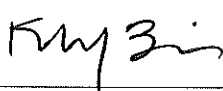
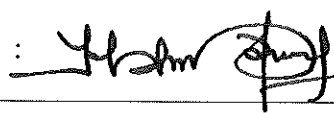
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## CORPORATE SECRETARIAL FUNCTIONS

Prepared By :-	Checked By :-
Signature : 	Signature : 
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Position : Deputy Director Corporate Services Management Services Division	Position : Executive Director Management Services Division
Date : 01/04/2019	Date : 01/04/2019

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## 1. OBJECTIVE

This procedure is prepared to ensure the corporate secretarial functions are managed effectively.

## 2. SCOPE

This procedure is implemented by the Corporate & Strategic Management Unit, Management Services Division of IIUM.


## 3. DEFINITION/ABBREVIATION

### Name of Committee / Board / Meeting

- 3.1. BOG : Board of Governors
- 3.2. AGM : Annual General Meeting
- 3.3. EGM : Extraordinary General Meeting
- 3.4. Senate : The Senate of the IIUM, i.e. the highest authority on academic and students affairs of the university
- 3.5. UFC : The University Finance Committee of the IIUM, i.e. the authority to regulate and control the finances of the university
- 3.6. UMC : University Management Committee
- 3.7. SSC : Staff Service Committee
- 3.8. ASSC : Academic Staff Selection Committee
- 3.9. ARC : Audit & Risk Committee

### Name of department

- 3.10. MOE : Ministry of Education
- 3.11. Treasury : Ministry of Finance
- 3.12. MDTCA : Ministry of Domestic Trade and Consumer Affairs
- 3.13. CCM : Companies Commission of Malaysia

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- 3.14. IRB : Inland Revenue Board  
3.15. IIUM : International Islamic University Malaysia  
3.16. KCDIO : Centres of studies and administrative offices  
3.17. MSD : Management Services Division  
3.18. CSMU : Corporate & Strategic Management Unit  
3.19. OCAP : Office for Communication, Advocacy & Promotion for Change  
3.20. OSEM : Office of Security Management  
3.21. DBSB : Daya Bersih Sdn. Bhd.

**Name of position**


- 3.22. Co. Sec. : Company Secretary  
3.23. ED, MSD : Executive Director of Management Services Division  
3.24. DD : Deputy Director of Corporate Services  
3.25. AA : Administrative Assistant of Corporate & Strategic Management Unit  
3.26. JGA : Junior General Assistant of Corporate & Strategic Management Unit

**Name of documents**

- 3.27. AFA : IIUM Audited Consolidated Financial Statement together with the report of the Board of Governors and Auditors  
3.28. DCR : Extract of Directors' Resolution

**4. REFERENCE**

- 4.1. IIUM Constitution  
4.2. MAICSA Company Secretarial Practice  
4.3. Companies Act 2016  
4.4. IIUM Board Charter 2018

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## 5. RESPONSIBILITY AND DETAILED PROCEDURE

<b>RESPONSIBILITY</b>		<b>DETAILED PROCEDURE</b>
	<b>5.1</b>	<b>APPOINTMENT OF THE CONSTITUTIONAL HEAD OF IIUM</b>
DD	5.1.1	Identify the expiry date of appointment.
DD	5.1.2	Issue a letter to MOE at least 4 months prior to the end date to notify the expiry date of appointment and to liaise on the preparation of “Watikah Pelantikan”.
DD	5.1.3	Forward a copy of the “Watikah Pelantikan” to the IIUM Constitutional Head.
ED, MSD	5.1.4	Notify members of the BOG on the appointment through BOG meeting.
AA	5.1.5	File one set of all documents.
	<b>5.2</b>	<b>REGISTRATION OF CHANGES IN THE MEMBERSHIP OF THE BOARD OF GOVERNORS OF THE IIUM</b>
DD	5.2.1	Identify the expiry date of appointment/ resignation date.
DD	5.2.2	Liaise with the respective authority on the re-appointment/ appointment of a new representative: <ul style="list-style-type: none"> <li>a) President (with Host Member for advice to the Constitutional Head)</li> <li>b) Rector (with President for advice to MOE)</li> <li>c) Representatives of the Host Member (with MOE at least 6 months prior to the end date for representative from MOE and Treasury)</li> <li>d) Government Members and Organisation Member (with respective High Commissioner / Embassy / Secretariat Office)</li> </ul>



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		<p>e) Representative of respected institution, Muslims of the Malaysian public and alumni (with the Chairman of BOG)</p> <p>f) Representative of Senate (with the Senate Secretariat)</p> <p>g) Co. Sec. (with UMC for nomination )</p>
DD	5.2.3	Receive "Watikah Pelantikan of President or Rector"/ notification for reappointment or appointment of new representative(s) of other members of the BOG.
DD	5.2.4	<p>Submit the following documents to IRB and later, to CCM through appointed external secretarial provider for registration of changes in the membership of BOG.</p> <p><u>FOR APPOINTMENT</u></p> <p>a) a copy of passport/ identity card</p> <p>b) Curriculum vitae</p> <p>c) Section 201 – for signature of the new member at least one day prior to date of appointment</p> <p>d) Extract of DCR</p> <p>e) Copy of IIUM Constitution</p> <p>f) Section 45(b) – Registrar's Approval (Appointment of New Directors)</p> <p>g) Section 58 – Change of Register of Directors/ Managers/ Secretaries</p> <p><u>FOR RESIGNATION</u></p> <p>a) Resignation letter (if any)</p> <p>b) Extract of DCR</p> <p>c) Section 58 – Change of Register of Directors/ Managers/ Secretaries</p>
DD	5.2.5	Prepare paper for acceptance/ notification of appointment or resignation in BOG meeting and finalisation in AGM.
AA	5.2.6	File one set of the duly signed documents by the respective representative and existing members of the BOG.

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<b>RESPONSIBILITY</b>		<b>DETAILED PROCEDURE</b>
	<b>5.3</b>	<b>APPOINTMENT OF REPRESENTATIVE OF THE MINISTRY OF FINANCE IN UFC</b>
DD	5.3.1	Identify changes/ expiry of appointment.
DD	5.3.2	Liase with MOE for reappointment or appointment of representative of the Ministry of Finance in UFC.
DD	5.3.3	Prepare paper for notification of appointment in the BOG meeting.
AA	5.3.4	File one set of all documents.
	<b>5.4</b>	<b>APPOINTMENT OF BOG REPRESENTATIVES IN COMMITTEE AND SUB-COMMITTEES OF THE BOG/ RELEVANT COMMITTEES</b>  i) <b>ACADEMIC STAFF SELECTION COMMITTEE (ASSC)</b> ii) <b>STAFF SERVICE COMMITTEE (SSC)</b> iii) <b>STAFF DISCIPLINARY COMMITTEE (SDC)</b> iv) <b>AUDIT &amp; RISK COMMITTEE (ARC)</b> v) <b>REMEDIAL GRIEVANCE COMMITTEE (RGC)</b>
DD	5.4.1	Identify changes/ expiry of appointment of BOG representatives in the ASSC/ SSC/ SDC/ ARC/ RGC
DD	5.4.2	Prepare paper for approval of the BOG.
DD	5.4.3	Prepare appointment letter to be signed by the Chairman of BOG.
AA	5.4.4	File one set of all documents.


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<b>RESPONSIBILITY</b>		<b>DETAILED PROCEDURE</b>
	<b>5.5</b>	<b>APPOINTMENT OF EXTERNAL AUDITOR FOR IUM</b>
DD	5.5.1	Prepare paper for the acceptance of appointment/ reappointment of external auditor in the AGM.
DD	5.5.2	Prepare appointment letter to be signed by the Chairman of AGM.
AA	5.5.3	File one set of all documents.
	<b>5.6</b>	<b>REGISTRATION OF THE CHANGES OF THE COMPANY ADDRESS / WORKING HOURS</b>
DD	5.6.1	Prepare paper on changes to the company address / working hours for approval of the BOG.
DD	5.6.2	Fill up Section 46.
DD	5.6.3	Submit documents to CCM through appointed external secretarial provider for registration of changes.
AA	5.6.4	File one set of all documents.
	<b>5.7</b>	<b>LODGEMENT OF THE IUM AUDITED CONSOLIDATED FINANCIAL STATEMENTS TOGETHER WITH THE REPORTS OF THE BOARD OF GOVERNORS AND AUDITORS TO COMPANIES COMMISSION OF MALAYSIA</b>
DD	5.7.1	Put forward the IUM Audited Consolidated Financial Statement together with the report of the Board of Governors and Auditors at the BOG and AGM.
DD	5.7.2	Ensure submission of the accounts by specified accountant of the Finance Division to CCM through SSM- Malaysian Business Reporting System (MBRS) system.
AA	5.7.3	File one set of all documents.


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<b>RESPONSIBILITY</b>		<b>DETAILED PROCEDURE</b>
	<b>5.8</b>	<b>REGISTRATION OF THE CHANGES TO THE IIUM CONSTITUTION</b>
DD	5.8.1	Prepare paper for deliberation on the proposed changes in the BOG Meeting.
DD	5.8.2	Prepare paper for deliberation and acceptance of changes by the AGM/ EGM.
DD	5.8.3	Prepare relevant supporting documents and summary of changes as per CCM's template.
DD	5.8.4	Submit the Amendments of Constitution to IRB for approval of changes
DD	5.8.5	Submit the following documents to CCM for the final approval of the Minister of MDTCA through appointed external company secretarial provider for registration of changes: <ul style="list-style-type: none"> <li>i) Application Letter</li> <li>ii) Form 8</li> <li>iii) Copy of Original Constitution</li> <li>iv) Copy of License</li> <li>v) Extract of Members' Resolution</li> <li>vi) Appendix A</li> <li>vii) Appendix B</li> <li>viii) Softcopy of Appendix A &amp; B in compact disc</li> <li>ix) Approval Letter of IRB</li> <li>x) Section 45(b)</li> </ul>
DD	5.8.6	Submit Section 36 to CCM upon getting the approval of the Minister of MDTCA through appointed external company secretarial provider.




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DD	5.8.7	Liase with the Office of Legal Adviser on the printing of new Constitution.
AA	5.8.8	File one set of all documents.
	<b>5.9</b>	<b>SECRETARIAT FUNCTIONS TO THE IIUM BOARD OF GOVERNORS, ANNUAL / EXTRAORDINARY GENERAL MEETINGS</b>
DD	5.9.1	Prepare schedule of meetings annually.
DD	5.9.2	Prepare paper on notification of the schedule in BOG Meeting.
AA	5.9.3	Confirm the date with the President's Office before each meeting.
AA	5.9.4	Issue letters to KCDIO and secretariats of meetings to call for papers for discussion, reports and minutes of meetings.
AA	5.9.5	Issue invitation letter to members of the BOG/ AGM/ EGM & IIUM Senior Officials.
AA	5.9.6	Make arrangement for logistic preparation:- i) Venue for the meeting (Office of the Rector) ii) Protocol & photography (OCAP) iii) Security & parking arrangement (OSEM) iv) Cleanliness and AV equipment (DBSB and OCAP) v) Catering services
DD	5.9.7	Prepare papers for meeting and finalise with the ED, MSD who is the Secretary of the BOG Meeting, or with the Company Secretary for AGM/ EGM.
AA/ JGA	5.9.8	Print, bind and distribute the following papers for meeting:- i) Volume I (papers for approval/ endorsement/ notification) for BOG Meeting ii) Volume II (minutes for endorsement/ notification) for BOG Meeting

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		iii) Statistics of Staff and Students for BOG Meeting iv) Papers on audited accounts, finalisation of directors, appointment of external auditors, etc. for AGM v) Special resolution for EGM
ED, MSD	5.9.9	Conduct the BOG Meetings.
DD	5.9.10	Prepare and finalise the minutes of the meeting.
ED, MSD	5.9.11	Get the minutes signed by the Chairman.
DD	5.9.12	Issue decisions of meeting to the relevant parties for their action/ notification.
AA	5.9.13	File one set of all documents.

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## 6. QUALITY RECORDS

<b>NO.</b>	<b>RECORD</b>	<b>RETENTION PERIOD</b>	<b>LOCATION</b>	<b>RESPONSIBILITY</b>
1.	<u>Forms/ Sections:</u> i) 8 (birth of IIUM) ii) 45(b) (change of MAA and directors) iii) 46 (change of address) iv) 201 (new BOG member) v) 236(3) (new co. sec.) vi) 58 (changes in Board of Directors' list) vii) MBRS (AFA)  <u>Other documents</u> i) IIUM Audited Consolidated Financial Statement together with the report of the Board of Governors and Auditors (AFA) ii) Constitution iii) Letter & paper by circulation iv) Resolution & Extract of DCR v) CV, copy of the passport/ IC vi) Treaties	No expiry date	IIUM/202/2/2/1 i.e. Corporate Profile / Companies Commission of Malaysia in CSMU's filing cabinet	AA
2.	Constitution	Until new Constitution is registered at CCM	IIUM/202/C/2/1/1/1 i.e. Corporate Profile / Constitution in CSMU's filing cabinet	AA
3.	<u>i) Correspondence letter with approving authority</u> - MOE - Treasury	No expiry date	IIUM/202/C/5/5/3/1 i.e. Human Resource /	AA