

Certificate Course on Company Secretarial Practice 公司秘書證書課程

I. Company Secretarial Practice 公司秘書實務

23 May - 25 July 2020

II. Company Law 公司法

8 August - 17 October 2020

III. Public and Listed Companies 上市公司

4 January - 21 March 2020

CERTIFICATE COURSE ON

COMPANY SECRETARIAL PRACTICE

公司秘書證書課程

PART I - COMPANY SECRETARIAL PRACTICE

第一部份：公司秘書實務

PART II - COMPANY LAW

第二部份：公司法

PART III - PUBLIC AND LISTED COMPANIES

第三部份：上市公司

OBJECTIVES

Upon completion of the certificate course, participants should have:

- established a more thorough understanding of the precise duties and responsibilities of company secretaries
- mastered the essential skills necessary for handling company secretarial matters
 - increased their knowledge of relevant company laws

INTRODUCTION

Nowadays, the company secretary, as a top administrator, plays a vital role in all organizations, whether bearing the title of secretary, executive officer, chief administrator, or some similar designation.

Basically, company secretarial work involves two main areas: general administration and legal undertaking. General administrative work includes responsibilities like company registration procedures, preparing memorandum and articles of association, prospectuses and maintaining statutory records.

Legal duties involve providing legal support to the authorized legal consultants of the company on matters like law of meetings, accounts and reports, and amalgamation and reconstructions. The complexity of the legal aspects lie in the fact that adjustment tends to be quite frequent.

With the aim of providing a practical guide for those working in the company secretarial field, the HKMA is organizing this course to supply them with what books do not and cannot cover: real-life case studies.

This course consists of three parts: Participants can choose to enrol in either one, two or all parts of the course.

PART I:

COMPANY SECRETARIAL PRACTICE deals with all aspects of a company secretary's work, starting from a company's formation, issue of shares, through reconstructions and amalgamations and finally to winding up. Reference will be made to the administration of companies registered under the Hong Kong Companies Ordinance.

PART II:

COMPANY LAW aims at providing participants with educational experience through which managers will strengthen their understanding of company acts and ordinances so as to enable them to deal with the complex commercial and professional requirements. Participants will be given a complete view of how these laws are being enforced. Discussions and presentation of recent cases will provide repeated opportunities for participants to apply what they have learnt to practical problems.

PART III:

PUBLIC AND LISTED COMPANIES

The Part III course is a follow up of Part I & Part II - Certificate Course on Company Secretarial Practice. In Part I & Part II, students gain a thorough understanding of companies laws and procedures relating to private companies, Part III serves as a practical guide to lead students through different stages flotation and post-listing compliance.

Each part consists of a series of lectures, totalling 30 in-class lecture hours, leading to award of the Certificate after completion.

DESIGNED FOR

This course is suitable for administrative and company secretaries who wish to acquire a working knowledge of secretarial practice for practical use and for students taking professional examinations.

PRE-REQUISITE REQUIREMENT FOR PART III

Participant should normally

1. have completed the Part I of this course or
2. preferably have knowledge of general company secretarial practice and/or company law

LANGUAGE MEDIUM

Cantonese (supplemented with English)
Course Manuals will be in English.

FEE

A special discount package will be offered to participants who enrol in Part I, Part II & Part III of the Course at the same time.

	Part I / II / III	Total Fee for Two Parts	Total Fee for Three Parts
HKMA Member	HK\$3,600 each	HK\$7,000	HK\$10,200
Non-member	HK\$3,900 each	HK\$7,600	HK\$10,800

AWARD OF CERTIFICATE

A participant who has:

1. maintained a minimum of 70% attendance of total lecture hours of each part; and
2. passed the mid-term exercise; and
3. passed the final project

will be awarded

- a "Certificate in Company Secretarial Practice - Part I: Company Secretarial Practice" and/or
- a "Certificate in Company Secretarial Practice - Part II: Company Law" and/or
- a "Certificate in Company Secretarial Practice - Part III: Public and Listed Companies".

LECTURER

Ms C Lee (ACS, ACIS, PCLL), Solicitor

Ms Lee is a well qualified lecturer with over 10 years experience in company secretarial practice. She is a very dynamic speaker and is prepared to share her valuable experience in company secretarial practice with students. She possesses extensive experience in teaching legal and company secretarial practice subjects and has led many successful law-related courses for the HKMA, including this particular programme.

A guest speaker will also be invited to share her valuable experience in company secretarial practice with students.

ARTICULATION TO PROFESSIONAL DIPLOMA PROGRAMMES

Upon completion of this course, participants will be exempted from the following module(s) of a HKMA professional diploma programme:

Exempted module	For enquiries
1. Professional Diploma in Financial Management - Company Law	2774-8501 Customer Service Department
2. Advanced Diploma in Secretarial and Administrative Studies - Company Secretarial Practice	
3. Professional Diploma for Company Secretaries <ul style="list-style-type: none">- Hong Kong Company Law; and/or- Corporate Administration	

Graduates of diploma courses will be offered preferential consideration to the Bachelor/Master degrees courses organized by reputable overseas universities in collaboration with the HKMA. For details, please contact the Customer Service Department on 2774-8500/2774-8501.

ENQUIRIES

For enrolment and general enquiries, please contact Customer Service Department on 2774-8501 or via fax 2774-8503. For course details, please call Ms Candy Ho on 2774-8554; or visit the HKMA website: certificate.hkma.org.hk/pdf/CB400142020AFC.pdf.

PART I COMPANY SECRETARIAL PRACTICE

第一部份：公司秘書實務

CONTENTS

1. Types of Companies
公司的類別
2. Formation of Companies
公司的成立
3. First Board Meeting
首次董事會會議
4. Bank Accounts
股份的分類
5. Types of Shares
股份的類別
6. Declaration of Trust
股份委託聲明書
7. Calls and Forfeiture of Shares
催繳股款及沒收股份
8. Share Transfer and Transmission of Shares
股份的轉讓及傳轉
9. Debenture and Registration of Charges
債券及登記押記
10. Proceedings of Meetings
會議進程序
11. Annual General Meetings and Annual Return
股東週年大會及年報
12. Change of Company's Name, Alteration of Objects and Articles of Association
公司名稱變更及更改公司組織章程
13. Alteration of Share Capital
股份的變動
14. Takeover of a Private Limited Company
收購私人有限公司
15. Winding-up
公司清盤

DATES AND TIME

Saturday
23, 30 May;
6, 13, 20, 27 June;
4, 11, 18, 25 July 2020
9:30 am - 12:30 pm

[Register Now](#)

VENUE

Dr Kennedy Y H Wong Management Development Centre
The Hong Kong Management Association
1/F First Commercial Building
33-35 Leighton Road
Causeway Bay HONG KONG

PART II COMPANY LAW

第二部份：公司法

CONTENTS

1. Promotion and Incorporation of Companies
公司的創辦及成立
2. The Constitution of Companies
公司的組織及法律地位
3. Company Objects and Contractual Capacity
公司的權力範圍及對合約的約束力
4. Shares
股份
5. Share Transfer
股份轉讓
6. Membership and Control
股東及其控股權
7. Law of Meetings
會議的法規
8. Directors' Duties and Powers
董事之職責及權力
9. Appointment of Secretary and Auditors
公司秘書及核數師的委任
10. Dividends and Profits
私人公司、控股公司及子公司
11. Private, Holding and Subsidiary Companies
股息及溢利分配
12. Accounts and Reports
財務報表及報告書
13. Amalgamation, Reconstructions and Take-over
合併、重組及收購
14. Insider Dealings
內幕交易
15. Winding-Up
公司清盤的法規
16. Transactions Arising in a Liquidation
公司清盤申請的程序
17. Case Studies
個案研究

DATES AND TIME

Saturday
8, 15, 22, 29 August; 5, 12, 19, 26 September;
10, 17 October 2020
9:30 am - 12:30 pm
(Please note that **NO** class will be held on 3 October)

[Register Now](#)

VENUE

Dr Kennedy Y H Wong Management Development Centre
The Hong Kong Management Association
1/F First Commercial Building
33-35 Leighton Road
Causeway Bay HONG KONG

CONTENTS

What company secretaries should know about the laws and practices relating to listing of companies in Hong Kong

1. Introduction on the Legal and Regulatory Framework for Listing on the Main Board
主板上市規定及程序的簡介
 - Parties Involved in Listing
 - Articles of Association Requirements
 - Other Important Issues
2. Continuing Obligations after Listing - Sources of the Requirements
上市公司的持續責任
 - Directors & Officers' Requirements
 - Code of Corporate governance
 - Code of Best Practice
 - Model code for Securities Transactions by Directors of Listed Companies
3. Corporate Governance and Disclosure of Price Sensitive Information
企業管治及股價敏感資料的披露
 - Preparation for announcement of interim and annual results
 - Annual accounts
 - Interim reports and preliminary announcements
 - Announcements, circulars and other documents
4. Notifiable Transactions
須予披露交易
 - Definition of "transaction"
 - Classification of transaction: share transaction, discloseable transaction, major transaction very substantial disposal, very substantial acquisition, reverse takeover
 - Percentage Ratios Disclosure requirements for all transactions
5. Connected Transactions
關連交易
 - Definition of connected person
 - Definition of connected transaction
 - Definition requirements and the exceptions
6. Disclosure of Interests under Part XV Securities and Futures Ordinance (Cap. 571)
證券及期貨條例第十五部之披露權益
 - Substantial shareholders
 - Directors and Chief Executives

DATES AND TIME

Saturday
4, 11, 18 January;
8, 15, 22, 29 February;
7, 14, 21 March 2020
9:30 am - 12:30 pm
(Please note that NO class will be held on 1 February)

[Register Now](#)

VENUE

Dr Kennedy Y H Wong Management Development Centre
The Hong Kong Management Association
1/F First Commercial Building
33-35 Leighton Road
Causeway Bay HONG KONG

APPLICATION FORM

CERTIFICATE COURSE ON COMPANY SECRETARIAL PRACTICE

- PART I - COMPANY SECRETARIAL PRACTICE CB-40014-2020-A-FC 23 May - 25 July 2020
 PART II - COMPANY LAW CB-40441-2020-A-FC 8 August - 17 October 2020
 PART III - PUBLIC AND LISTED COMPANIES CB-40322-2020-A-FC 4 January - 21 March 2020
- Please tick the appropriate box(es)
 One Part (Part I or II or III Member: HK\$3,600 / Non-member: HK\$3,900
 Two Parts (Part I & II ; Part I & III ; Part II & III Member: HK\$7,000/ Non-member: HK\$7,600
 Three Parts (Part I, II & III) Member: HK\$10,200 / Non-member: HK\$10,800

* Applicants should include their HKID card number and fill in all details in block letters, otherwise no MDCU will be given.
The Association will issue certificates based on the details and name format as given in this form.

Name (Mr / Ms) _____ 姓名: _____
(Surname) (Other Names) (中文)

HKID Card No. (For verification of the applicant's identity): _____ Date of Birth (YY/MM/DD): _____

Position: _____ HKMA Membership No.: _____

Company: _____

Address of Company: _____

Nature of Business (e.g. Retail), please specify: _____

Job Function (e.g. Accounting), please specify: _____

Telephone No. (Office): _____ (Residence): _____ (Mobile): _____

E-mail: _____

Correspondence Address: _____

Cheque Number: _____ Cheque Amount: HK\$ _____

Education Level: Doctoral degree Master's degree Bachelor's degree HKMA Diploma Other Diploma
 Matriculation Form 5 / HKDSE Others (Please specify) _____

Total Number of Years' Working Experience _____ Years of Working Experience in Course-Related Field _____

Name & Title of Nominator (if applicable): _____

Nominator email/address: _____

Sponsorship: Self-sponsored Company-sponsored (please fill in the following information if a cheque/ receipt is not attached)

Our company undertakes to pay the course fee for the above applicant

Name of Contact Person _____ Position _____

Telephone No.: _____ E-mail: _____

Signature: _____ Company Chop and Date: _____

From where did you FIRST learn about this Programme?

HKMA Email Mail Newspaper/Magazine (please specify): _____

Email Promotion from Other Websites (please specify): _____ Online Advertisement (please specify): _____

Search Engine (please specify): _____ Social Media (please specify): _____

HKMA Website (Where did you find this information): _____

MTR Station (please specify): _____ Exhibiton: Jobmarket Career & Education (EJEX) Others (please specify): _____

■ **This form together with a crossed cheque payable to The Hong Kong Management Association should be returned to:
Executive Director, The Hong Kong Management Association, 16/F Tower B Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong.**

Personal Data Collection Statement

- The personal data of applicants are collected and kept for purposes of processing of applications of course enrolment, course admission, student and member administration, course research and statistical matters.
- The personal data provided in this form will be used by the Association for direct marketing, including special offers, training and education programmes, awards and competitions, membership, alumni, promotional activities and other services and activities that it may arrange.
- Applicants wishing for access to and/or correction of personal data may send their written requests to the Association.

If you do not wish to receive information as stated in point 2 of this statement, please indicate your objection by ticking the box. You may at any time send your written requests to the Association.

Applicant's Declaration

- I declare that the information provided in this form and the attached documents is correct and complete. I authorize the Association to obtain information about my public examination results and records of studies from concerned institutions (if necessary).
- I understand that the information provided in this form and the attached documents will be used in the admission assessment process and that any misrepresentation, omission or misleading information given may disqualify my application for admission and enrolment in the programme.
- I have noted, understood and agreed to the contents of the Personal Data Collection Statement.

Notes

- I understand that all handout materials obtained in class are strictly for my own educational purposes.
- I have understood all the "Notes for Application" listed in Application Form.

Applicant's Signature: _____ Date: _____

APPLICATION FORM ANNEX

Notes for Application

- Registration must be made on the Enrolment Form provided and returned to the Association before the programme commencement date (Not less than 5 days) with full fee.
- Acceptance is subject to the discretion of the Association.
- Applicants will be notified by telephone to confirm receipt of the application form and full programme fee. An official receipt will be sent to you within two weeks.
- Applicants are expected to attend the course at the place and time specified in the brochure unless otherwise notified.
- When a programme is over-subscribed, additional classes may be started in some cases. Applicants may then be notified of the new time, dates and place of meetings when necessary.
- For ENROLMENT and ENQUIRIES please call 2774-8501 (Customer Service Department) during normal office hours or Email: enrol@hkma.org.hk or fax 2365-1000.
- No refund will be made after payment, but participants can arrange to have their places substituted should they be unable to attend the programme by notifying the Association at least 2 days prior to programme commencement.
- Fax reservations are welcome but are subject to confirmation by payment in full within 10 days of the date the reservation is made or 5 days prior to programme commencement, whichever is sooner.
- Applications, upon full payment, will be processed on a first-come first-served basis.
- Before classes/examinations commence, if the Observatory announces that Typhoon Signal No.8 or above/Black Rainstorm Warning is in force; or Typhoon Signal No.8 or above will be hoisted within 2 hours, no classes/examinations will be held. Replacement classes and remedial examinations will be arranged. (All classes will be held as scheduled if Typhoon Signal No.8 or above/Black Rainstorm Warning is lowered at or before 7:00 am; 2:00 pm classes and examinations thereafter will be held as scheduled if Typhoon Signal No.8 or above/Black Rainstorm Warning is lowered at or before 12:00 noon; 6:00 pm classes and examinations thereafter will be held as scheduled if it is lowered at or before 4:00 pm.)
- When Typhoon Signal No.8 or above is in force during classes/examinations, all classes and examinations will be dismissed immediately. Replacement classes and remedial examinations will be arranged. When Black Rainstorm Warning is in force during classes/examinations, all classes and examinations will be held as scheduled.
- The Association reserves the right to cancel a programme and/or make alterations in relation to its lecturers, contents, dates, time, venue and other particulars without prior notice.
- HKMA Website: WWW.HKMA.ORG.HK