



Company Law Course May 2010

A Programme organised by the **Institute of Legal Studies** in collaboration with the **Malta Financial Services Authority**



COURSE OUTLINE

To Introduce the concepts, requirements and procedures of company law to participants, with particular emphasis on the application and operation of the law.

WHO SHOULD ATTEND

The course will be of particular interest to staff carrying out supporting legal, administrative and finance duties relating to company law in all types of professional services and commercial firms

www.ils.com.mt

Contact us on : info@ils.com.mt

PROGRAMME

Nine workshops spread over four weeks during May 2010 are scheduled from 15.30 hours to 18.30 hours with a 20 minute break at 16.50 hours.

The participation fee is €200 incl. VAT.

VENUE

Conference Hall, located on the 3rd Floor within the MFSA premises at Notabile Road, Attard.

CERTIFICATION

Certificates of Attendance will be issued to participants who attend a minimum of six workshops.

This course qualifies for consideration by the MFSA when establishing competence levels of staff employed by licence holders.

It has been accredited 24 hours of structured CPE and qualifies for the attainment of Professional Competency: Other Relevant Areas in terms of the MIA CPE Regulations.

Participants can apply for a refund through the Training Aid Framework (TAF) Scheme - for more information visit: www.etc.gov.mt



Monday 3rd May, 2010

Dr. Conrad Portanier

Session 1: General Principles of Company Law

- Harmonisation of Company Law in the EU
- Types of Companies: Private, Private-Exempt, Public, Single-Member Companies,
- International Trading Companies & Holding Companies
- Distinction between Ownership & Control
- Separate Juridical Personality
- Concept of Limited Liability
- Shareholders, Directors, Shadow Directors, Management, Company Secretary, Employees, Creditors
- Legal Representation of Companies & Ultra Vires Rule

Session 2: Capital

- Capital
- Share Capital & Debt Capital
- Classes of Shares & Class Rights
- Changes to a Company's Share Capital & Maintenance of Share Capital
- Pledging of Securities

Thursday 6th May, 2010

Dr. Caroline Bencini

Session 3: Kinds of Commercial Partnerships

- Commercial Partnership as business Medium
- Companies Act, 1995
- En Nom Collectif
- En Commandite
- Limited Liability Company
- Other Business Forms

Session 4: En Nom Collectif & En Commandite

- Fundamentals of En Collectif
- Fundamentals of En Commandite

Monday 10th May, 2010

**Dr. Louis Cassar Pullicino
Mr. Francesco Apap Bologna**

Session 5: Dissolution & Winding-up of Commercial Partnerships

- Insolvency and its Practical Relevance
- Winding-up by the court
- Members' Voluntary Winding-up
- Creditor's Voluntary Winding-up
- Company Recovery Procedure

Session 6: Company Secretary Statutory Duties and Notifications

- The company Secretary
- Procedure at Meetings
- Transfer & Transmission of Shares
- Register of members & register of Debentures
- Share certificates
- Management of Registered Office
- Annual Return
- Penalties & Time-Limits

Thursday 13th May, 2010

**Dr. Nikolai Muscat Farrugia
Dr. Michael Bianchi**

Session 7: Incorporation of Companies

- Incorporation of companies
- Analysis of Memorandum & Articles of Association (Specimen)

Session 8: Holding of Shares by Trustees or Fiduciaries

- Article 127 of the Companies Act and Related Issues

Monday 17th May, 2010

**Dr. Leonard Bonello
Dr. Rosette Xuereb**

Session 9: Directors

- Appointment & Termination
- Powers
- Duties and Liabilities

Session 10: Meetings & Resolutions

- Calling a Meeting (Notice, Service, Agenda, Quorum)
- Procedure at Meeting (Chairperson, Motions, Resolutions, Minutes, Approval of Minutes, Adjournments)
- Board Meetings & Alternate Directors
- Board Committee Meetings
- Annual General Meetings
- Extraordinary General Meetings
- Ordinary & Extraordinary Resolutions
- Voting
- Proxies (Specimen)
- Drafting of Notices (Specimen)
- Drafting of Resolutions and Minutes (Specimen)

Wednesday 19th May, 2010

Mr. David Delicata

Session 11: Accounts, Audit & Annual Return

- Keeping of Accounts
- Accounting Reference Period
- Audit & Auditors
- Directors' Report
- Auditors' Report
- Laying of Accounts before General Meeting
- Distribution of Profits- Dividends

Monday 24th May, 2010

**Dr. Antonia Zammit
Dr. Anton Bartolo**

Session 12: The European Dimension of Company Law

- The Company Law Harmonisation Programme
- Freedom of Establishment of Companies
- The Company Law Directives
- The SE and EEIG
- The Company Law Action Plan

Session 13: Registrar of Companies

- Function of Registrar of Companies
- Investigative Power

Thursday 27th May, 2010

Dr. Anthony Cremona

Session 14: The International Dimension of Companies

- Update on current Position
- Money Laundering, Due Diligence and Compliance

Monday 31st May, 2010

Dr. Stephen Attard

Session 15: Taxation of Maltese Companies involved in International Transactions

COMPANY LAW COURSE

A PROGRAMME OF LECTURES ORGANISED JOINTLY BY:



Venue:	Conference Hall, located on the 3 rd Floor within the MFSA premises at Notabile Road, Attard
Dates:	3 rd May, 6 th May, 10 th May, 13 th May, 17 th May, 19 th May, 24 th May, 27 th May and 31 st May, 2010
Time:	15.30-18.30 hours; coffee break 16.50-17.10 hours
Fee:	€ 200 incl.VAT; Cheques payable to Ganado Services Limited

Participants can apply for a refund through the Training Aid Framework (TAF) Scheme - for more information visit: www.etc.gov.mt

Registration Form

Kindly fill in and mail to the following address together with payment :

The Institute of Legal Studies, 11/12 Vincenti Buildings, Strait Street, Valletta VLT 1432
Contact Person: Biljana Vlahovic Tel: 20107014 Fax: 21240 550
Email: info@ils.com.mt; website: www.ils.com.mt

Name	
Surname	
ID	
Telephone	
Email	
Address	
Organisation	
Job Title	
MIA Member	YES <input type="checkbox"/> NO <input type="checkbox"/>
Cheque No	(payable to Ganado Services Limited)

Data Protection Act, 2001 The information that you provide in this Application Form will be placed by the **Institute of Legal Studies (ILS)** in its database and, to the extent that it constitutes personal data for the purposes of the Data Protection Act, 2001 (Cap. 440, the "DPA"), it will be processed by the **ILS** and its service providers in accordance with the DPA and any regulations and guidelines issued thereunder. The ILS will use your personal data for administrative, statistical, research and for direct marketing purposes and also in connection with your attendance at any seminar/s it organises. By completing this Application Form you consent to the processing of your personal data for the above purposes. Furthermore, if you provide us with sensitive personal data, you also consent to our processing this information for the above purposes. We will not disclose your personal data to any third party outside the ILS and its related entities. You have the legal right to request us to inform you about the personal data that we process about you and to request, free of charge, the rectification of any inaccuracies and, where applicable, the erasure of any personal data concerning you. You also have the right to object, free of charge, against its use for purposes concerning direct marketing. All such requests will be processed in accordance with the applicable law. **If you do not want to be contacted in future for direct marketing purposes, please tick this box and return this Form to us**