

THE COMPANIES ACT, 1965 MALAYSIA
A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

**MEMORANDUM
AND
ARTICLES
OF ASSOCIATION OF**

Centre for Malaysian Chinese Studies

华社研究中心



Incorporated on the 29th day of July, 1993

THE COMPANIES ACT, 1965 MALAYSIA

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

----- CENTRE FOR MALAYSIAN CHINESE STUDIES -----

NAME

1. The name of the company is **CENTRE FOR MALAYSIAN CHINESE STUDIES.**

REGISTERED OFFICE

2. The Company's registered address will be situated in Malaysia.

OBJECTS

3. The objects for which The Company is established are:
 - (a) To collect and restore any materials and information regarding politics, economic, social, culture, academic, literature, languages, religions, healthcare, art, history, translation, etc, and provide them to organizations, public and individuals for reference regardless of race, creed and descent.
 - (b) To conduct research on subjects referred to in Clause 3(a) hereof, to improve the academic standard, to infuse the spirit of national unity and to foster a prosperous society.
 - (c) To propagate objects stated in Clause 3 (b) hereof through all lawful and constitutional means available, including the publication and distribution of journals, newsletters and newspapers.
 - (d) To provide for the delivery and holding of lectures, exhibitions, public meetings, classes and conferences calculated, directly or indirectly, to the cause of education whether general, professional, scientific or technical.
 - (e) To provide consultancy services and assistance to the public.
 - (f) To establish and maintain a library, reading and writing rooms and to furnish the same with books, reviews, manuscripts, newspapers and other publications, including instrumental and other music.
 - (g) To carry on any other business (instruction or work) which may seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of the Company's work, property or rights.
 - (h) To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property which may be deemed necessary, convenient for any of the purposes of the Company Provided That the company shall not acquire, charge, mortgage or dispose of any land without the consent of the Minister charged with the responsibility for Companies.
 - (i) To sell, manage, lease or mortgage all or any part of the Company's property.

- (j) To invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit by the Company, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject as hereinafter provided.
- (k) To develop any real property acquired by the Company or of which it is interested or construct, maintain and alter any houses, buildings, or works necessary or convenient for the purposes of the Company.
- (l) To take any gift of property, whether subject to any special trust, for any one or more of the objects of the Company.
- (m) To sell, manage, lease, charge, dispose of, or otherwise deal with all or any part of the property of the Company.
- (n) To purchase, acquire, hold and sell shares, stocks, debenture stocks, bonds and securities issued by any Government or public authority.
- (o) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company and to remunerate any person or persons for services rendered therein.
- (p) To borrow and raise money in such manner as the Company may think fit.
- (q) To subscribe and to grant donations to local or national charities provided by the Director-General of Inland Revenue, Malaysia.
- (r) To make donations for patriotic or for charitable purposes and to transact any lawful business in aid of Malaysia in the prosecution of any war or hostilities in which Malaysia is engaged Provided That the Company shall not contribute or involve any of its funds, or premises/property to any political organisation, trade association or trade union, or any political or trade union activities and Provided Also That prior approval shall first be obtained from the Director-General of Inland Revenue, Malaysia.
- (s) To undertake and execute any trust the undertaking whereof may seem directly or indirectly conducive to any of the objects of the Company.
- (t) To borrow and raise money required for the purpose of the Company upon such terms and in such manner and on such securities as the Company may think fit or determine and in particular by the issue of debentures or debenture stock charged upon all or any of the movable and immovable property of the Company.
- (u) To do all such other things as are incidental or conducive to the attainment of the above objects.

INCOME AND PROPERTY

4. The income and property of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company Provided That nothing herein shall prevent the payment of:
 - (i) Remuneration of whatsoever nature to any office, employee or servant of the Company who is member of the Company, in return for any service, professional or otherwise rendered to the Company.
 - (ii) Reimbursement of any out-of-pocket expenses incurred by any member of the Company.

- (iii) Any interest at the current bank rate on any loan advanced to the Company by and member of the Company and
- (iv) Rent for premises demised or let to the Company by any member of the Company.

ADDITIONAL, ALTERATION OR AMENDMENT

- 5. (i) No addition, alteration or amendment shall be made to or in the provisions contained in the Memorandum or Articles of Association of the Company for the time being in force, unless the same shall have been previously submitted to and approved in writing by the Minister vested with such authority in Malaysia and the Director-General of Inland Revenue, Malaysia.
- (ii) No person shall be appointed as a Director of the Company unless his/her appointment has been approved by the Minister and the Director-General of Inland Revenue, Malaysia.

LIABILITIES OF MEMBER OF THE COMPANY

- 6. The liability of the members is limited.
- 7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding the sum of Ringgit Malaysia One Hundred (RM 100.00) only.
- 8. The provisions of the Third Schedule of the Companies Act, 1965 shall not apply and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of the Schedule.

WINDING UP OR DISSOLUTION

- 9. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the Company, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar or cognate to the Company on at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object and in either case as approved by the Director-General of Inland Revenue, Malaysia.

SUBSCRIBERS

We, the several persons whose names, addresses, descriptions are described hereto are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

Chin Choong Sang
I/C No. 1559265 (B)
305 Jalan RJ 1/7
70300 Rasah Jaya
Seremban Advocate & Solicitor

Dr. Tan Chong Tin
I/C No. 3079685 (B)
74 Jalan SS 22/22
47400 Petaling Jaya
Selangor Professor

Dated This 19th Day of July, 1993.

Witness to the above signatures:-

Chew Saw Eng PA (M),
CPA (M), FCPA (AUST.)
Public Accountant
Lot 828 8th Floor
Komplek Sun
Jalan Bukit Bintang
55100 Kuala Lumpur

THE COMPANIES ACT, 1965 MALAYSIA

A COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

----- CENTRE FOR MALAYSIAN CHINESE STUDIES -----

PRELIMINARY

1. The regulations continued in Table "A" in the Fourth Schedule to the Companies Act, 1965 shall not apply to the Company, but the following shall subject to repeal, addition and alteration as provided by the Act or these Articles be the regulations of the Company.
2. (a) In these Articles, if not inconsistent with the subject or context the words, standing in the First Column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the Second Column thereof.
 - The Act: The Companies Act, 1965 or any statutory modification, amendment or reenactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to any provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
 - These Articles: The Articles of the Company as originally framed or as altered from time to time by Special Resolution.
 - Member: Any person who subscribes to the doctrine and practices laid down by the Directors and who has been duly admitted to membership of the Company whose name shall have been entered in the Register of Members of the Company and who shall not have ceased to be a Member.
 - The Office: The Registered Office for the time being of the Company.
 - The Secretary: The Secretary of the Company including any person appointed to perform the duties of Secretary temporarily.
 - The Seal: The Common Seal of the Company.
- (b) Writing shall included printing and lithography and any other mode representing works in a visible form.
- (c) Words importing the singular number only shall include the plural number, and vice-versa.
- (d) Words importing the masculine gender only shall include the feminine and vive-versa.
- (e) When any provision of the Act is referred to the reference is to such provision as modified by any statue for the time being in force.
- (f) Unless the context otherwise requires expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding upon the company shall have the meanings so defined.

- (g) Subject as aforesaid any words or expressions in the Act shall except where the subject or context forbids bear the same meanings in these Articles.

BUSINESS

3. The Company may commence business soon after incorporation Provided That of the total fund accumulated on the first day of every calendar year, only twenty-five per centum (25%) of the said fund to be utilized for the aforesaid purpose. All revenues accrued thereon shall be channeled into the said fund for purpose of achieving the objects of the Company or practical works which are approved by the Director-General of Inland Revenue, Malaysia.

MEMBERS

4. There shall be three (3) classes of members of the Company, viz:
- (a) Ordinary Members: individuals or registered organisations
 - (b) Life Members: individuals or registered organisations
 - (c) Academic Members: only individual members can be academics members.

ADMISSION OF MEMBERS

5. (1) Any individual or registered organisation purported to be qualified to be a member shall signify by applying in writing in the prescribed form to the Honorary General Secretary of the Company his desire to become a member. Upon his admission by the Board and upon the payment of the requisite entrance fee and subscription the Honorary General Secretary shall cause his name to be recorded in the register of the Company and thereupon such individual or registered organisation shall become a member.
5. (2) Any academic or professional individual purported to be qualified to be an academic member shall signify by applying in writing in the prescribed form to the Honorary General Secretary of the Company his desire to become an academic member. Upon his admission by the Board and upon the payment of the requisite entrance fee and subscription the Honorary General Secretary shall cause his name to be recorded in the Register of the Company and thereupon such individual shall become an academic member.

ADMISSION FORM

6. The form of application to become a member shall be in such form as the Board may from time to time prescribe.

APPROVAL OF ADMISSION OF MEMBERS

7. No individual or registered organisation shall be admitted as an ordinary member, life member or academic member of the Company unless it is approved by the Board which shall have full discretion as to the admission of any individual or registered organisation to membership, and its decision shall be final and conclusive without having to assign any reason therefor. If an application for admission is not accepted by the Board, the entrance fee and subscription paid in advance according to Clause 9 hereof shall be refunded to the application concerned.

RIGHTS OR MEMBERS

8. All members are entitled to the following rights or privileges:
- (a) The rights of a member shall be personal and shall not be transferred and shall cease upon his death.
 - (b) Every member of The Company shall further the objects, interests and influence of the Company and shall observe these Articles and all rules, regulations and by-laws of the Company made pursuant to the power on that behalf hereinafter contained.
 - (c) To make proposals for the advancement and reform of the Company in all matters within the objects of the Company.
 - (d) To appoint a person or persons competent in such appointment under the Act as auditor or auditors at each annual general meeting of members for the ensuing year.

SUBSCRIPTION

9. (a) Ordinary Members
- (i) The entrance fee for individuals and registered organisations shall be RM50.00 and RM300.00 respectively and it shall be paid only once.
 - (ii) The annual subscription shall be RM50.00 for individuals and RM300.00 for Registered Organisations. The subscription is payable upon first admission and in January of the following years.
- (b) Life Members
- (i) Any individual who has once sponsored RM1000.00 or more shall be eligible to apply to be a life member.
 - (ii) Any registered organisation which has once sponsored RM3000.00 or more shall be eligible to apply to be a life member.
- (c) Academic Members
- (i) The entrance fee and annual subscription for academic members shall be both RM50/=.
 - (ii) The fees mentioned in Article 9(c) (i) hereof will be waived if he or she is a life member.

CESSATION / SUSPENSION OF MEMBERSHIP

10. The Board shall have the power to terminate/suspend the membership of any member, if (1) annual subscription of the member concerned remains unpaid for two years; (2) the member concerned has, in the opinion of the Board, not complied with the provisions of the Memorandum or Articles of the Company, or damaged the reputation or interests of the Company; or (3) the member concerned is declared bankrupt.

GENERAL MEETING

11. (a) A general meeting of the Company shall be held annually in compliance with statutory requirements.
- (b) All general meetings other than an Annual General Meeting shall be called Extraordinary General Meeting.
- (c) The Board of Directors may, whenever it thinks fit, and it shall, upon a requisition made in writing by sixty (60) or more members, convene an Extraordinary General Meeting.

- (d) Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Company.
- (e) Upon receipt of such requisition the Board of Directors shall forthwith proceed to convene a general meeting but if they do not proceed to convene the same within thirty (30) days from the date of the requisition, the requisitionists, Provided they represent not less than five per centum (5%) of the members of the Company may themselves convene a meeting.
- (f) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen (14) days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and hour of the meeting and in case of special business the general nature of that business shall be stated in the notice.

PROXY

- 12. Any Registered Organisation Member intending to attend and vote must appoint a proxy to attend and vote for it at general meetings. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

_____ of _____ being * a permanent * an ordinary member of CENTRE FOR MALAYSIAN CHINESE STUDIES And entitled to One (1) vote hereby appoint _____ of _____ or failing him _____ of _____ as its proxy to vote for it and or its behalf at the _____ General Meeting of the Company to be held on _____ day of _____ and at adjournment thereof.
The Seal of _____ is affixed this _____ day of _____ in the presence of :

* Delete if not applicable

_____ Witness _____ Witness

- (b) The instrument appointing a proxy must be deposited at the Office not less than two (2) days before the date appointed for holding the meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid.

PROCEEDINGS AT GENERAL MEETINGS

- 13. (a) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the ordinary reports of the Board of Directors and the Report of the Auditors, the election of members of the Board of Directors and appointment and remuneration of the Auditors, shall be deemed special.

- (b) No business shall be transacted at any general meeting unless a quorum of not less than thirty (30) members is present at the commencement of such meeting.
- (c) No business can be transacted at any general meetings called by requisitionists unless a quorum of not less than forty eight (48) members (consists of 80% of the requisitionists) is present at the commencement of such meetings.
- (d) If within half (1/2) an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half (1/2) an hour from the time appointed for holding the meeting, the members present shall be a quorum.
- (e) The Chairman of the Board of Directors or, in his absence the Deputy Chairman shall preside as Chairman at every general meeting of the Company.
- (f) If neither the Chairman nor the Deputy Chairman is present to chair a general meeting, the members present shall choose someone of their number to be Chairman of such meeting.
- (g) The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (h) At any general meeting, unless a poll is demanded by at least 48 members, a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact.
- (i) If a poll is demanded in manner aforesaid the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the resolution of the Company is general meeting, save that a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.
- (j) Every individual member shall have one (1) vote and no more. All votes shall be given personally. In the case of an equality of votes, the Chairman shall be entitled to a second or casting vote.

OFFICERS AND THE BOARD

- 14. (a) The affairs of the Company shall be managed by the Board of Directors. Unless otherwise determined by Members in General meeting, The First Members of the Board of Directors shall be Mr. Chin Choong Sang and Dr. Tan Chong Tin.
- (b) The Board of Directors shall consist of not more than thirty (30) members, which include:
 - Six (6) Ordinary and Life members
 - Six (6) Academic members
 - One (1) nominee each from the Federation of Chinese Associations Malaysia, the United Chinese School Committees' Association of Malaysia and the United Chinese School Teachers' Association of Malaysia being the promoters of the Company.
(The aforesaid directors are hereinafter collectively referred to as "the Elected Directors")
 - Fifteen (15) nominees, who are non-members and are either individuals or from legally registered organizations, to be appointed by the Elected Directors in the first meeting

after their election thereof.

(The aforesaid directors are hereinafter collectively referred to as "the Appointed Directors")

- The members of the Elected Directors shall, in the first meeting and from amongst their numbers, elect a Chairman, an Honorary General Secretary, and an Honorary Treasurer and the Elected Directors shall further appoint not exceeding fifteen (15) members as Directors to the Board.
- The posts of the Deputy Chairman, Vice-Chairman, Honorary Assistant General Secretary, and Honorary Assistant Treasurer shall then be elected from amongst the Elected Directors and the Appointed Directors and the remaining members shall be Directors.

RETIREMENT OF MEMBERS OF THE BOARD

15. (a) At the Second Annual General Meeting of the Company and biennially thereafter the members of the Board shall all retire at the conclusion of the relevant Annual General Meeting. The total number of Directors to be elected thereat shall not exceed the maximum as stated in Article 14 (b) hereof.
- (b) A retiring director is eligible for re-election if he is so nominated. The Chairman, Deputy Chairman, Honorary General Secretary and Honorary Treasurer shall be eligible for immediate re-election to the same office for three successive terms only.

MEETINGS OF THE BOARD

16. (a) The quorum of the Board meeting shall not be less than seven (7).
- (b) The Board of Directors shall have power to form and regulate functions of any sub-committee for any specific duty to co-opt any member to serve on any sub-committee.
- (c) The Executive Board of Directors shall consist of the Chairman, Deputy Chairman, Vice-Chairman, Honorary General Secretary and Honorary Assistant General Secretary, Honorary Treasurer, Honorary Assistant Treasurer, and one of the Directors from the Academic Members. The Executive Board of Directors shall meet at least once in every two months, the Chairman must send out the notice of the meeting informing the Executive Directors seven (7) days before the meeting.
- (d) The quorum of the meeting of the Executive Board of Directors shall not be less than five (5).
- (e) The Chairman of any meeting of the Board shall have an original vote and, in the case of an equality of votes, may exercise a second or casting vote.

DUTIES OF DIRECTORS

17. (a) The Chairman of the Board shall represent the Company in its dealings with external matters and chair all meetings of the Directors. The Chairman, Honorary General Secretary and Honorary Treasurer shall be responsible for signing cheques. Any two of them shall have the power to approve expenditure not more than RM10,000.00 expenditures exceeding RM10,000.00 must be approved by the Board. The Chairman shall have power to approve

expenditures not more than RM5,000.00.

- (b) The Deputy Chairman shall assist the Chairman in carrying out his duties and shall act for him in his absence.
- (c) The Vice-Chairman shall assist the Chairman in carrying out his duties and shall act for him in the absence of the Chairman and the Deputy Chairman.
- (d) The Honorary General Secretary shall be responsible for summoning all meetings and preparing minutes and keeping the minutes, handling daily affairs, endorsing all documents, receipts, bank cheques, keeping all documents concerning the Company and responsible for all correspondence with outside organizations. The Honorary General Secretary shall be responsible for submitting annual report of the Company to the Annual General Meeting. The Honorary General Secretary has the power to approve expenditure not exceeding RM3,000.00.
- (e) The Honorary Assistant General Secretary shall assist the Honorary General Secretary to deal with matters concerning the Company. The Honorary Assistant General Secretary shall execute the role of the Honorary General Secretary during the absence of the Honorary General Secretary.
- (f) The Honorary Treasurer shall be responsible for dealing with all the income and expenditure of the Company, endorsing all receipts and bank cheques. The Honorary Treasurer shall deposit therein monies received that exceed RM1,000.00 to the bank appointed by the Company on behalf of the Company.
- (g) The Honorary Assistant Treasurer shall assist the Honorary Treasurer in carrying out his duties and shall act in his place during his absence.
- (h) Other members of the Board shall carry out such duties as directed by the Board or the Chairman.

DISQUALIFICATION OF A DIRECTOR

18. The office of a Director of the Board shall be vacated if the said Director:
- (i) Holds any office of profit under the Company;
 - (ii) Is declared a bankrupt;
 - (iii) Becomes prohibited from being a director by reason of any order made under Section 130 or 304 of the Act;
 - (iv) Is found lunatic or becomes of unsound mind;
 - (v) Resigns his office by notice in writing to the Company;
 - (vi) Is specially interested in any issue considered by the Board and failed to declare the nature of his interest;
 - (vii) The member which he represents or which nominates him is de-registered, defunct or liquidated, or its membership of the Company suspended or otherwise ceases.

EXCLUSION OF DIRECTORS

19. (a) A Director shall cease to hold office if the organisation which he represents or which nominated him in writing informs the Board that the nomination of the said Director is withdrawn.

- (b) In the event that a Director contravenes the provisions of these Articles or Acts against the interests of the Company, the Board may by the majority of the Directors present and voting notify the organization which nominates the said Director that the said Director is no longer acceptable, and that the said Director shall cease to hold office.
- (c) Any vacancy created as aforesaid in this Article may be filled by the Board in the manner provided in Article 20 hereof.

CASUAL VACANCY ON THE BOARD

20. Subject to Article 14(b) hereof any vacancy or casual vacancy on the Board may be filled by the Board Provided that:
- (a) Any vacancy created by the nominee Director of the organizations must be filled by another nominee of that said organisation referred to under Clause 14(b) hereof.
 - (b) The Board shall have the power to appoint an academic member to fill up a vacancy created by an academic member Director.
 - (c) The Board shall have the power to appoint an ordinary or a life member to fill up a vacancy created by an ordinary or a life member Director.
 - (d) Any vacancy created by the Federation of Chinese Assembly Halls in Malaysia, the United Chinese School Committees' Association of Malaysia, or the United Chinese School Teachers' Association of Malaysia shall only be filled up by nominee from the above organisations.
 - (e) Any person so appointed to fill a vacancy shall hold office until the next relevant general meeting when all Directors shall retire.

ELECTION OF OFFICERS

21. The Board of Directors shall hold an election once every two years during the general meeting. Members of the Board shall form an Election Committee which comprises of five (5) members who shall deal with the provision, preparation and conduct of the election.

THE SECRETARY

22. (a) The Secretary shall in accordance with the Act be appointed by the Board on such terms, at such remuneration, and upon such conditions as it may think fit. Any Secretary so appointed may be removed by the Board.
- (b) The first secretary shall be Loong Sau Kin.

MINUTES TO BE MADE AND WHEN SIGNED BY CHAIRMAN TO BE CONCLUSIVE

23. The Board shall cause proper minutes to be made of all meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of the Board, and of the attendance thereat, and all business transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

COMMON SEAL

24. The Seal of the Company shall be placed in the safe custody of the Honorary General Secretary and shall not be affixed to any instrument except by the authority of a resolution of the Board.

ACCOUNTS

25. The Board shall cause proper books of account to be kept in respect of:
 - (a) All sums of money received and expended by the Company and the matters in respect of which receipt and expenditure take place;
 - (b) All sales and purchases by the Company; and
 - (c) The assets and liabilities of the Company.
26. The books of account shall be kept at the registered office of the Company or at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Board.
27. The Board shall, from time to time in accordance with the Act, cause to be prepared and to be laid before the Company in the annual general meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act Provided That:
 - (a) the Annual Financial Report of the Company shall first be audited by a qualified auditor and a copy of the said Annual Financial Report shall then be submitted to the Director-General of Inland Revenue, Malaysia upon approval of the Annual General Meeting;
 - (b) the Company shall utilize at least seventy per centum (70%) of its revenues and donations received (or such per centum as may be approved by the Director-General of Inland Revenue, Malaysia) in order to carry out its activities to achieve the objects of the Company.

AUDITORS

28. Auditors shall be appointed and their duties regulated in accordance with Section 9 and 174 of the Act.

INDEMNITY

29. Every member of the Board or officer of the Company or any person employed by the Company as auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such member of the Board or officer of the Company or auditor in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which default breach of duty or breach of trust.

NOTICES

30. A notice or any other document may be served upon any member of the Company either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members.

AMENDMENTS TO THE CONSTITUTION

31. (a) Adding on, deletion or amendment to the Constitution of the Company would only be effective if it is accepted by the Annual General Meeting.
- (b) The motion of the Constitution amendments would only be effective if it is passed by two third of the participants of the Annual General Meeting or Extraordinary General Meeting.

INTERPRETATIONS OF RULES OF CONSTITUTION

32. In case of any query or dispute as to the interpretation of any provision of the Rules of this Constitution, the Board of Directors has the right to make interpretations. The interpretations and meaning determined by the Board of Directors shall be final and conclusive and it can only be overruled by the Annual General Meeting.

DISSOLUTION

33. The Company shall be wound up voluntarily whenever a special resolution is passed requiring the Company to be so wound. Clause 9 of the Memorandum of Association of the Company shall have effect as if the provisions thereof were repeated herein.

Names, Addresses and Descriptions of Subscribers

Chin Choong Sang
I/C No. 1559265 (B)
305 Jalan RJ 1/7
70300 Rasah Jaya
Seremban
Advocate & Solicitor

Dr. Tan Chong Tin
I/C No. 3079685 (B)
74 Jalan SS 22/22
47400 Petaling Jaya
Selangor
Professor

Dated this 19th day of July, 1993.

Witness to the above signatures:

Chew Saw Eng PA (M),
CPA (M), FCPA (AUST.)
Public Accountant
Lot 828 8th Floor
Komplek Sun
Jalan Bukit Bintang
55100 Kuala Lumpur