

What is a Company Secretary?

董事会**不可或缺**的得力伙伴



什么是**公司秘书**?



根据 **马来西亚商业法令 (Companies Act 2016)** , 要成为一名专业的秘书, 必须是 **年满18岁以上的马来西亚公民或永久居民**, 并获得 **马来西亚公司委员会 (SSM) 执照许可** 或成为 **任何一项的会员** (**详情请锁定下一页**):



According to the **Companies Act 2016**, to become a qualified Company Secretary, a **citizen or permanent resident of Malaysia** must be **18 years old and above**, and **licensed by SSM** under Sec 20G of CCMA 2001 or be a **member of any** of the agencies in the following page :-

- (I) Malaysian Institute of Chartered Secretaries & Administrators
马来西亚特许秘书及行政人员公会 (MAICSA)
- (II) Malaysian Institute of Accountants
马来西亚会计师协会 (MIA)
- (III) Malaysian Bar
马来西亚律师协会 (BC)
- (IV) Malaysian Association of Company Secretaries
马来西亚秘书协会 (MACS)
- (V) Malaysian Institute of Certified Public Accountants
马来西亚注册会计师公会 (MICPA)
- (VI) Sabah Law Association
沙巴律师协会 (SLA)
- (VII) Advocates Association of Sarawak
砂拉越律师协会 (AAS)

原来除了专业秘书外，
只有**律师和会计师**
可以当！






根据马来西亚商业法令(Companies Act 2016), 每间私人公司 (Sdn Bhd) 与有限公司 (Berhad) 都必须由董事会委托至少一名或以上的注册秘书作为公司秘书, 并在成立公司的30天内委托第一位公司秘书。

According to the Companies Act 2016, Sec. 235 (1); Sec. 236 (1) & (2), every company shall have one or more secretaries whereby the 1st secretary shall be made within 30 days from the date of incorporation of a company and who must be appointed by the Board.



他们每个月都收费
什么都要charge 
到底为公司做了什么？

Company Secretaries charge us every month
but
what did they actually **DO?**



公司秘书主要协助公司和董事会与马来西亚公司委员会 (SSM)接洽，
执行SSM所要求的重要任务，例如 :-

Company Secretary **principally deals with Suruhanjaya Syarikat Malaysia (SSM)** in assisting the Company and the Board of Directors to perform the duties that are required by SSM, such as :-



组织新公司
Incorporating a new company

配股
Allotment of shares



通过议决
Passing a Resolution

任命新董事/审计师/纳税代理人
Appointment of directors /auditor/tax agent



最常见的任务有:-

在每财政年度(Financial year)结束后的6个月内,把**审计财务报表(Audited Financial Statement)**转发给股东,并在发出后的30天内**将报表提呈到SSM**,以及在每年公司年庆的30天内**提呈年报(Annual Return)**。

The duties and responsibilities usually are:-



COMPANY SECRETARY'S DUTIES & RESPONSIBILITIES	FOR SDN BHD	FOR BERHAD
Circulation of AFS (Under CA 2016 Sec. 258)	Within 6 months of its FYE	At least 21 days before the date of its AGM
Lodgment of AFS (Under CA 2016 Sec. 259)	Within 30 days from the circulation to its members	Within 30 days from its AGM
Lodgment of AR (under CA 2016 Sec. 68)	Within 30 days of the anniversary of its incorporation date	

*** CA2016: Companies Act 2016
 AFS: Audited Financial Statement
 AR: Annual Return
 FYE: Financial Year Ended
 AGM: Annual General Meeting



According to Companies Act 2016,
Sec. 258 (3); 259 (3); 68(9),
The Company will have **committed an offense if contravene.**

若没有遵循,可是会中刑罚的哦!
所以啊 任命的公司秘书不止是有专业性 也要有品质性

Fine ≤ RM50,000



Continuing offence,
Further fine of RM500 /
RM1,000 each day



是不是觉得**公司秘书**
这角色显得十分**重要**呢

Did those show how **important** the role of a
Company Secretary is in a company?



BUT我发现委任秘书都没有为公司做这些事情勒!!!
I realized my CoSec didn't do such things for my company!!!

想知道如何辞退或雇佣公司秘书吗？

Resignation & Appointment of a Company Secretary



According to the Companies Act 2016, Sec. 237 (1); Sec. 58 (1) (d) &(e), a secretary may **resign from his office** by giving a notice to the Board, and notify the Registrar **within 14 days** from the date ceases.

While any **subsequent appointment of new secretary** shall be made by the Board and registered with the Registrar **within 30 days** of declaration of the vacancy.

根据我国商业法令，

卸任公司秘书需提交信函给董事会及**在14天内**通知委员会，而**委任新秘书**必须在**30天内**的空缺完成。



那你有好介绍吗？
Any referral of Company Secretary?



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