

**THE COMPANIES ACT 2016**

\*\*\*\*\*

**COMPANY LIMITED BY GUARANTEE  
MALAYSIA**

\*\*\*\*\*

**CONSTITUTION  
OF**

**THE ACADEMY OF RISK MANAGEMENT  
MALAYSIA BERHAD  
[REGISTRATION NO. 201901031206 (1340536-T)]**

**Incorporated on 30 August 2019**



AKTA SYARIKAT 2016

[Seksyen 15]

No. Syarikat – MyCoID

1340536	T
---------	---

**NOTIS PERAKUAN PEMERBADANAN SYARIKAT AWAM**

Dengan ini diperakui bahawa

**THE ACADEMY OF RISK MANAGEMENT MALAYSIA BERHAD**

telah diperbadankan di bawah Akta Syarikat 2016, pada dan mulai dari 30 haribulan Ogos 2019, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Pendaftar Syarikat Malaysia

Notis ini dicetak oleh komputer, oleh itu tidak perlu ditandatangani

UserID : bnorain Date : 30/08/2019 09:31:11 AM

# THE COMPANIES ACT 2016

## COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

### CONSTITUTION OF THE ACADEMY OF RISK MANAGEMENT MALAYSIA BERHAD

#### Preliminary

#### NAME OF THE COMPANY

1. The name of the company is THE ACADEMY OF RISK MANAGEMENT MALAYSIA BERHAD (hereinafter referred to as ARiMM)

#### REGISTERED OFFICE

2. The registered office of the Company will be situated in Malaysia.

#### PART A

#### DEFINITIONS AND INTERPRETATION

3. In this Constitution: -

“ARiMM”	means The Academy of Risk Management Malaysia Berhad
“Board”	means the Board of Directors hereby set up for the management of the affairs of ARiMM
“Member”	means the subscriber to the Constitution and any new member admitted as a member in accordance with <b>Clause 2</b> of Part 2 of this Constitution
“Act”	means the Companies Act 2016 or any statutory modification or amendment thereof for the time being
“Secretary”	means any person who is a holder of a secretary licence or a member of a prescribed body appointed to perform the duties of the secretary of ARiMM

Unless context otherwise requires, words or expressions contain in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on ARiMM.

**OBJECTS, POWERS AND NATURE OF THE COMPANY**

4. The objects for which the Company is established are: -
  - (a) To promote and further the interest of, and advancement of the profession of risk management;
  - (b) To provide technical and ethical excellence in risk management profession through professional educational opportunities, research and development; and continuing professional development (CPD) activities in ensuring professional standard of practices.
  - (c) To provide opportunities for members to network with other like-minded people to develop themselves as professionals, to share knowledge and experience.
  
5. The powers of the company under the objects clause shall be limited to the powers set out below: -
  - (a) To receive any gift whether moveable or pecuniary and whether or not subject to any trust for anyone or more of the objects of ARiMM;
  - (b) To take such steps by personal appeals only as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of ARiMM in the form of donations, grants, loans, legacy, subscriptions or otherwise.
  - (c) To purchase, take on lease or otherwise acquire for the purposes of ARiMM and hold any estates, lands, buildings, easements or other interest in movable or immovable property which may be deemed necessary or convenient for any of the purpose of ARiMM PROVIDED that ARiMM shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with responsibility for companies.
  - (d) To construct, maintain and alter any houses, building or works necessary or convenient for the purpose of ARiMM.
  - (e) To let on lease or on hire the whole or any part of the movable property of ARiMM on such tenure as the Board shall determine.
  - (f) To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices, workshop, mills, plants, machinery and other things found necessary or convenient for the purpose of ARiMM
  - (g) To purchase, acquire, hold, sell and deal in shares, stocks, debentures stocks, bonds, obligations, and securities issued or guaranteed by Malaysian Government, State Government or public body or authority.
  - (h) To sell, dispose of, or transfer any property and undertaking of the Academy or any part thereof, for any consideration which ARiMM may see fit to accept.
  - (i) To accept stock or share, mortgage debentures of other securities of any

company in payment or payment for any services rendered for any sale made to or debt owing from any such company.

- (j) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instruments.
- (k) To invest in Malaysia the money of ARiMM not immediately require in such manner as from time to time may be determined, PROVIDED that ARiMM shall not invest or incorporate any subsidiary company.
- (l) To engage and appoint and pay such officers, clerks, agents, servants or person to perform such duties or services for the proper administration and management of ARiMM and to remove and suspend the same.
- (m) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of ARiMM and to remunerate any person or person for services rendered thereof in case or in any other manner allowed by law.
- (n) To borrow and raise money in such manner as ARiMM may think fit.
- (o) To do all or any of the matters hereby authorized in any part of Malaysia either alone or in conjunction with, or as trustees or agents, for any company association or person, and by or through trustees or agents.
- (p) Generally, to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of the powers of ARiMM:

**PROVIDED that:**

ARiMM shall not support with its funds any political organization or society or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which, if any were included in the objects of the Company would make it a Trade Union within the meaning of the Trade Union Act 1959.

- 6. There shall be a Board of directors for the management of the affairs of ARiMM.
- 7. The profits, income and property of ARiMM howsoever derived shall be applied solely towards the promotion of the objects of ARiMM as set forth in this Constitution 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 ARiMM PROVIDED that nothing herein shall prevent the payment, in good faith of:
  - (a) allowance or remuneration to any officer or servant of ARiMM in return for any professional services rendered to ARiMM.
  - (b) nor prevent the payment of interest at the current bank rate on any loan advanced by members of ARiMM.

- (c) to promote the object thereof or reasonable and proper rent for promises demised or let by any member of ARiMM.
8. No addition, alteration or amendment shall be made to or in provisions contained in the Constitution for the time being enforce unless that same shall have been previously submitted to and approved by the Registrar of Companies.
  9. No person shall be appointed as director of the Board of ARiMM unless his appointment has been approved by the Registrar of Companies.
  10. ARiMM is not allowed to solicit donation from the public without the approval of Registrar of Companies.
  11. The Board and the members of ARiMM shall always ensure that ARiMM or the fund of ARiMM is not being used for any form of political activity or for unlawful purpose prejudicial to or incompatible with peace, welfare, security, public order, good order or morality in Malaysia or for any purpose prejudicial to national security or public interest.
  12. ARiMM shall apply at least seventy-five per centum (75 %) of all income and donations received or whatever percentage approved by the Director General of Inland Revenue for non-commercial purpose and solely towards the promotion of the objects of ARiMM as set forth in this Constitution.
  13. The liability of the members ARiMM is limited.
  14. If upon the winding up or dissolution of ARiMM there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of ARiMM, but shall be given or transferred to some other institution or institutions or organisation having objects similar to the objects of ARiMM and having been approved by the Director-General of Inland Revenue, Malaysia at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, to some other Funds of similar organisation or some charitable object approved by the Director-General of Inland Revenue, Malaysia.
  15. Every member of ARiMM undertakes to contribute to the assets of ARiMM in the event of ARiMM being wound up during the time that he is a member of within one year after he ceased to be a member for payment of debts and liabilities of ARiMM contracted before he and for the adjustment, of rights of the contributories amongst themselves, such amount as may be required not exceeding Ringgit Malaysia Ten (RM 10.00).
  16. True accounts shall be kept of the sums of money received and expended by ARiMM and the matter in respect of with such receipt, and expenditure takes place, and of the property, credits and liabilities of ARiMM and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of ARiMM for the time being, shall be open for the inspection of the members. Once at least in every calendar year the accounts of ARiMM shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditors.

**PART B**

**MEMBERSHIP OF THE COMPANY**

17. The number of members to which ARiMM proposes to be registered is not less than two (2) and not more than five thousand (5000) but the Academy may from time to time register an increase or reduction in the number of members.
18. The members of the association shall be the subscribers to the Constitution and such other persons who shall be admitted to membership in accordance with the Constitution and shall be entered in the Registrar of Members accordingly and he shall be a member thereof. [The fellow members hereinafter mentioned shall also be deemed to be members of ARiMM].
19. Memberships of ARiMM shall comprise the following categories:

<b>Type of Member</b>	<b>Description</b>
Professional Member	Individual professional members that have achieved the following designations: <ul style="list-style-type: none"> <li>• Associate Member</li> <li>• Certified Member</li> <li>• Fellow Member</li> </ul>
Affiliate Member	Persons who are engaged in fields related to risk management or have such interests but who do not qualify for membership under “Professional Member”.
Honorary Member	Honorary Fellow Member <ul style="list-style-type: none"> <li>• Persons by virtue of their esteemed position and standing in public or business life would enhance the stature of ARiMM; or</li> <li>• Have, in the opinion of the Board of ARiMM rendered exceptional service to ARiMM or the risk management profession.</li> </ul>
Student Member	Any student pursuing tertiary education

20. No person shall be admitted to membership unless he shall first have submitted to ARiMM an application for membership [accompanied by any prescribed entre free and subscription]. Every application for membership shall be in writing containing such particulars as the Board may from time to time prescribed. Admission to membership of any person who makes application to ARiMM shall be at the sole discretion of the Board and the Board may reject any application for membership without assigning any reason thereof.

21. The Board may admit Honorary fellow membership of ARiMM, persons distinguished and have provided exceptional services to ARiMM or the risk management profession.

**ENTRIES IN THE REGISTER OF MEMBERS**

22. The Secretary shall cause to be entered the name and address of each member in the Register of Members upon his admission to membership.

**ENTRY FEES AND SUBSCRIPTION**

23. The payment of entry fees and annual subscriptions by members shall be of such amount and payable on such dates in such manner as the Board may from time to time prescribe.
24. The subscription payable under this Constitution may be commuted by the payment at any one time of:-

<b>Type of Members</b>	<b>Subscription Fee (RM)</b>
Honorary Member	Nil
Fellow Member	300.00
Certified Member	300.00
Associate member	100.00
Affiliate Member	100.00
Student Member	10.00

**CESSATION OF MEMBERSHIP**

25. A member shall cease to be a member of ARiMM and his name shall be removed from the Registrar of Members in any one of the following events:-
- (a) in the event of death;
  - (b) if he by notice in writing to the Academy resigns his membership;
  - (c) if he becomes of unsound mind;
  - (d) if he is convicted or indicated of any criminal offences;
  - (e) if being a corporate body it is dissolved or wound up;
  - (f) if being a corporate body it ceases to carry on activity for more than six (6) months; or
  - (g) If he shall be adjudged bankrupt or make any composition or arrangement with his creditors.

26. The decision of the Board to whether any member, has come within the provision of this Constitution shall be final and binding on any such member.

**EXPULSION**



27. Majority of members present and voting at an annual or extraordinary general meeting may by resolution expel any member whose conduct in their opinion renders him unfit to be a member of ARiMM. Any such person shall as from the passing of such resolution cease to be a member of the Academy and shall not be eligible for re-election or readmission.

### **GENERAL MEETING**

28. ARiMM shall hold once every year a general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one general meeting and that of the next. Provided that so long as ARiMM hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of incorporation or in the following year. The Annual General Meeting shall be held at such time as the Board shall appoint.
29. All general meeting other than Annual General Meetings shall be called extraordinary general meetings.
30. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions.

### **NOTICE OF GENERAL MEETING**

31. An Annual General Meeting, a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least, and a meeting of ARiMM other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the persons as are under the Constitution of ARiMM, entitled to receive such notices from ARiMM:

Provided that a meeting of ARiMM shall, notwithstanding that it is called by shorter notice than specified in this Constitution, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being majority together representing not less than ninety-five per centum of the total voting rights at that meeting of all members.
32. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **USING TECHNOLOGY TO HOLD MEETINGS**

33. Subject to the Act, ARiMM may hold a general meeting at more than one venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the meeting. The main meeting venue shall, subject to the Act, be in Malaysia and the chairperson shall be present at the main venue of the meeting.
34. Anyone using this technology is taken to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

### **PROCEEDINGS AT GENERAL MEETING**

35. All business shall be special that is transacted at an extraordinary general meeting, and also that is transacted at an Annual General Meeting, with the exception of the consideration of the audited financial statements and the report of the members of the Board and auditors, the election of members of the Board in place of those retiring, the appointment and the fixing of the fee of directors and the appointment of, and fixing of the remuneration of, the auditors.
36. No business shall be transacted at any general meeting unless quorum of members is present at the time when the meeting proceeds to business; save as hereinafter provided, twenty (20) members present in person shall be a quorum. No members shall be entitled to vote unless all moneys/subscriptions presently payable by him to ARiMM have been paid.
37. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be quorum.
38. The chairman of the Board shall preside as chairman at every general meeting of ARiMM or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or the meeting or unwilling to act the members of ARiMM present shall elect one of their members to be chairman of the meeting.
39. If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding of the meeting, the member present shall choose one of their members to be chairman of the meeting.
40. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting.

41. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -
- (a) by the Chairman; or
  - (b) by at least five (5) members present in person or by proxy;

Unless a poll be so demanded a declaration by the chairman that resolution has on a show of hands been passed unanimously, or by a particular majority, or is lost and an entry to that effect in the book containing the minutes of the proceedings of ARiMM shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

42. In the case of equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
43. A poll is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
44. A resolution of the members must be passed subject to the requirement of the Act.

#### **VOTES OF MEMBERS**

45. Professional members have the exclusive right to vote during general meetings. Other members are only allowed to attend any general meetings but are not entitled to vote.
46. No member shall be entitled to vote at any general meeting unless all moneys/subscriptions presently payable by him to ARiMM have been paid.
47. On a poll vote may be given either personally or by proxy.
48. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing.
49. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits: -

Academy

[I/we] ..... of ....., being a member of the above-named Academy, hereby appoint ..... of ..... Or failing him ..... of ....., as my [/our] proxy to vote for me [/us] on my [/our] behalf at annual [extraordinary] general meeting of the said Academy to be held on the ..... day of ..... 20...., and at any adjournment thereof.

[Signatures]

50. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
51. A vote is given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity revocation of aforesaid shall have been received by ARiMM at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
52. The business of ARiMM shall be managed by a Board. The Board shall consist of not less than five (5) members and not more than nine (9) members.
53. The Board may at its discretion, appoint up to a maximum of two (2) independent directors to the Board.
54. The founder of ARiMM, Malaysian Association of Risk and Insurance Management' Executive Committee (MARIM EXCO) shall take up four (4) seats to the Board.
55. Members of ARiMM will elect the members of the Board who will then subsequently elect the Chairman of the Board.
56. The Chairman is allowed to hold office for a maximum of three (3) years consecutively.
57. Members of the Board are allowed to hold office for a maximum of six (6) consecutive years and a cooling period of one (1) year is required before a re- election.
58. The first members of the Board upon incorporation and prior to the first Annual General Meeting (AGM) shall be: -
  - (a) Anuar Bin Abd Shukur (NRIC No: 631116-10-7477)
  - (b) Arpah Binti Abu Bakar (NRIC No: 730726-02-596)
  - (c) Zalina Binti Jaflus (NRIC No: 610905-10-6300)
59. At the first AGM all members of the Board shall retire and may choose to stand for re-election.

60. Members of the Board shall be paid all traveling, hotel and other reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or the general meetings of ARiMM.

### **BORROWING POWERS**

61. The Board may exercise all the powers of ARiMM to borrow money, and to mortgage or change its undertaking and property, or any part thereof, and to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the Academy.

### **POWERS AND DUTIES OF THE BOARD**

62. The business of ARiMM shall be managed by ARiMM who may pay all the expenses incurred in promoting and registering ARiMM, and may exercise all such powers of ARiMM as are not, by the Act or this Constitution, required to be exercised by ARiMM in a general meeting, subject nevertheless to the provisions of the Act or this Constitution and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by ARiMM in general meeting; but no regulation made by the validation of any of any prior act of the Board which would have been valid if that regulation had not been made.
63. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by The Board, to be the attorney or attorneys of ARiMM for such purpose and such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.
64. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to ARiMM shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

### **MINUTES OF MEETING**

65. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointment of officers made by the Board;
  - (b) the names of all the members of the Board present at each meeting of the Board and of any committee of the Board;
  - (c) of all resolutions and proceedings at all meetings of ARiMM and of the Board and of any committee of the Board and every member of the Board present at any meeting of the Board or committee of the Board shall sign his name in a book to be kept for that purpose.

**DISQUALIFICATION OF MEMBERS OF THE BOARD**

66. The office of the members of the Board shall be vacated if the member of the Board: -
- (a) Without the consent of ARiMM in general meeting holds any office of profit under ARiMM; or
  - (b) becomes bankrupt or makes any arrangement or compromise with his creditors generally; or
  - (c) becomes prohibited or disqualified from being a member of the Board under any provisions of the Act; or
  - (d) becomes unsound of mind; or
  - (e) resign from his office by notice in writing to ARiMM; or
  - (f) is removed by ordinary resolution of ARiMM; or
  - (g) is absent for more than six (6) months without permission of the Board from meetings of the Board held during that period; or
  - (h) is directly or indirectly interested in any contract with ARiMM and fails to declare the nature of his interest in the manner required by the Act; or
  - (i) dies.
67. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

**ROTATION OF MEMBERS OF THE BOARD**

68. At the Annual General Meeting in every year subsequent to that in which the first Annual General Meeting is held one-third of the Board for the time being shall retire from office.
69. The directors of the Board to retire every year shall be those who have been longest in office since the directors' last election, but as between persons who became directors on the same day, the directors to retire shall be determined by lot, unless the otherwise agreed among themselves.
70. A retiring director shall be eligible for re-election.
71. ARiMM may appoint any person who is not disqualified under the Act to fill the vacancy at the annual general meeting at which a director so retires, and if no appointment was made to fill the vacancy the retiring director shall, if he offers himself for re-election, be deemed to have been re-elected, unless
- a) at that meeting, ARiMM expressly resolved not to fill the vacated office; or
  - b) a resolution for the re-election of the director is put to the meeting and lost.

72. No other person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of the Board unless, not less than five and not more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of ARiMM notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. Notwithstanding the above, a member other than retiring member of the Board shall vacate his office if his election as member of the Board is not approved by the Minister charged with the responsibilities of companies.
73. The Board may from time to time by ordinary resolution increase or reduce the number of members of the Board and may also determine in what rotation the increased or reduced number is to go out of office.
74. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board either to fill a casual vacancy or as an addition to the existing Board but so that the number of members of the Board shall not at any time exceed the number fixed in accordance with this Constitution. Any member of the Board so appointed shall hold office only until the next following annual general meeting, and then shall be eligible for election, but shall not be taken into account in determining the Board who are to retire by rotation at such meeting.
75. ARiMM may by ordinary resolution, of which special notice has been given in accordance with Section 206 of the Act remove any member of the Board before the expiration of this period of office notwithstanding anything in this Constitution or in any agreement between the Board and such member of the Board.
76. ARiMM may by ordinary resolution appoint another person in place of a member of the Board removed from office under Clause 56. Without prejudice to the powers of the Board under Clause 55 hereof, ARiMM in the general meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board.

#### **PROCEEDINGS OF THE BOARD**

77. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Question arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A member of the Board may and the secretary on the requisition of a member of the Board shall at any time summon a meeting of the Council.
78. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be five (5).
79. The continuing members of the Board may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing members or member of the Board may act for the purpose of increasing the number of members to that number or of summoning a general meeting of the Board but for no other purpose.

80. The Board may elect a chairman of their meetings and determine the period for which he is to hold office but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the member of the Board present may choose of their number to be chairman of the meeting.
81. The Board may from time-to-time delegate any of their powers to committees consisting of such member or members of its body as Board thinks fit and any committee so formed shall in the exercise of the powers so delegated conform to any terms or conditions that may be imposed on it by the Board, provided that such powers is not exceeding those vested in or exercisable by the Board under this Constitution.
82. The committee may elect a chairman of its meeting, if no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairperson of the meeting.
83. A committee may meet and adjourn as it thinks proper. Question arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
84. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
85. A resolution in writing, signed by all the members of the Board, for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board, duly convened and held.

#### **SECRETARY**

86. The secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The first secretary of ARiMM shall be Mr Satvinder Singh Gill (NRIC No. 690220-08-6397) (Licence: MIA 22130).
87. A provision of the Act or in this Constitution requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as, or in place of, the secretary.

#### **THE SEAL**

88. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by one of the directors of the Board and shall not be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.



### **ACCOUNTS**

89. The Board shall cause proper books of accounts to be kept with respect: -
- (a) all sums of money received and expended by ARiMM and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by ARiMM; and
  - (c) the assets and liabilities of ARiMM.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of ARiMM affairs and to explain its transaction.

90. The books of accounts shall be kept at the registered office of ARiMM or subject to Section 245(4) of the Act, at such other place or places as the Board think fit and shall always be open for inspection by the directors.
91. The Board shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of ARiMM or any of them shall be open to inspection of members not being Directors of the Board.
92. The Board shall from time to time determine to what extent and at what time and place and under what conditions or regulations the accounts and books of ARiMM or any of them shall be open to inspection of members not being Directors of the Board.
93. The Board shall from time to time in accordance with the requirement of the Act cause to be prepared and to be laid before ARiMM in general meeting such profit and loss accounts, balance sheets and any reports as are referred to in the Act.
94. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before ARiMM in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, ARiMM.

### **AUDIT**

95. Auditors shall be appointed and their duties are regulated in accordance with Section 266 of the Act.

### **NOTICE**

96. Any notice may be given by ARiMM to any member either personally or by sending him or to his registered address or the address, if any, within Malaysia supplied by him to ARiMM for giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice in the ordinary course of post.

97. Notices of every general meeting shall be given in any manner hereinafter authorised to:
- 
- (a) Every member except those members who have not supplied to ARiMM an address within Malaysia for the giving of notices to them; and
  - (b) The auditors for the time being of ARiMM.

No other person shall be entitled to receive notices of general meetings.

#### **INDEMNITY**

98. Subject to the provision of and so far as may be permitted by the Act, every director of the Board, auditor or other officer of ARiMM shall be entitled to be indemnified by ARiMM against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

We, the several persons whose names and addresses are subscribed hereunder being subscribed hereby agree with the foregoing Constitution.

---

(a) Name: Anuar Bin Abd Shukur

Address: Lot 1653, Jalan Saujana Sungai Ramal Dalam, 43000 Kajang Selangor

Position: Board of Director

Signature:



(b) Name: Zalina Binti Jaflus

Address: 49, Jalan Tanjung 4, Bukit Sentosa, 43800 Rawang, Selangor.

Position: Board of Director

Signature:



---

Latest amended on 25 March 2021

Witness to the above signatures:

Name : NURULHIDAYAH BINTI ZAIDI

Position : Secretariat

Lodged by:

Name : SATVINDER SINGH GILL

Prescribed body : Malaysian Institution of Accountants (MIA)

License/ Membership No : MIA22130

Address : Unit 805, 8th Floor, Block F,  
Pusat Dagangan Phileo Damansara 1,  
Jalan 16/11, Off Jalan Damansara,  
46350 Petaling Jaya.

Phone No. : 0322847170

Email : satvinder@sat-s.com.my