



Supporting organisation



Supporting organisation

## **Seminar on “Whistleblowing Reforms: Can Hong Kong learn from Australia?” and “The Failure of the Statutory Business Judgment Rule: What alternative protections should there be for company directors?”**

### **25 September 2017 (Monday)**

- Date : Monday, 25 September 2017
- Topic : Session 1 – Whistleblowing Reforms: Can Hong Kong learn from Australia?  
Session 2 – The Failure of the Statutory Business Judgment Rule: What alternative protections should there be for company directors?
- Time : Session 1 – 10.00 am – 12.00 noon (Registration at 9.45 am)  
Session 2 – 2.00 pm – 4.00 pm (Registration at 1.45 pm)
- Presenter : **Professor Jean Jacques du Plessis**, Professor of Law, Deakin University, Australia
- Moderator : Session 1 - **Mr Mohan Datwani FCIS FCS(PE) CAMS**, Solicitor, Senior Director and Head of Technical and Research, HKICS  
Session 2 - **Professor CK Low FCIS FCS**, Associate Professor in Corporate Law, CUHK Business School
- Level : Intermediate
- Language : English
- Venue : Admiralty Conference Centre, 1804A, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong
- Fee : **For members of the HKICS, HKICPA or Law Society of Hong Kong or HKIoD**  
HK\$450 for the full-day seminar or HK\$250 per session  
**For non-members**  
HK\$810 for the full-day seminar or HK\$450 per session
- Accreditations : HKICS (4 ECPD points; 2 ECPD points per session)  
HKICPA (4 CPD points; 2 CPD points per session)  
The Law Society of Hong Kong (TBC)

In association with:



Sponsors:



## **About the Course**

### **Session 1 – Whistleblowing Reforms: Can Hong Kong learn from Australia?**

The Turnbull Government has – in the face of some criticism – promised comprehensive whistleblower reforms for Australia. This seminar will review the present whistle blowing regime in Australia before proceeding to analyse its deficiencies. It concludes by highlighting the areas where Australia has fallen behind global norms as accentuated by the G20 “Breaking the Silence” report. These insights will provide valuable lessons that companies and policy makers in Hong Kong may learn from the process as it strives towards achieving international standards in this vexed area of regulations.

### **Session 2 – The Failure of the Statutory Business Judgment Rule: What alternative protections should there be for company directors?**

The introduction of the statutory business judgment rule in Australia was welcomed with enthusiasm as it was perceived to address directors’ concerns about their exposure to personal liability. However, on closer examination, this statutory rule and the few cases where it was used as a defence, reveal that the actual protection it provided for directors is negligible or illusory at best. This seminar will put forward proposals to afford directors with wider protection against personal liability. Given its common corporate law framework with Australia, the proposed reforms – if adopted in Hong Kong – would strike an appropriate balance between accountability and personal liability for directors.

## **About the Presenter**

### **Professor Jean Jacques du Plessis**

Professor Jean Jacques du Plessis is currently a Professor (Corporate Law) in the law school at Deakin and is Director of the Centre for Comparative Corporate Governance (CCC-G). He studied in South Africa and obtained his Doctorate in Law (LLD) in 1991 and graduated from the Australian Institute of Company Directors (GAICD) in 2011. He served a 3-year term as Head of the Deakin Law School from 2000-2002, was the President of the Corporate Law Teachers Association (CLTA) in 2007 and 2008, and is a member of the Deakin University Council until 31 December 2017. From 2004 to 2008, Jean was involved in the South African Corporate Law Reform Program as part of a small international reference group that assisted the South African Department of Trade and Industry with the new South African Companies Act 71 of 2008, which commenced on 1 May 2011. Jean teaches Corporate Governance, Corporate Law and Corporations Law.

Professor du Plessis has spent extensive time doing research in the UK and in Germany (as the Alexander von Humboldt Scholar) in the areas of corporate law and corporate governance. He is the recipient of the Anneliese Maier Research Award from the Alexander von Humboldt Foundation, an award of EUR250,000 over five years (2013-2018) to enable him to conduct research regarding the further internationalisation of the German corporate law and corporate governance models. He has published extensively in international refereed law journals in the areas of corporate law and corporate governance and has published several books as co-author in Australia, Germany and South Africa.

## **About the Moderator**

### **Mr Mohan Datwani**

Mr Mohan Datwani FCIS FCS(PE), Solicitor, Accredited Mediator, CAMS, FHKIOD, HKINEDA

Mohan has been in leadership roles in running businesses, strategising, marketing and brand building. He built a start-up law firm in Hong Kong from 8 lawyers to 120 lawyers over a 10-year period; then merged it into a US international law firm where he stayed on as partner. He then took on the challenge as senior management of a listed company and helped built it into a frontier mining company and MSCI Hong Kong index constituent, and thereafter became Chief Business Strategist of a listed securities company.

Mohan is now Senior Director and Head of Technical and Research at The Hong Kong Institute of Chartered Secretaries and promotes good governance. He also serves the public through various Government board appointments, and has co-authored 'Competition Law in Hong Kong'.

### **Professor CK Low**

Professor Chee Keong Low ('CK') FCIS FCS is an Associate Professor in Corporate Law at CUHK Business School with research interests in issues pertaining to corporate governance and the regulatory framework of capital markets. His research, which has published in journals in Australasia, Europe and the United States of America, is supported by private sector grants from Sino Group and Tricor Services.

An Advocate and Solicitor of the High Court of Malaya, CK is presently a member of the Process Review Panel of the Financial Reporting Council in Hong Kong and of the Executive Committee of the Asia-Pacific Structured Finance Association. He was previously a member of the Listing Committee of The Stock Exchange of Hong Kong from May 2006 to July 2010; the Financial Reporting Review Panel from July 2007 to July 2013; as well as of the Securities and Futures Appeals Tribunal from April 2011 to March 2017. In addition, he served as a Director of the Asian Institute of Finance in Malaysia for three years through April 2012.

CK is a Fellow of the Institute of Chartered Secretaries and Administrators and of the Hong Kong Institute of Chartered Secretaries.

# The Hong Kong Institute of Chartered Secretaries

## Enhanced Continuing Professional Development (ECPD) Training

### Seminar Enrolment Form

**Seminar Title:** \_\_\_\_\_  
 \_\_\_\_\_  
 'The Failure of the Statutory Business Judgment Rule: What alternative protections should there be for company directors?' (Session 2)'

**Seminar Date:** \_\_\_\_\_ 25 September 2017 **Time:** 10.00 am – 12.00 noon and/or 2.00 pm – 4.00 pm

Full Name (Mr/Ms/Mrs): \_\_\_\_\_ Membership No.: \_\_\_\_\_

Mobile No.: \_\_\_\_\_ (SMS notification in case of urgent notice)

**For Non-member ONLY**

Company Name: \_\_\_\_\_ Job Title: \_\_\_\_\_

Correspondence Address: \_\_\_\_\_

Email Address: \_\_\_\_\_

I agree to subscribe to HKICS e-Update

	Session 1 (10.00 am – 12.00 nn)	Session 2 (2.00 pm – 4.00 pm)	Full Day (10.00 am – 12.00 nn and 2.00 pm – 4.00 pm)
HKICS / HKICPA / Law Society Members* (Please circle*)	<input type="checkbox"/> HK\$250	<input type="checkbox"/> HK\$250	<input type="checkbox"/> HK\$450
<b>Non-member</b>	<input type="checkbox"/> HK\$450	<input type="checkbox"/> HK\$450	<input type="checkbox"/> HK\$810

CPD points required from The Law Society of Hong Kong

**Total** HK\$ \_\_\_\_\_

**Payment Method (Please tick as appropriate)**

- EPS / Octopus / UnionPay (In person)
- Cheque (Payable to 'HKICS' and submit to HKICS office. Post-dated cheque is NOT accepted;  
 please mark your '[Name]', '[Description]' and '[Membership/Student No.]' at the back of the cheque.)
- Bank : \_\_\_\_\_ Cheque No. : \_\_\_\_\_
- Credit Card (I authorise HKICS to debit the payment from my credit card)
- Chartered Secretaries American Express  VISA  MasterCard
- Name of Cardholder (in BLOCK letters) : \_\_\_\_\_
- Credit Card No. : \_\_\_\_\_ Card Expiry date: \_\_\_\_\_ MM \_\_\_\_\_ YY
- Cardholder's signature: \_\_\_\_\_ Date: \_\_\_\_\_
- (Must be the same signature as on the credit card)

**Statement on Collection of Personal Data**

- (i) Your supply of personal data to HKICS is on a voluntary basis.
- (ii) The information provided by you to HKICS will be used for administration and management; membership admission, registration maintenance and administration; enforcement of members' compliance of the provisions of the Charter and Byelaws of ICOSA and the Articles of Association of HKICS for the time being in force and related matters; communications; assessment of qualifications and experience; examinations; continuing professional development; surveys, analysis, research and development; promotion of the profession, ICOSA and HKICS; and marketing and provision of services and benefits and organising activities to members, graduates and students.
- (iii) The information provided by you herein may be made available to the related companies or associates, group sister associations, agents, contractors, business associates or service providers of the HKICS or other professional bodies or government bodies or regulators, as may be necessary for any of the above purposes.
- (iv) Apart from the purposes stated above, your personal information will not be transferred to any other parties, unless such parties are authorised by law and request the information.
- (v) Under the Personal Data (Privacy) Ordinance, you have a right to request access to and correction of your personal data. Such requests may be made in writing to our Data Protection Officer at 3/F, Hong Kong Diamond Exchange Building, 8 Duddell Street, Central, Hong Kong or by email to us at [privacyofficer@hkics.org.hk](mailto:privacyofficer@hkics.org.hk)

**Terms & Conditions**

- (i) All applications are on a first-come, first-served basis. Enrolment will only be processed upon receipt of full payment. Priority of enrolment will be given to HKICS Fellow, Associate and Graduate. **Seat guarantee will only be given to HKICS Fellows and/or Practitioner's Endorsement (PE) holders if registered 10 clear working days with payment prior to the date of the event.**
- (ii) Post-dated cheque is not accepted.
- (iii) **NO REFUND/CANCELLATION will be entertained after the application is processed.** Each substitution is allowed with HK\$100 administration fee made to the Institute together with the completed 'Transfer of Enrolment Form', which should be received by the Institute at least 2 clear working days prior to the event date. Substitution of registrant is not applicable to Individual Package holder.
- (iv) Request for seminar transfer is allowed for medical reason, with medical certificate and a completed 'Transfer of Enrolment Form' **MUST** be submitted to the Institute **within 5 clear working days immediately after the event date.**
- (v) The Institute reserves the right to change the listed presenter(s), date, time and venue if necessary. Any change of date, time and venue will be notified by email/sms. Please visit [www.hkics.org.hk](http://www.hkics.org.hk) for latest seminar information.
- (vi) When attending seminar, attendees should make sure that their attendance at the entire seminar is noted by signing in **and** signing out of the seminar. No ECPD hour will be awarded without signing in/out record.
- (vii) **ECPD hours will be deducted for late arrival or early departure of the seminar.** According to the [CPD Policy](#) (Appendix 2, clause 1.8), 0.5 ECPD hour will be deducted for late arrival or early departure of over 10 minutes to 30 minutes. 1 ECPD hour will be deducted for late arrival or early departure of over 30 minutes to 60 minutes. NO ECPD hour will be awarded for late arrival or early departure of over 60 minutes.

I hereby declare that I have read and fully understand the above.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

For Office Use Only

Invoice #: \_\_\_\_\_ Date: \_\_\_\_\_