



biluF

CORPORATE SECRETARIAL BEST PRACTICE

16 – 17 OCTOBER 2023



DEADLINE TO REGISTER
17 SEPTEMBER 2023

OVERVIEW

The modern corporate secretary plays an increasingly wider and in-depth role, and is imposed with additional responsibilities, in relation to the activities of a company and activities of the Board of Directors. Hence, more is expected of a corporate secretary today. In order to be an effective modern corporate secretary, that is, to be relevant and useful, it is necessary to know and to understand not only the traditional functions, such as, arranging Board meetings, preparing bundles of documents, taking minutes, filing documents, acting as liaison for directors. To be effective, there is a need to know general legislations that have an impact on the corporate secretary's roles and duties, and governance matters. In other words, the title, "corporate secretary", carries with it a professional sense of responsibility which must be discharged with due care and diligence. Applying appropriate best practices in the performance of the functions of corporate secretary can, and does, influence the performance of a company.

WHO IS THIS PROGRAMME FOR?

- Corporate Secretarial;
- Managers;
- Senior Executives; and
- Individual aspiring to pursue a corporate secretarial role.



OBJECTIVES

Upon completion of this course, participants will become aware of;

- Who is, and what is expected of, a modern corporate secretary in the Brunei context?
- The various relationships with which a corporate secretary is concerned with.
- The various functions, namely, the main statutory and non-statutory roles and duties of a corporate secretary, and the actions to be taken.
- Legislations that impact the carrying out of your roles and duties.
- The various dangers and risks of personal liability facing a corporate secretary.

PROGRAMME DETAILS

Date	Time
16 - 17 October 2023	8:30 am – 5:00 pm

***Subject to change

Please refer to www.bilif.com.bn for the latest updates***

METHODOLOGY

- Face-to-Face
- Includes interactive session



PROGRAMME OUTLINE

1. INTRODUCTION

- The company secretary today
 - Changes in corporate structures of companies today
 - Introduction of legislations affecting company secretary
 - Matching expectations of 'present-day' Board of directors

2. THE CORPORATE SECRETARY IN BRUNEI

- Is a corporate secretary necessary in Brunei corporate structure
- What is a corporate secretary?
- What makes a good company secretary?
- Outsourcing work to a third party service provider

3. GENERAL LEGISLATION AND SPECIFIC LEGISLATION

- How are legislations relevant to a corporate secretary
- General legislation relevant to a corporate secretary
- Specific legislation that may be relevant to a corporate secretary

4. APPOINTMENT

- Appointment, termination, resignation of a corporate secretary
- Persons not suitable for appointment as corporate secretary

5. REPORTING LINES OF A CORPORATE SECRETARY

- Who does a corporate secretary report to?
- Who does a corporate secretary assist generally?

6. FUNCTIONS: ROLES AND DUTIES

- Main functions of a corporate secretary
- Statutory duties
- Non-statutory functions
- Record-keeping and timelines

PROGRAMME OUTLINE

7. STATUTORY REGISTERS, FILINGS AND TIMELINES

- What are the purposes of statutory registers
- Who have right of access to statutory registers
- Main types of statutory registers
- Main filing requirements and timelines

8. FIDUCIARY DUTIES

- What is a "fiduciary duty"?
- What fiduciary duties does a corporate secretary have?

9. CORPORATE GOVERNANCE

- What is corporate governance?
- Relevance and advisory function of a corporate secretary in matters of corporate governance
- Syariah values in corporate governance relevant to corporate secretaries

10. PROHIBITIONS AFFECTING A CORPORATE SECRETARY

- Actions that a corporate secretary is prohibited from taking
- consequences of a breach of prohibitions.

11. CONTRAVENTIONS OF LEGISLATIONS

- Failure to comply with statutory duties
- Breach of certain legislations and their consequences
- Ultra vires acts of company
- Criminal acts committed by company

12. LIABILITIES

- Is a corporate secretary personally liable for acts and omissions?
- Civil and criminal liability that a corporate secretary can be liable for
- Liability to third parties (to external parties)
- Consequences of liability
- Discussion of recent cases for breach of duty

13. AN ETHICAL OR LEGAL DILEMMA

- Is a corporate secretary bound to report a breach, an intended breach, of statutory requirement?
- Should a company report a criminal act, or intended criminal act, by the company or its director?

PROGRAMME LEADER

MUHD JAMIL ABAS BIN ABDUL 'ALI @ JAMES CHIEW

Muhd Jamil Abas bin Abdul 'Ali is a barrister-at-law with 40 years legal experience. He retired from legal partnership in 2010 and is retained as Legal Adviser to the Firm of M/s Abrahams, Davidson & Co. His previous experiences include 9 years of legal service as Deputy Public Prosecutor and Deputy Senior Counsel in the Attorney General's Chambers and in the Registry of Companies and Business Names, and as a Magistrate. He was later appointed Deputy Chief Registrar of the High Court.

In private legal practice, he specialises in Banking and Conveyancing, Companies law, and Islamic banking and finance work. His present areas of interests are Islamic banking and finance and legal regulatory compliance advice in structured finance products. His experiences include giving evidence as an expert witness on commercial issues in the High Court of Sydney, Australia. Awg Muhd Jamil was named as Senior Statesmen in Brunei legal practice by Chambers Asia Pacific (Asia-Pacific's Leading Lawyers for Business) Publication.

Muhd Jamil is an Adjunct Senior Assistant Professor at the UBD School of Business & Economics (UBDSBE), Universiti Brunei Darussalam, and has taught the subject Legal Issues in Islamic banking and finance under the Masters in Islamic Finance Programme from 2012 to present.

CORPORATE SECRETARIAL BEST PRACTICE

■ 16 - 17 October 2023



To apply for the programme, please email your completed form to askseed@bilif.com.bn by 17 September 2023.

CATEGORIES	STAKEHOLDERS	NON-STAKEHOLDERS
FEE	<input type="checkbox"/> \$ 1,000.00	<input type="checkbox"/> \$ 1,200.00

By completing and signing this form, you hereby agree to the terms and conditions below:

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Terms and conditions:

Cancellation Policy:

- All cancellation must be submitted to BILIF in writing either by letter or email.
- Any cancellation received 30 days or more prior to the training date will incur a cancellation fee of 10% of the programme fee.
- Cancellation received 8 - 14 days to the training date will incur a cancellation fee of 50% of the programme fee.
- Cancellation of registrations received 7 days or less from the date of training or if the delegate fails to attend the training, he/she will be considered as 'no show' and is subjected to 100% of the programme fee.
- BILIF welcomes and accepts replacement of participants up until a day before the training commences.

Other terms:

- Participants must complete all scheduled sessions and activities for them to receive the certificate of attendance/ completion.
- Payment must be made upon receipt of invoice issued by BILIF.
- BILIF reserves the right to amend, change or cancel the programme at any given time. We will immediately notify participants and organisations if any such changes are to be made.

ABOUT BRUNEI INSTITUTE OF LEADERSHIP AND ISLAMIC FINANCE

Brunei Institute of Leadership & Islamic Finance (BILIF) was established in 2010 as the Centre of Excellence for the finance industry in Brunei Darussalam, providing high-quality learning solutions, including signature and collaborative events for human capacity development in the areas of Islamic finance and leadership. Under the purview of Brunei Darussalam Central Bank (BDCB), BILIF plays a fundamental role in Pillar 5 of Brunei Darussalam Financial Sector Blueprint 2016-2025 in raising financial industry standards especially in the areas of Islamic finance. All of our programmes are accredited by Brunei Darussalam National Accreditation Council as Value Added Qualifications. Appointed by BDCB, BILIF is the official licensing examination centre for Financial Planning Practitioners' Programme (FPPP) and Qualifying Examination for Insurance/Takaful Agents (QEFITA). BILIF is also the official examination centre for all examinations under Chartered Institute for Securities & Investment (CISI), UK; Chartered Bankers Institute (CBI), UK; International Compliance Association (ICA) and The Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI), Bahrain.

Over the past 10 years, BILIF has forged strategic partnerships with local and international organisations enabling us to bring professional programmes, expertise and opportunities to shape future leaders, experts and innovators in the areas of Islamic finance and leadership. More recently, BILIF has also established partnerships with Bahrain Institute of Banking and Finance (BIBF) and The London Institute of Banking & Finance (LIBF), both with the objective of bringing more quality learning opportunities for our participants in the areas of banking and finance. BILIF has been honoured with multiple international awards and accolades: The "Best Emerging Islamic Finance Training Institution – Brunei 2021" from the International Finance Awards 2022, "Best Islamic Finance Education & Training Brunei 2021" from the Global Banking & Finance Awards®, "Global Good Governance (3G) Human Resource Development Award 2022" received at the 7th Annual 3G Awards Ceremony and GIFA Excellence Award (Islamic Finance Training & Education) in 2022; The GIFA Excellence Award (Islamic Finance Training and Education) 2021 at the 11th Global Islamic Finance Awards (GIFA), the Award for "Contribution to Organisation" at the Asia HRD Awards in 2021; and the GIFA Excellence Award (Islamic Finance Training and Education) in 2019.

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