

Company No. 199101011756 (222068-H)

THE COMPANIES ACT 2016
MALAYSIA

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

BELGIUM-LUXEMBOURG CHAMBER (BELUXCHAM)

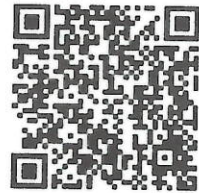
(Company No. 199101011756 (222068-H))

(Incorporating all amendments up to 25th day of July, 2022)

Incorporated on the 30th day of July, 1991



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA
(Agensi di bawah KPDNHEP)



COMPANIES ACT 2016

(ACT 777)

**CERTIFICATE OF INCORPORATION ON CHANGE OF
NAME OF COMPANY**

This is to certify that

**MALAYSIA-BELGIUM-LUXEMBOURG BUSINESS
COUNCIL
199101011756 (222068-H)**

which was, on the 30th day of July 1991, incorporated under the Companies Act 1965, as a public company, on the 26th day of April 2021, changed its name to:

BELGIUM-LUXEMBOURG CHAMBER (BELUXCHAM)

and that the company is a public company, and is a company limited by guarantee.

Dated at KUALA LUMPUR this 26th day of April 2021.

**NOR AZIMAH BINTI ABDUL AZIZ
REGISTRAR OF COMPANIES
MALAYSIA**

A copy or extract issued pursuant to section 601(2).

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PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

222068	H
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

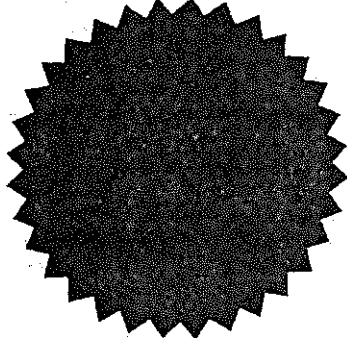
MALAYSIA-BELGIUM BUSINESS COUNCIL


yang telah diperbadankan di bawah Akta Syarikat 1965, pada
30 haribulan Julai 1991, sebagai sebuah syarikat
Awam, pada 02 haribulan Oktober 2000,
telah menukar namanya kepada

MALAYSIA-BELGIUM-LUXEMBOURG BUSINESS COUNCIL

dan bahawa syarikat ini adalah sebuah syarikat Awam
dan adalah sebuah syarikat berhad menurut Jaminan

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 02 haribulan Oktober, 2000.




ANUAR BIN SHAMAD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 8

AKTA SYARIKAT 1965

[Seksyen 16 (4)]

No. Syarikat

222068	H
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PERAKUAN PEMERBADANAN SYARIKAT AWAM

Ini adalah untuk memperakui bahawa

MALAYSIA-BELGIUM BUSINESS COUNCIL

telah diperbadankan di bawah Akta Syarikat 1965, pada dan
mulai dari 30 haribulan Julai, 19 91, dan bahawa
syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 30 haribulan Julai, 19 91..

(RAJA HABIBAH BT. RAJA SAIDIN)
Penolong Pendaftar Syarikat
Malaysia




MENTERI PERDAGANGAN DALAM NEGERI
DAN HAL EHWAL PENGGUNA MALAYSIA

AKTA SYARIKAT 1965

PERSETUJUAN DI BAWAH SEKSYEN 22(1)

Menurut Seksyen 22(1), Akta Syarikat 1965,
saya Dato' Haji Abu Hassan bin Haji Omar,
Menteri Perdagangan Dalam Negeri dan Hal Ehwai
Pengguna Malaysia, dengan ini memberi
persetujuan saya untuk sebuah syarikat yang
akan dipemerbadankan iaitu MALAYSIA BELGIUM
BUSINESS COUNCIL menggunakan perkataan
"COUNCIL" di dalam namanya.

Bertarikh: 28th. Jun, 1991.


(DATO' HAJI ABU HASSAN BIN HAJI OMAR)
Menteri Perdagangan Dalam Negeri
dan Hal Ehwai Pengguna Malaysia



MENTERI PERDAGANGAN DALAM NEGERI
DAN HAL EHWAL PENGGUNA MALAYSIA

BORANG 15
AKTA SYARIKAT 1965

LESEN DI BAWAH SEKSYEN 24(1)

Bahawasanya telah dibuktikan dengan puashati saya:

- (a) bahawa suatu syarikat bernama MALAYSIA BELGIUM BUSINESS COUNCIL (kemudian daripada ini disebut sebagai "THE COUNCIL" tersebut) hendak ditubuhkan sebagai suatu syarikat berhad bagi menganjurkan tujuan-tujuan khairat atau berguna yang dinyatakan dalam Tatawujud Persatuan "YAYASAN" tersebut;
- (b) bahawa "THE COUNCIL" tersebut bercadang hendak menggunakan semua keuntungannya dan lain-lain pendapatan untuk menganjurkan tujuan-tujuan khairat dan berguna yang tersebut itu;
- (c) bahawa "THE COUNCIL" tersebut adalah dilarang oleh Perlembagaannya dari membayar apa-apa dividen kepada ahli-ahlinya.

Maka dalam ini saya, Dato' Haji Abu Hassan bin Haji Omar, Menteri Perdagangan Dalam Negeri dan Hal Ehwai Pengguna Malaysia, dengan ini mengarahkan, menurut kuasa-kuasa yang diberi kepada saya oleh Seksyen 24(1), Akta Syarikat 1965, bahawa "THE COUNCIL" tersebut didaftarkan sebagai suatu syarikat dengan tanggungan berhad tanpa perkataan 'BERHAD' kepada namanya.

Bertarikh:

28th Jun, 1991.

(DATO' HAJI ABU HASSAN BIN HAJI OMAR)
Menteri Perdagangan Dalam Negeri
dan Hal Ehwai Pengguna Malaysia

THE COMPANIES ACT, 1965

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

**MEMORANDUM OF ASSOCIATION
OF
BELGIUM-LUXEMBOURG CHAMBER (BELUXCHAM)**

1. The name of the company is BELGIUM-LUXEMBOURG CHAMBER (BELUXCHAM) (hereinafter called 'the Council').
2. The registered office of the Council will be situated in Malaysia.
3. The object for which the Council is established shall be to provide a forum for discussing and exchanging views on business conditions and issues, both domestic and international, affecting Malaysian, Belgian or Luxembourg corporations and personnel. In furtherance of this object, and without limiting the generality of such object, the Council shall be empowered in accordance with the law for the time being in force:—
 - (a) To represent the various and several views of the membership in advising on and responding to domestic and international business conditions and to keep the membership informed of these conditions.
 - (b) To promote and foster bilateral trade, commerce, industry, services and investment between Malaysia, Belgium or Luxembourg, fostering for this purpose friendly relations, mutual understanding and closer economic cooperation between the three countries to contribute towards the advancement of both the Malaysian , Belgian or Luxembourg economy.
 - (c) To maintain and improve the close trading, commercial and other links between Malaysia, Belgium or Luxembourg.
 - (d) To provide information and assistance to Malaysian corporations seeking to do business in Belgium or Luxembourg and Belgian or Luxembourg firms interested in doing business in Malaysia.
 - (e) To promote, foster, support, represent and protect the interests of the members of the Council.
 - (f) To liaise and cooperate with the competent Malaysian authorities and to make representations as and when necessary.
 - (g) To consider issues affecting Malaysian/Belgian/Luxembourg economic and commercial activities.
 - (h) To promote good relationships between visitors to Malaysia with interests relevant to the Council and members of the Council.
 - (i) To purchase, take on lease or otherwise acquire for the purposes of the Council and to hold any estates, lands, buildings, easements or other interests in immovable property, and any movable property or interests in movable property; and to sell and let on lease or otherwise dispose of or grant rights over any movable or immovable property belonging to the Council provided always that the Council shall not acquire, purchase, sell, charge or dispose of any land without the licence of the Minister charged with the responsibilities of companies.

- (j) To let on lease or on hire the whole or any part of the movable or immovable property of the Council on such terms as the Board shall determine.
- (k) To sell, dispose of, or transfer any property and undertaking of the Council or any part thereof, for any consideration which the Council may see fit to accept. Provided that the Council shall not develop or turn into account any interest in such properties for commercial purpose.
- (l) To invest in Malaysia the monies of the Council not immediately required in such manner as from time to time may be determined, provided that the Council shall not trade or engage in any form of business.
- (m) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Council and to remunerate any person or persons for services rendered in the promotion and establishment of the Council by payment in cash or in any other manner allowed by law.
- (n) To borrow and raise money in such manner as the Council may think fit.
- (o) To undertake and execute any trusts which may lawfully be undertaken by the Council and may be conducive to its objects.

Provided always that the Council shall not support with its funds any political organizations or institutions or missions for whose maintenance any Government or municipal or other authority is liable by law or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Council would make it a trade union, within the meaning of the Trade Union Ordinance for the time being in force.

The powers set forth in the Third Schedule to the Companies Act, 1965 shall not apply to the Council and the foregoing provisions of this paragraph shall be read and construed without reference to the powers of that Schedule unless expressly included in the memorandum or articles with the approval in writing of the Minister charged with the responsibilities of companies.

4. The income and property of the Council whensoever derived shall be applied solely towards the promotion of the objects of the Council 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 Council. Provided that nothing shall prevent the payment, in good faith, of remuneration to any officer or servant of the Council to any member of the Council in return for professional services actually rendered to the Council nor prevent the payment of interest at the current bank rate or on money lent or reasonable and proper rent for premises demised or let by any member to the Council, so that no member of the Board Council or any office of the Council paid by fees, and that no remuneration or other benefit in money's worth shall be given by the Council to any member of the Board except repayment of out-of-pocket expenses.

5. No addition, alteration or amendment shall be made to or in the provision contained in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister charged with the responsibilities for companies.'

6. The fifth and sixth paragraphs of this Memorandum are conditions on which a licence is granted by the Minister to the Council under Section 24 of the Companies Act, 1965.

7. The liability of the members is limited.

8. Every member of the Council undertakes to contribute to the assets of the Council in the event of the same being wound up while he is a Member, or within one year afterwards for payment of the debts and liabilities of the Council contracted before he ceases to be a member and of the costs and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding RM100.00.

9. If upon the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of the Council, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Council to be determined by the members of the Council at or before the time of dissolution and in default thereof by a Judge of the High Court of Malaysia.

10. True accounts shall be kept of the sums of money received and expended by the Council, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Council; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Council for the time being in force, shall be open to the inspection of the Members. Once at least in every year the accounts of the Council shall be examined, and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor or auditors.

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

Name, Address and Descriptions of Subscribers	Signatures of Subscribers
YB Dato' Sulaiman Sujak, IC No: 0000329, No. 17, Jalan Balau, Damansara Heights, 50490 Kuala Lumpur.	COMPANY DIRECTOR
Haji Darwis bin Mohd. Daek, IC No: 4477797, No. 29, Jalan 14/28, 46100 Petaling Jaya.	GENERAL MANAGER/ COMPANY DIRECTOR

Dated this 15th day of July, 1991.

Witness to the above signatures —

SHAMSIAH BTE IBRAHIM
Company Secretary of Malaysian
Industrial Development Finance Berhad
c/o Malaysia Industrial Development
Finance Berhad
195A, Jalan Tun Razak,
P.O. Box 12110,
50939 Kuala Lumpur.

THE COMPANIES ACT, 1965

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

ARTICLES OF ASSOCIATION

OF

BELGIUM-LUXEMBOURG CHAMBER (BELUXCHAM)

1. In these Articles, unless there be something in the subject on context inconsistent therewith, the following words and expressions shall have the following meanings:-

The 'Council'	—	means the company registered as Belgium-Luxembourg Chamber (BELUXCHAM)
The 'Board of Directors'	—	means the Board of Directors being vested with the management of the affairs of the Council.
'The Act'	—	means the Companies Act, 1965 or any statutory modification or amendment thereof for the time being.

2. The Council is established for the objects expressed in the Memorandum of Association.

3. The number of members with which the Council proposes to be registered shall be determined by the Board of Directors.

ADMISSION OF MEMBERS

4. There will be no restriction on the number of membership. Admission to the Council shall be determined solely by the Board of Directors and in accordance with the relevant provisions of these Articles. Every application for membership in the Council shall be submitted to the Council at its office (business address) in writing in such form and containing such information as the Board of Directors may from time to time require.

5. Each application for membership other than for the founding members shall be countersigned by a proposer and a seconder, each a voting member of the Council.

6. The election of members shall be by resolution of the Board of Directors.

7. Upon election to membership, the applicant shall be so notified by the Council, shall be furnished with a copy of the Memorandum and Articles of Association and shall be enrolled as a member specifying the appropriate classification of membership.

8. Each newly enrolled member shall be furnished with a Certificate of Membership of the appropriate classification, each certificate being signed by the Chairman and one other member of the Board of Directors of the Council.

9. An applicant for membership shall not be entitled to enjoy the facilities of the Council prior to his admission as a member unless the Board of Directors shall in its discretion give its permission in writing, which permission may at any time without prior notice be withdrawn. The proposer of any application for membership shall be liable to the Council for the payment of all amounts which may be due to the Council from such application as at the date of his admission or up to the date of the rejection of his application for membership, as the case may be.

10. The determination of applications for membership shall be by any means (whether by ballot or

otherwise) as the Board of Directors may from time to time decide and the admission of members shall be at the absolute discretion of the Board of Directors who may refuse or reject any application for membership without giving any reason thereto.

11. A member upon his admission shall be bound by the Memorandum and Articles of Association for the time being of the Council.

MEMBERSHIP

12. The Membership of the Council shall comprise of the following classifications:—

- (a) Corporate Members
- (b) Individual Members
- (c) Associate Members and
- (d) Honorary Members

CORPORATE MEMBERS

13. Any corporation, firm or business that is

- (a) registered in Malaysia, Belgium or Luxembourg, or
- (b) a representative of a corporation, firm or business registered in Malaysia, Belgium or Luxembourg

may apply for Corporate Membership.

14. A corporation, firm or business may obtain one Corporate Membership only.

15. A Corporate Member shall have the right to receive the Council's publications and to nominate a representative by notice in writing given to the Secretary.

16. In the event that a Corporate member desires to change its representative, a new written nomination shall be submitted to the Council.

17. The Council shall maintain a list of the names of each Corporate Member's representative (Corporate Nominee) indicating the name and mailing address of the Corporate Nominee.

18. If the Corporate Nominee is approved by the Board of Directors, he may use the facilities of the Council and attend its functions in all respects as if he were an Individual Member subject nevertheless to the provisions of Article 38.

19. A Corporate Nominee may also be an Individual Member provided that a Corporate Nominee, who is himself a Voting Member, shall have only one vote (if any) at all times.

20. A Corporate Member shall have the right to receive notice of all general and other meetings of the Council and through its Corporate Nominee to attend the same, to vote, propose resolutions and move amendments thereat.

21. All regulations of the Council shall apply to each Corporate Member and its Corporate Nominee.

22. Each Corporate Member and its Corporate Nominee shall be jointly and severally responsible for payment of the yearly subscription fees and for all amounts properly entered on the account of the Corporate Member and/or the Corporate Nominee.

INDIVIDUAL MEMBERS

23. All Malaysian, Belgian or Luxembourg citizens over the age of 21 may apply to be Individual Members of the Council.

ASSOCIATE MEMBERS

24. (a) Associate Membership is open to all Malaysia, Belgian or Luxembourg non-profit organisations involved in commerce and industry.
- (b) Associate Members shall enjoy the rights and privileges of a member except the right to vote at meetings and eligibility to be a member of the Board of Directors.

HONORARY MEMBERS

25. The Board of Directors shall have the power of inviting any persons worthy of such distinction to become an Honorary Member. A Honorary Member shall enjoy all the rights and privileges of a member except the right to vote at meetings and eligibility to be a member of the Board of Directors. An Honorary Member need not pay any entrance fees but he may make a voluntary donation of any sum of money as he so wished to the Council.

26. Any person who is not a member may be introduced from time to time as a guest of a Member.

27. The Board of Directors shall be entitled to withdraw from any member the privilege of introducing a Guest if it is of the opinion thereof this privilege may be abused.

28. The Board of Directors shall be entitled to impose restrictions on Guests with regard to times or particular facilities of the Council and shall notify the Members of such action.

ENTRANCE FEES & SUBSCRIPTIONS

29. (a) Save as the Board of Directors shall be entitled from time to time determine under Article 30(c) in relation to every or any category of Membership and/or the amount applicable thereto, a subscription fee payable as follows:-

Yearly Subscription Fee

RM600.00 for Corporate Membership
RM200.00 for Individual Membership

- (b) Associate Members shall pay a fee to be mutually agreed upon by the Board of Directors.
- (c) No fees will be charged for Honorary Membership.
- (d) Organizations providing free membership to the Council shall enjoy reciprocal benefits.
30. (a) Each yearly subscription fee shall be payable on January 1, of every year.
- (b) Subscriptions so paid are non-refundable for any reason.
- (c) The Board of Directors shall have the power from time to time to increase or otherwise vary, or remove altogether the entrance fees and subscription fees payable by Members pursuant to the provisions of the above article, whether universally or by reference to any or more categories of membership only. The Board of Directors shall also have the power to exempt any Member or category of Members from payment of entrance fees or subscription fees otherwise payable by the same under the above Article.

DEFAULT

31. If any entrance fee due under the provisions of Article 30 is due by any member to the Council and remains unpaid after the expiration of a period of three (3) months from the due date for payment therefore, the Board of Directors may give written notice to such Members to the effect that if any such entrance fee or other amount is not paid in full within such period (not being less than ten (10) days as may be prescribed by the terms of such notice), the Member will be liable to be expelled from the Council.

32. In the event that payment of all outstanding amounts is still not received by the Council within the period as aforesaid, the Board of Directors may at any time thereafter give to the Member in default written notice, without prejudice to the rights of the Board of Directors to recover from him all outstanding amounts, to the effect that he has been expelled from the Council and upon the posting of any such notice, such Member shall ipso facto cease to be a Member of the Council, The Board of Directors may in their sole and absolute discretion reinstate any person who has ceased to be a Member as a result of the implementation of the foregoing provisions of this Article on such condition as the Board of Directors may think fit.

33. The Board of Directors may require a Corporate Member to withdraw its Corporate Nominee if:
- (a) such Corporate Nominee is guilty of any of the offences or matters provided for in Article 38 hereof; or
 - (b) the conduct of such Corporate Nominee is subject to inquiry in the manner provided for in Article 39 hereof.

GENERAL PROVISIONS WITH REGARD TO MEMBERSHIP

34. Any member may resign his Membership by giving three (3) months' notice in writing to the Secretary of the Council.

35. The rights and privileges of an Individual Member shall be personal to himself and such rights and privileges shall not be capable of being transferred by his own act or by operation of law and shall cease upon his death or upon his ceasing for any reason to be a Member of the Council under the provisions of these Articles.

36. Any person who for any reason whatsoever ceases to be a Member shall nevertheless remain liable for and shall pay to the Council all monies which at the time of his ceasing to be a Member shall be due from him at the Council.

37. The Board of Directors may prohibit any Member from using the facilities of the Council, attending its functions or voting on any question while such Member is in default within the meaning of Article 33 thereof.

38. Any member who shall be convicted of any indictable offence or of any offence involving any integrity or honesty or who shall commit an act of bankruptcy or enter into liquidation whether voluntary or compulsory other than for the purpose of amalgamation or reconstruction or shall compound with his creditors or take or suffer any similar action in consequence of debt or become unable to pay his debts as they fall due, shall ipso facto cease to be a Member of the Council and shall forfeit all rights of voting or the use of any facilities of the Council provided that it shall be lawful for the Board of Directors upon the written application of such Member and after due inquiry, to restore his membership upon such terms as the Board of Directors may in its absolute discretion think fit.

39. If any Member persistently violates any of the provisions of these Articles or of the By-law, if his conduct is in the opinion of the Board of Directors injurious to the character or interests of the Council, the Board of Directors shall specifically conduct an investigation into the matter and if the Member complained of shall not explain his conduct to the satisfaction of the Board of Directors, the Board of Directors may strike his name off the roll of Members. In the event that the Board of Directors considers that the circumstances of the case are sufficiently grave and serious, the Board of Directors may immediately suspend such Member from the use of the facilities of the Council pending the investigation of his conduct.

40. Subject to the provisions of these Articles (and in particular, the rights applicable to the different categories of membership) and of the Memorandum and Articles of the Association for the time being in force, all Members shall be entitled at all times to use in common all the premises and the property of the Council.

41. In view of the international character of the Membership of the Council, the Board of Directors shall have the power to make representations on behalf of any association of the Members to any appropriate authority or body and such representation and their result shall be kept confidential or otherwise, at the discretion of the Board of Directors.

42. The Council may maintain such special registers of Members with attendant conditions as the Board of Directors may in its absolute discretion deem necessary from time to time.

MANAGEMENT, BOARD OF DIRECTORS

43. The management of the affairs of the Council shall be vested in the Board of Directors.
44. (a) The Board of Directors shall comprise of not less than three (3) and not more than ten (10) members.
- (b) At least two (2) of the directors are to serve on 'co-opt' basis where the directors are required to serve on the Board of the Council for at least two (2) years and thereafter have the option to either resign or offer himself for re-election at the annual general meeting.
45. The founding Board of Directors who are also founder members of the Council shall be. –

Dato' Sulaiman Sujak
Haji Darwis bin Mohd. Daek

and they shall hold office for a period of one (1) year only. Thereafter, the Directors shall be eligible for election by members at every second Annual General Meeting.

46. The meetings of the Board of Directors shall be held at such time and place as the Board of Directors may from time to time direct, or failing such direction as the President, or in his absence, the Vice President may decide. Such meeting shall take place at least twice a year.

47. Such meetings shall be convened by direction of the President or Vice President or on the requisition of at least three (3) members of the Board of Directors, such requisition shall clearly specify the object or objects for which the meeting is to be convened.

48. Except in urgent cases, at least seven (7) clear days' notice of every meeting of the Board of Directors shall be given to the members of the Board of Directors.

49. Particulars of the business to be transacted at any meeting shall, as far as practicable, be stated in the notice convening the same.

50. No resolution or act of the Board of Directors shall be amended or rescinded at any future meetings, unless due notice of the motion to amend or rescind the same shall have been given in the notice convening such meeting.

51. The Board of Directors shall cause accurate minutes of all meetings to be prepared by the Secretary and be forwarded to the office of the Council.

52. The President, or in his absence, the Vice President shall preside as Chairman at each meeting of the Board of Directors. In the absence of the President and Vice President, the Chairman shall be chosen from amongst the Board members present at the said meeting.

53. Voting at meetings of the Board of Directors shall be by simple majority of those present. The Chairman of a meeting of the Board of Directors shall have a casting vote.

54. The Board of Directors shall have power to appoint a Corporate Nominee or an Individual Member to fill any casual vacancy on the Board of Directors until the next Annual General Meeting. Any Corporate Nominee or Individual Member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Board of Directors at such meeting.

55. Subject to Article 54, the Council may by Special Resolution remove any member of the Board before the expiration of his period of office and may by Ordinary Resolution appoint another in his stead.

56. At all meeting of the Board of Directors, three (3) Board Members shall form a quorum.

57. Notwithstanding anything in these Articles to the contrary:–

- (a) Any member of the Board of Directors desirous of resigning his office may give notice thereof in writing to the Board, and on the acceptance by the Board of such resignation, his office shall be vacated.

- (b) Subject as hereinafter provided, in the event of the number of the Board of Directors falling below four (4), the continuing members shall have the power to continue to act only for the purposes of filling any casual vacancy consistent with the requirements of Article 54 and of convening any General Meeting of the Council.
- (c) Any member of the Board of Directors who has resigned shall be eligible for re-election.

58. A resolution in writing, signed by all Members of the Board of Directors for the time being entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Members of the Board of Directors convened and held.

59. The Board of Directors shall by resolution appoint the Secretary of the Council for such terms at such remuneration and upon such conditions as it may think fit and may from time to time by resolution appoint a temporary substitute for the Secretary and any person so appointed shall, for the purpose of these presents, be deemed during the term of his appointment to be the Secretary.

60. The officers of the Council shall be appointed by the Board and shall hold office for such period and enjoy such powers and (when such officers are professional persons and not members of the Board acting in an honorary capacity) receive such honorarium or allowance as may be determined from time to time by the Board of Directors.

61. The Board of Directors shall also appoint a Treasurer from amongst the members of the Board of Directors who in coordination with the Secretary as well as with the appointed auditors shall oversee and report to the Board of Directors as well as to the members at General Meetings all financial affairs and transactions of the Council.

62. In addition to all powers expressly conferred upon the Board of Directors and without detracting from the generality of its powers under any Article hereto, the Board of Directors shall have the following powers, namely:—

- (a) To expend the funds of the Council in such manner as it shall consider most beneficial for the objects of the Council and to invest in the name of the Council such part thereof as it may see fit, and to direct the sale of any such investment for the objects of the Council.
- (b) To delegate all or any of its power to any committee.
- (c) To enter into contracts on behalf of the Council.
- (d) To borrow money upon the security of any of the property of the Council, and to grant or direct to be granted mortgages for securing the same.
- (e) To make and from time to time to repeal or alter, regulations and bye-laws as to the management of the Council and the affairs thereof, and as to the duties of any officers or servants of the Council, and as to their conduct, with the concurrence of the relevant authorities.
- (f) Generally to do all things necessary or expedient for the due conduct of the affairs of the Council not herein otherwise provided for.

63. The Board of Directors shall exercise and do all such acts and things as may be exercised or done by the Council save such as are by these Articles or by the Act required to be exercised or done by the Council in General Meeting and no resolution passed by the Council in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such resolution had not been made.

64. The Board of Directors shall have power to make and from time to time alter or repeal all such bye-laws and rules of the Council as they may deem necessary or expedient or convenient for the proper conduct and management of the Council provided that any bye-laws or rules may be set aside by a Special Resolution duly passed at a General Meeting of the Council.

65. No member of the Board of Directors shall receive any remuneration for his services on the Board.

66. The Board of Directors shall appoint at its first meeting, a President and a Vice President, hereinafter collectively referred to as Presidents from amongst the members of the Board of Directors.

67. Election for the President and Vice President shall be by way of ballot of the Board of Directors present at the first Board of Directors' Meeting and shall be conducted under the supervision of the Chairman of the meeting. The candidate receiving the highest number of votes shall be elected.

68. In the event of the same number of votes being cast for two or more candidates, the Board of Directors will conduct a second ballot between such candidates. If the second ballot fails, the election shall be conducted by draw.

- (a) The President shall perform such duties and exercise such powers as the Board of Directors may from time to time direct. Within these powers, the President shall exercise general supervision over the affairs of the Council.
- (b) The President shall be an ex-officio member of all Board Committees.
- (c) The Vice President shall, in the absence of the President, exercise the powers and duties of the President, and shall otherwise perform such duties and exercise such powers as the Board of Directors may from time to time direct.
- (d) The Treasurer appointed by the Board of Directors and acting for the Board of Directors shall be responsible for directing the efficient management and custody of all assets and the financial operation of the Council and all accounting procedures related thereto and shall prepare and present to the Board of Directors a proposed budget for the following year.

69. The Treasurer will render reports to the Board of Directors on the financial status of the Council at such intervals as the Board of Directors may direct but in any case not less than semi-annually.

70. The terms of the President and Vice President shall be two (2) years except for the founding President and Vice President whose term shall be for one (1) year only. In the event that an incumbent President is unable to fulfil his terms a new President shall be elected after the vacancy in the Board has been filled by a new co-opted Board Member.

71. Retiring members of the Board of Directors, President and Vice President shall be eligible for re-election, but no President or Vice President shall hold the same office consecutively for more than two (2) terms.

72. The President or in his absence, the Vice President or any nominee of the President shall take the chair at all meetings of the Board of Directors.

73. The President, Vice President and any member of the Board of Directors who are invited to give statements to the public such as interviews, written articles, or other information for and on behalf of the Council shall, as far as practicable, give prior notice to the Board of Directors. They shall also, as far as practicable, give prior notice to the Board of Directors for trips overseas which they propose to make and which involve promotion of the Council in any way including full details of the proposed itinerary. In any event the President, Vice President and all Directors shall make reports on their activities for the Council to the Board of Directors.

NOMINATIONS

74. Nominations for the election of Corporate Nominee and Individual Members to serve on the Board of Directors may be made by any voting Member and shall:-

- (a) be submitted in writing to the Secretary of the Council by the proposer at least seven (7) clear days prior to the holding of the Annual General Meeting.
- (b) be signed by the proposer and include a statement over the signature of the proposed candidate of his willingness to accept office if elected.

75. Subject to the provision of Article 76, any nomination which does not comply with the foregoing conditions is liable to be considered as invalid and to render the proposed candidate ineligible for election. Upon receipt of any such nomination aforesaid, the Secretary shall cause such nomination or a copy thereof to be posted on the notice board of the Council.

GENERAL MEETINGS

76. The provisions of Article 74 and 75 shall not apply in respect of the election of the first Board of Directors. The first Board of Directors shall hold office until the next Annual General Meeting of the Council.

77. There shall be an Annual General Meeting of the Council to be held upon a date and at a time to be fixed by the Board of Directors for the following purposes: –

- (a) to receive from the Board of Directors a Report, Balance Sheet and Statement of Accounts for the preceding financial year;
- (b) to elect members of the Board of Directors in place of those retiring or to re-elect such retiring members or any of them every second year only,
- (c) to appoint auditors,
- (d) such other business as may appear in the notice convening the meeting or as may have been notified in writing by any member, delivered to the office of the Council at least seven (7) days prior to the date of the meeting, provided that the Board of Directors may decide that any items of business so notified by a member is not a proper matter for discussion at the meeting and accordingly that item shall not form part of the business of that meeting. If the notice is signed by 10 or more members, the Board of Directors shall not be entitled to delete any item, and all matters specified in such notice shall be business for discussion at the meeting. All business other than that specified above conducted at the Annual General Meeting shall be deemed special business and no resolution shall be submitted in respect of such special business unless the notice convening the meeting indicates the general nature of the special business to be considered provided however that the absence of notice of any special business shall not preclude the discussion at an Annual General Meeting of any matter for which due notice be given to the Secretary at least two weeks before the meeting, relating to the constitution and management of the Council. If no such notice is given, the Board of Directors may exclude such matter from being discussed.

78. At all General Meetings, the President of the Council shall be entitled to take the chair if present or if he be absent, the Vice President or if he be absent, the Board of Directors present shall elect one amongst their member to be Chairman.

79. At all General Meetings, only Voting Members shall have a voting right in accordance with these Articles.

80. At every Annual General Meeting of the Council at which membership of the Board of Directors shall be determined, each existing member of the Board of Directors shall be deemed to have retired, and immediately thereafter to have offered himself for re-election unless he has advised the Secretary otherwise, prior to the holding of the said General Meeting. The retiring members of the Board of Directors shall be eligible for re-election at the same or any other General Meeting of the Council.

81. The Secretary shall prepare a report for the election at the Annual General Meeting including a list of Corporate Nominees and Individual members when a casual vacancy arise on the Board of Directors. The list shall be presented to the Board of Directors and circulated to the members of the Council at least seven (7) days prior to the Annual General Meeting for the purpose of the election of the Board of Directors.

82. At all General Meetings, one-third of the voting members or double the number of the Board of Directors whichever is lower shall constitute a quorum. Proxies are acceptable.

83. An instrument appointing a proxy must be left at the registered office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.

84. The Board of Directors may also convene Extraordinary General Meetings of the Council specifying in the notice convening the meeting the object or objects for which the Meeting is called and to which the discussions must be strictly confined.

- 85. (a) The Board of Directors shall upon the written requisition of members representing not less than one-tenth of the total voting rights of all members having at that date a right to vote at General Meeting either personally or in the case of Corporate Member by its Nominee, forthwith proceed duly to convene an Extraordinary General Meeting to be held as soon as practicable.
- (b) Any such requisition shall state the objects of the meeting and shall be signed by the requisitioners and deposited at the registered office of the Council.

- (c) If the Directors do not within twenty-one (21) days after the date of the deposit of the requisition proceed to convene a meeting, the requisitioners or any of them representing more than one-half of the total voting rights of all of them, may themselves, in same manner as nearly as possible, convene a meeting but any meeting so convened shall not be held after the expiration of three (3) months from that date.

86. All General Meetings shall be called either by circular, posted and addressed to the Members at their last known address or advertised in one of the local papers, giving at least fourteen (14) clear days notice of the meeting. The place, date and time of the meeting shall be stated in the circular or advertisement. Accidental omission to give such notice to any of the Members shall not invalidate any resolution passed at such meeting.

87. If within half an hour from the time appointed for any General Meeting, a quorum is not present, the meeting, if convened upon the requisition of Voting Members pursuant to Article 85 hereof 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. If at such adjourned meeting a quorum is not present, the business may be transacted with such number of Voting Members as may be present.

88. The Chairman of any General Meeting may, with the consent of the meeting, adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

89. A resolution passed at a General Meeting of the Council shall be binding on all Members.

NOTICES

90. Except where these Articles expressly deal with the manner and method of giving notice to Members, notices may be given by the Council to any member by personal delivery or by post to members at such members' last known registered addresses. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing preparing and posting a letter contained the notice and where sent by post shall be deemed to have been duly served the day following the day of posting.

91. Any member who changes his place of residence or its registered office shall give due notice to the Secretary and shall furnish him with the new address to which notices and other correspondences may be sent

THE SEAL

92. The Secretary shall cause the Seal of the Council to be kept in a safe place and shall affix the Seal, with the authority only of the Board of Directors, to all instruments required to be sealed, and all such instruments shall be signed by any two members of the Board of Directors.

ACCOUNTS

93. The Board shall as soon as may be after the business of the Council shall have commenced upon or cause to be opened in the name of the Council an account (hereinafter called "The Capital Account") with a bank carrying on business in Malaysia. The Capital Account shall be used for capital receipts and payment only and shall be operated by cheques signed on behalf of the Council by any principal officer of the Board who are the authorised signatories as appointed by the Board. Thereafter, the Board of Directors may but shall be under no obligation to invest the capital moneys or any part thereof of the Council in any lawful manner which the Board in its discretion may deem advisable.

94. The Board of Directors may from time to time at its discretion apply any money to the credit of the Capital Account in furtherance of the objects of the Council.

95. All income of the Council shall as soon as received be paid into separate account (hereinafter called "The Income Account") in the name of the Council with a bank carrying on business in Malaysia and such account shall be operated in the same manner as provided in Article 93 hereof.

96. Subject to the payment of all proper costs, charges and expenses of and incidental to the management of the affairs of the Council the balance of the income of the Council shall be applied by the Board of Directors in furtherance of the objects of the Council.

97. The Board of Directors shall cause proper books of accounts to be kept in respect of:—

- (a) All sums of money received and expended by the Council and the matters in respect of which receipt and expenditure take place.

- (b) The assets and liabilities of the Council.
- (c) All sales and purchases by the Council.

98. The books of account shall be kept at the registered office of the Council or at such other place or places as the Board of Directors shall think fit, and shall always be opened to the inspection of the Members of the Board of Directors.

99. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Council shall be opened for inspection by Members of the Council not being Members of the Board but save as aforesaid no Member of the Council, not being a Member of the Board of Directors shall have any right of inspecting any account or book or document of the Council except as conferred by statute or authorised by the Board.

100. The Board of Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Council in General Meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act.

AUDITORS

101. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

102. The officers of the Registry of Companies, Malaysia shall have free access to any land, place or building, book or any other document of the Council and may search the land, place or building or inspect the book or document or make copies or take extract of the book or document free of charge for purposes under the Companies Act, 1965.

INDEMNITY

103. Every Member of the Board of Directors or officer of the Council or any person (whether an officer of the Council or not) employed by the Council as an Auditor shall be indemnified out of the funds of the Council against all liability incurred by him as such member of the Board of Directors, officer of the Council 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 relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

WINDING-UP

104. If upon the winding up or dissolution of the Council there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Council but shall be given or transferred to some other institutions having objects similar to the objects of the Council to be determined by the members of the Council at or before the time of dissolution and in default thereof by a judge of the High Court of Malaysia.

GENERAL

105. Any question of the interpretation of the provisions of the Memorandum and Articles of Association of the Council shall be left to the Board of Directors whose decision on any point shall be final.

SIGNATURES

106. For the purpose of these Articles of Association, any document or instrument transmitted by any technology purporting to include a signature and/or electronic or digital signature of any of the following persons:-

- (a) a member, or in case of corporations, the member's director or secretary or duly authorised representative of the member; and/or
- (b) a director (including an alternate director);

shall in the absence of expressed evidence to the contrary available to the person relying on such document or instrument at the relevant time, be deemed to be a document or instrument signed by such person in the terms in which it is received.

We, the several persons whose names and addresses are subscribed hereunder being subscribers hereby agree to the foregoing Articles of Association.

Name, Address and Descriptions of Subscribers	Signatures of Subscribers
YB Dato' Sulaiman Sujak, IC No: 0000329, No. 17, Jalan Balau, Damansara Heights, 50490 Kuala Lumpur.	COMPANY DIRECTOR
Haji Darwis bin Mohd. Daek, IC No: 4477797, No. 29, Jalan 14/28, 46100 Petaling Jaya.	GENERAL MANAGER/ COMPANY DIRECTOR

Dated this 15th day of July, 1991.

Witness to the above signatures —

SHAMSIAH BTE IBRAHIM
Company Secretary of Malaysian
Industrial Development Finance Berhad
c/o Malaysia Industrial Development
Finance Berhad
195A, Jalan Tun Razak,
P.O. Box 12110,
50939 Kuala Lumpur.

Lodged by:
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