	F) Roles and Responsibility of Creditor, Liquidator, Director and Company Secretary
C) Schemes of Arrangement	
D) Winding Up 1) The different mode of winding up 2) Effects of winding up	G) Summary of Procedures for Winding Up
	H) Case Studies

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ADMINISTRATIVE DETAILS

CSIS Members Seminar Fees	Fess Inc 7% GST	Cheque made payable
Course Fee - per participant	\$267.50 1 Seminar	"CSIS"
Premier Fees Register 5 seminar + 10% savings off (Applicable to only one same participant attending all 5 seminars)	\$1203.75 5 Seminars	"CSIS"

Non-Members Seminar Fees	Fess Inc 7% GST	Cheque made payable
Course Fee - per participant	\$321.00 1 Seminar	"CCMD Pte Ltd"
Premier Fees Register 5 seminar + 10% savings off (Applicable to only one same participant attending all 5 seminars)	\$1444.50 5 Seminars	"CCMD Pte Ltd"

Mail: 149 Rochor Road #04-06 Fu Lu Shou Complex Singapore 188425

Terms & Conditions:-

Upon receipt of the registration form, a seat will be reserved for the participant and email confirmation of the seminar will be sent to all participants.

Full payment is chargeable for non attendance or no show.

A top-up of seminar fees will be required when a non-member registrant substitutes a member. However, there will be strictly no refund should a non-member be substituted by a member registrant.

For further enquiries, please contact Azian or Nurul at 6334 4302.