

## **Company Law Course – October 2009**



A Programme organised  
by the  
**Institute of Legal Studies**

in collaboration with the

**Malta Financial  
Services Authority**



- **To introduce the concepts, requirements and procedures of company law to participants, with particular emphasis on the practical application and operation of the law**
- **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**
- **Nine workshops of three hours each, spread over six weeks during October and November 2009**
- **The workshops are scheduled from 15.30 hours to 18.30 hours with a 20 mins. break at 16.50 hours.**
- **All sessions will be held at the Bellavanti Meeting Room, located on the 5<sup>th</sup> floor of the Grand Hotel Excelsior, Great Siege Road, Floriana .**
- **Registration Forms and respective payment of € 175 (inclusive of VAT) per participant should be sent to The Institute of Legal Studies, 11/12 Vincenti Buildings, Strait Street, Valletta VLT1432. Cheques are payable to Ganado Services Ltd.**
- **Participants can apply for a refund through the Training Aid Framework (TAF) Scheme – for more information visit : etc@gov.mt**
- **Certificates of Attendance will be issued to participants who attend a minimum of six workshops of three hours each**
- **This programme qualifies for consideration by the MFSA when establishing competence levels of staff employed by licence holders**
- **Accountants participating on this programme may claim Continuing Professional Education points from the MIA**

Date	Topic & Speaker/s
<p><b>Thursday</b> <b>1<sup>st</sup> October, 2009</b></p>	<ul style="list-style-type: none"> <li>• <b>Introduction</b></li> <li>• <b>Session 1: Kinds of Commercial Partnerships</b> <ul style="list-style-type: none"> <li>◦ Commercial Partnership as Business Medium</li> <li>◦ Companies Act, 1995</li> <li>◦ En Nom Collectif</li> <li>◦ En Commandite</li> <li>◦ Limited Liability Company</li> <li>◦ Other Business Forms</li> </ul> </li> <li>• <b>Session 2: En Nom Collectif &amp; En Commandite</b> <ul style="list-style-type: none"> <li>◦ Fundamentals of En Nom Collectif</li> <li>◦ Fundamentals of En Commandite</li> </ul> </li> </ul> <p><i>Speaker: Dr. Catherine Formosa</i></p>
<p><b>Monday</b> <b>5<sup>th</sup> October, 2009</b></p>	<ul style="list-style-type: none"> <li>• <b>Session 3: Directors</b> <ul style="list-style-type: none"> <li>◦ Appointment &amp; Termination</li> <li>◦ Powers</li> <li>◦ Duties and Liabilities</li> </ul> </li> <li>• <b>Session 4: Meetings &amp; Resolutions</b> <ul style="list-style-type: none"> <li>◦ Calling a Meeting (Notice, Service, Agenda, Quorum)</li> <li>◦ Procedure at Meeting (Chairperson, Motions, Resolutions, Minutes, Approval of Minutes, Adjournments)</li> <li>◦ Board Meetings &amp; Alternate Directors</li> <li>◦ Board Committee Meetings</li> <li>◦ Annual General Meetings</li> <li>◦ Extraordinary General Meetings</li> <li>◦ Ordinary &amp; Extraordinary Resolutions</li> <li>◦ Voting</li> <li>◦ Proxies (Specimen)</li> <li>◦ Drafting of Notices (Specimen)</li> <li>◦ Drafting of Resolutions and Minutes (Specimen)</li> </ul> </li> </ul> <p><i>Speaker: Dr. André Zerafa</i></p>

Date	Topic & Speaker/s
<p><b>Thursday 8<sup>th</sup> October, 2009</b></p>	<ul style="list-style-type: none"> <li>• <b>Session 5: Incorporation of Companies</b> <ul style="list-style-type: none"> <li>◦ Incorporation of Companies</li> <li>◦ Analysis of Memorandum &amp; Articles of Association (Specimen)</li> </ul> </li> <li>• <b>Session 6: Holding of Shares by Trustees or Fiduciaries</b> <ul style="list-style-type: none"> <li>◦ Article 127 of the Companies Act and Related Issues</li> </ul> </li> </ul> <p><i>Speakers: Dr. Caroline Bencini Dr. Anthony Cremona</i></p>
<p><b>Monday 12<sup>th</sup> October, 2009</b></p>	<ul style="list-style-type: none"> <li>• <b>Session 7: Dissolution &amp; Winding-up of Commercial Partnerships</b> <ul style="list-style-type: none"> <li>◦ Insolvency and its Practical Relevance</li> <li>◦ Winding-up by the Court</li> <li>◦ Members' Voluntary Winding-up</li> <li>◦ Creditor's Voluntary Winding-up</li> <li>◦ Company Recovery Procedure</li> </ul> </li> <li>• <b>Session 8: Company Secretary Statutory Duties and Notifications</b> <ul style="list-style-type: none"> <li>◦ The Company Secretary</li> <li>◦ Procedure at Meetings</li> <li>◦ Transfer &amp; Transmission of Shares</li> <li>◦ Register of Members &amp; Register of Debentures</li> <li>◦ Share Certificates</li> <li>◦ Management of Registered Office</li> <li>◦ Annual Return</li> <li>◦ Penalties &amp; Time-Limits</li> </ul> </li> </ul> <p><i>Speakers: Dr. Louis Cassar Pullicino Mr. Francesco Apap Bologna</i></p>

Date	Topic & Speaker/s
<p><b>Monday 19<sup>th</sup> October, 2009</b></p>	<ul style="list-style-type: none"> <li>• <b>Session 9: General Principles of Company Law</b> <ul style="list-style-type: none"> <li>◦ Harmonisation of Company Law in the EU</li> <li>◦ Types of Companies: Private, Private -Exempt, Public, Single-Member Companies, International Trading Companies &amp; Holding Companies</li> <li>◦ Distinction between Ownership &amp; Control</li> <li>◦ Separate Juridical Personality</li> <li>◦ Concept of Limited Liability</li> <li>◦ Shareholders, Directors, Shadow Directors, Management, Company Secretary, Employees, Creditors</li> <li>◦ Legal Representation of Companies &amp; Ultra Vires Rule</li> </ul> </li> <li>• <b>Session 10: Capital</b> <ul style="list-style-type: none"> <li>◦ Capital</li> <li>◦ Share Capital &amp; Debt Capital</li> <li>◦ Classes of Shares &amp; Class Rights</li> <li>◦ Changes to a Company's Share Capital &amp; Maintenance of Share Capital</li> <li>◦ Pledging of Securities</li> </ul> </li> </ul>
	<p><i>Speaker: Dr. Conrad Portanier</i></p>
<p><b>Thursday 22<sup>nd</sup> October, 2009</b></p>	<ul style="list-style-type: none"> <li>• <b>Session 11: Accounts, Audit &amp; Annual Return</b> <ul style="list-style-type: none"> <li>◦ Keeping of Accounts</li> <li>◦ Accounting Reference Period</li> <li>◦ Audit &amp; Auditors</li> <li>◦ Directors' Report</li> <li>◦ Auditors' Report</li> <li>◦ Laying of Accounts before General Meeting</li> <li>◦ Distribution of Profits – Dividends</li> </ul> </li> </ul>
	<p><i>Speaker: Mr. David Delicata</i></p>

Date	Topic & Speaker/s
<b>Monday 26<sup>th</sup> October, 2009</b>	<ul style="list-style-type: none"> <li>• <b>Session 12: The International Dimension of Companies</b> <ul style="list-style-type: none"> <li>◦ Update on current Position</li> <li>◦ Money Laundering, Due Diligence and Compliance</li> </ul> </li> </ul> <p><i>Speaker: Dr. Anthony Cremona</i></p>
<b>Thursday 29<sup>th</sup> October, 2009</b>	<ul style="list-style-type: none"> <li>• <b>Session 13: The European Dimension of Company Law</b> <ul style="list-style-type: none"> <li>◦ The Company Law Harmonisation Programme</li> <li>◦ Freedom of Establishment of Companies</li> <li>◦ The Company Law Directives</li> <li>◦ The SE and EEIG</li> <li>◦ The Company Law Action Plan</li> </ul> </li> <li>• <b>Session 14: Registrar of Companies</b> <ul style="list-style-type: none"> <li>◦ Function of Registrar of Companies</li> <li>◦ Investigative Power</li> </ul> </li> </ul> <p><i>Speakers: Dr. Mariosa Vella Cardona Dr. Anton Bartolo</i></p>
<b>Monday 2<sup>nd</sup> November, 2009</b>	<ul style="list-style-type: none"> <li>• <b>Session 15: Taxation of Maltese Companies involved in International Transactions</b></li> </ul> <p><i>Speaker: Dr. Stephen Attard</i></p>

## COMPANY LAW COURSE

A PROGRAMME OF LECTURES ORGANISED JOINTLY BY :

**MFSA**  
MALTA FINANCIAL SERVICES AUTHORITY

**ILS**  
THE INSTITUTE OF LEGAL STUDIES  
VALLETTA · MALTA

<b>Thursday, 1<sup>st</sup> October</b>	Kinds of Commercial Partnerships • En Nom Collectif & En Commandite
<b>Monday, 5<sup>th</sup> October</b>	Directors • Meetings & Resolutions
<b>Thursday, 8<sup>th</sup> October</b>	Incorporation of Companies • Holding of Shares by Trustees or Fiduciaries
<b>Monday, 12<sup>th</sup> October</b>	Dissolution & Windings-Up of Commercial Partnerships • Company Secretary Duties
<b>Monday, 19<sup>th</sup> October</b>	General Principles of Company Law • Capital
<b>Thursday, 22<sup>nd</sup> October</b>	Accounts, Audit & Annual Return
<b>Monday, 26<sup>th</sup> October</b>	International Dimension of Companies
<b>Thursday, 29<sup>th</sup> October</b>	European Dimension of Company Law • Registrar of Companies
<b>Monday, 2<sup>nd</sup> November</b>	Taxation of Maltese Companies involved in International Transactions

**Course Outline** : The purpose of this course is to introduce the concepts, requirements and procedures of company law to participants, with particular emphasis on the practical application and operating 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.

- Certificates of Attendance will be issued to participants who attended a minimum of six lectures
- The programme has been accredited with 21 hours of structured CPE by the MIA and categorised as Professional Competencies: Other Relevant Legislation in terms of the MIA CPE Regulations
- This programme qualifies for consideration by the MFSA when establishing competence level of staff employed by licence holders

**Venue** : Bellavanti Meeting Room, 5<sup>th</sup> floor, Grand Excelsior Hotel, Great Siege Road, Floriana **Time** : 15.30 – 18.30

**Closing date** : 25<sup>th</sup> September, 2009 **Participation fee** : €175 (incl VAT) cheques payable to Ganado Services Ltd.

**Participants can benefit through the Training Aid Framework (TAF) Scheme – for more information visit: [etc.gov.mt](http://etc.gov.mt)**

The Institute of Legal Studies – 11/12 Vincenti Buildings, Strait Street, Valletta VLT 1432 MALTA  
Contact Person: Biljana Vlahovic Tel: 20107014; Fax: 21240550; E-mail: [info@ils.com.mt](mailto:info@ils.com.mt); website: [www.ils.com.mt](http://www.ils.com.mt)

### REGISTRATION FORM

Name \_\_\_\_\_ Address \_\_\_\_\_  
ID \_\_\_\_\_  
Organisation \_\_\_\_\_ Job Title \_\_\_\_\_  
Tel \_\_\_\_\_ MIA Member YES / NO  
E-mail \_\_\_\_\_ Cheque no \_\_\_\_\_ Bank \_\_\_\_\_

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 .*