

PREPARATION FOR CORPORATE LIABILITY ON CORRUPTION:

'HOW READY IS YOUR COMPANY TO SAFEGUARD YOUR DIRECTORS, TOP MANAGEMENT AND PERSONNEL AGAINST A CORRUPTION PROSECUTION?'

30 JANUARY 2019

9.00 AM – 5.00 PM

SIME DARBY CONVENTION CENTRE

SYNOPSIS

The 2018 Malaysian Anti-Corruption Commission (Amendment) Act (that is MACC [Amendment] Act 2018) has been passed in Parliament and gazetted on 4th May 2018. The main thrust of this Act is to introduce a new far-reaching corporate liability provision (the "Provision") into the MACC Act.

The MACC (Amendment) Act 2018 introduces a new Section 17A into the MACC Act. This Section provides ***that "a commercial organisation commits an offence if any person associated with the commercial organisation commits a corrupt act in order to obtain or retain business or advantage for the commercial organisation"***.

Once the offence is committed by the commercial organisation, the law will deem certain persons in the organisation to have also committed that offence.

Although the onus is now shifted to the individual who is deemed to have committed the offence, there are various "lines of defence" that such persons may consider deploying across the organisation.

The penalties, upon conviction, may entail a fine ten (10) times the value of the gratification or RM1 million, whichever is higher, and/or a jail sentence not exceeding twenty (20) years. In view of the hefty penalties, it is crucial for Directors, Partners and Management to have systems in place to demonstrate diligence in preventing such offences.

OBJECTIVE

This seminar aims to introduce the new Provision and its implications to companies (local companies as well as foreign companies having business in Malaysia) and partnerships (unlimited as well as limited, carrying on business whether in Malaysia or elsewhere), their Directors, Partners and Management.

The main focus is on the implication of the Provision, the extent of its coverage, the "lines of defence" available to those charged with governance (that is the Directors, Partners and Management). Case studies will be discussed to elucidate the implication of this Provision to better prepare stewards of organisations for compliance. Other legislations like the Companies Act 2016, the Capital Markets & Services Act 2007 and the Malaysian Code on Corporate Governance, insofar as they relate to equivalent offences, will also be discussed in conjunction with the Corporate Liability Provision.



KEY LEARNING OUTCOMES

At the end of the Seminar, participants will:

- understand the rationale for the new Corporate Liability Provision;
- be familiarised with the key features and implications to the commercial organisation, Directors, Partners and Management;
- be apprised of the lines of defence available to Directors, Partners and Management to prove diligence preventing offences envisaged in the Provision;
- understand the 'adequate procedures' needed to safeguard the company; and
- be able to advise their board and top management on key elements of ISO 37001: the new international standard for anti-bribery management systems

WHO SHOULD ATTEND

- Directors (Executive and Non-Executive)
- CEOs, CFOs & COOs
- Chief Governance Officers
- Chief Sustainability Officers
- Company Secretaries
- Internal & External Auditors
- Officers (Compliance, Corporate Communications, Investment Relations & Legal)
- Advocates of corporate governance, risk management and internal control

SPEAKERS' PROFILES



MR LEE MIN ON conducts in-house training and participates in public seminars & conferences as speaker, sharing thoughts & insights on Sustainability, Governance, Risk Control & Internal Audit. He is the Chairman of the Audit Committee of The Institute of Internal Auditors Malaysia. He is also an Independent Non-Executive Director of 4 listed issuers in Malaysia. His qualifications and professional membership are Chartered Accountant, Malaysian Institute of Accountants, Certified Public Accountant, Malaysian Institute of Certified Public Accountants and Fellow Member, The Institute of Internal Auditors Malaysia. He retired as Partner of KPMG in Malaysia in December 2015 after serving with the firm for 36 years.



DR MARK LOVATT is an internationally-recognised expert in anti-corruption systems at both the company and national level. His company, Trident Integrity Solutions Sdn Bhd is a leading consultancy firm in the implementation of ISO 37001 (Anti-Bribery Management Systems) and related services. Prior to leading Trident, Dr Lovatt was the Business Integrity Programme Manager for Transparency International Malaysia. He holds a BA (Hons) and PhD from Nottingham University, UK, and has a background in IT, corporate regulation and business development in the power & gas sector. A well-known writer and public speaker, he is also the Secretary-General of the Business Integrity Alliance. He speaks at conferences across the region, and has worked with governments, global agencies, multinationals and GLCs to deliver effective measures to combat corruption.



MR CHEW PHYE KEAT is currently a Senior Partner of Raja, Darryl & Loh. He graduated with an LLB Hons from University of Malaya and was called to the Malaysian Bar in 1987. While in practice he also obtained an LLM from the same University. He is head of the corporate and commercial practice covering all related areas of practice in the firm. Currently, he is also an Executive Committee Member of Transparency International – Malaysia and Chairman of the International Chamber of Commerce, Malaysia Chapter.

PROGRAMME OUTLINE

| TIME | PROGRAMME |
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| 8.30 am | Registration |
| 9.00 am | <ul style="list-style-type: none"> • Introduction • The “Look & Feel” of the MACC Amendment Bill 2018 • The new Section 17A in the Bill on Corporate Liability Provision (“Provision”) • Rationale for the Provision & what the Provision is all about • Extent of the Provision’s coverage & related penalties • Equivalent provisions in the UK Bribery Act 2010 and the Foreign Corrupt Practices Act of USA, including case studies <p>Mr Lee Min On</p> |
| 10.30 am | Coffee Break |
| 11.00 am | <ul style="list-style-type: none"> • “Lines of defence” available for those charged with governance (Directors, Partners and Management) • What other legislations in Malaysia have to say on equivalent offences? • Challenges anticipated • Leveraging the independent assurance providers – auditors, compliance function and others • “What is not documented is deemed not done” <p>Mr Lee Min On</p> |
| 12.15 pm | Lunch |
| 1.30 pm | <p>“Adequate Procedures”</p> <ul style="list-style-type: none"> • What are considered Adequate Procedures? • How can they protect your company, exposure of directors, partners and management? • Where to start? • What to expect from the programme? <p>Dr Mark Lovatt</p> |
| 3.00 pm | Tea Break & Networking |
| 3.30 pm | <p>Panel Discussion</p> <p>How Ready Is Your Company to Safeguard Your Directors, Top Management and Personnel Against A Corruption Prosecution?</p> <p>Panelists :</p> <ol style="list-style-type: none"> 1. Mr Lee Min On 2. Dr Mark Lovatt 3. Mr Chew Phye Keat |
| 5.00 pm | End of seminar |