

Company No.: 202401007288 (1553138-D)

THE COMPANIES ACT 2016

COMPANY LIMITED BY GUARANTEE

MALAYSIA

CONSTITUTION OF

SWISS MALAYSIAN CHAMBER OF COMMERCE BERHAD

[Company No.: 202401007288 (1553138-D)]

(Incorporated on 23rd day of February, 2024)

THE COMPANIES ACT 2016

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL CONSTITUTION

OF

SWISS MALAYSIAN CHAMBER OF COMMERCE BERHAD

Preliminary

1. The name of the company is **Swiss Malaysian Chamber of Commerce Berhad** (hereinafter referred to as the **Chamber**).
2. The registered office of the Chamber will be situated in Malaysia.

PART A

3. In this Constitution:-

“The Chamber”

means **Swiss Malaysian Chamber of Commerce Berhad**.

“The Board of Directors”

means the Board of Directors hereby set up for the management of the affairs of the Chamber.

“Member”	means the subscriber to the Constitution and any new member admitted as a member in accordance with clause 17.
“The Act”	means the Companies Act 2016 or any statutory modification or amendment thereof for the timebeing.
“Secretary”	means any person who is a holder of a secretary license or a member of a prescribed body appointed to perform the duties of the secretary of the Chamber.

Unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Chamber.

Objects, Powers and Nature of Chamber

4. The objects for which the Chamber is established are:
 - (a) To promote, foster bilateral trade, services and investment, maintain and improve close trading, commercial and other links between Switzerland and Malaysia, this includes but is not limited to collecting, obtaining, publishing and disseminating trade information for members, considering issues affecting Swiss economic activities in Malaysia, and promoting Malaysia and Switzerland as investment destinations as well as assisting potential new investors.
 - (b) To provide a forum for members to exchange information, identify and discuss issues of common interest regarding economic, industrial and commercial objectives on an organized, continuing basis, including promoting, fostering, supporting, representing and protecting members' interests. Cooperating with similar associations to forward the chamber's objectives by exchanging relevant information and assisting members in conducting, sponsoring or promoting beneficial business activities without political involvement.
 - (c) To liaise and co-operate with the Government of Malaysia or representatives of any other country resident in Malaysia and to make representations as and when necessary.

5. The powers of the Chamber under the object 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 the Chamber;
 - (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 the Chamber in the form of donations, grants, loans, legacy, subscriptions, or otherwise;
 - (c) To purchase, take on lease or otherwise acquire for the purposes of the Chamber and to hold any estates, lands, buildings, easements or other interests in movable or immovable property which may be deemed necessary or convenient for any of the purpose of the Chamber PROVIDED that the Chamber shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with the responsibility for companies;
 - (d) To construct, maintain and alter any houses, building or works necessary or convenient for the purpose of the Chamber;
 - (e) To let on lease or on hire the whole or any part of the movable or immovable property of the Chamber on such tenure as the Board shall determine;
 - (f) To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices, workshops, mills, plants, machinery and other things found necessary or convenient for the purpose of the Chamber;
 - (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 Chamber or any part thereof, for any consideration which the Chamber 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 the Chamber not immediately require in such manner as from time to time may be determined, PROVIDED that the Chamber shall not own or incorporate any subsidiary company unless consent from the Registrar of Companies is obtained;
- (l) To engage and appoint and pay such officers, clerks, agents, servants or persons to perform such duties or services for the proper administration and management of the Chamber 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 the Chamber and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law;
- (n) To borrow and raise money in such manner as the Board of Chamber approved in meeting any of its obligation or discharging of its function;
- (o) To do all or any of the matters hereby authorised 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; and
- (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 powers of the Chamber:

PROVIDED that:

the Chamber shall not support with its funds any political organisation 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 Chamber would make it a Trade Union within the meaning of the Trade Union Act 1959.

6. There shall be a Board of Directors of the Chamber for the management of the affairs of the Chamber.
7. The profits, income and property of the Chamber howsoever derived shall be applied solely towards the promotion of the objects of the Chamber 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 the Chamber PROVIDED that nothing herein shall prevent the payment, in good faith, of: -

- (a) allowance or remuneration to any officer excluding Board of Directors or servant of the Chamber in return for any professional services rendered to the Chamber;
 - (b) payment of interest at the current bank rate on any loan advanced by members of the Chamber to promote the objects thereof; and
 - (c) reasonable and proper rent for premises demised or let by any member of the Chamber.
8. No addition, alteration or amendment shall be made to or in provisions contained in the Constitution for the time being enforced unless the same shall have been previously submitted to and approved by the Registrar of Companies.
9. No person shall be appointed as Director of the Chamber unless his appointment has been approved by the Registrar of Companies.
10. The Chamber is not allowed to solicit donation from the public without the approval of Registrar of Companies.
11. The Board and the members of the Chamber shall always ensure that the Chamber or the fund of the Chamber 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. The liability of the members Chamber is limited to such amount as the members may respectively undertake to contribute to the assets of the company in the event of it being wound up.
13. If upon the winding up or dissolution of the Chamber 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 the Chamber, but shall be given or transferred to some other institution or institutions or organization having objects similar to the objects of the Chamber 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 objects approved by the Director-General of Inland Revenue, Malaysia.
14. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of Chamber being wound up during the time that he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the Chamber contracted before he ceases to be a member and for the adjustment, of rights of the contributories

amongst themselves, such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00).

15. True accounts shall be kept of the sums of money received and expended by the Chamber and the matter in respect of which such receipt, and expenditure takes place, and of the property, credits and liabilities of the Chamber 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 the Chamber for the time being, shall be open for the inspection of the members. Once at least in every calendar year the accounts of the Chamber shall be examined and the correctness of the balance sheet ascertained by one or more approved Company Auditor or Auditors.

PART B

Members

16. The number of members to which the Chamber proposes to be registered is not less than one and not more than **300** but the Chamber may from time to time register an increase or reduction in the number of members.
17. The members of the Chamber shall be the subscribers to the Constitution and such other persons or corporate bodies who shall be admitted to membership in accordance with the Constitution and shall be entered in the Register of Members accordingly and he shall be a member thereof. The honorary members hereinafter mentioned shall also be deemed to be members of the Chamber.
18. Memberships of the Chamber shall comprise the following classes: -

- a. **Ordinary Corporate Membership**

Any firm or company which is authorized to carry on business in Malaysia under the law for the time being in force and which is involved in or is interest in doing business with any person, firm, company or other institution in Switzerland; or any company registered in Switzerland or the Representative office or Regional office of such company registered in Malaysia shall be eligible to be an Ordinary Corporate Member.

- b. **Ordinary Individual Membership**

Any person possessing Swiss, Malaysian or other citizenship and who is interested in the development of mutual Swiss and Malaysian interests shall be eligible to be an Ordinary

Individual Member.

c. **Honorary Membership**

The Board may elect natural persons to be honorary members. An Honorary member shall have the like rights and privileges of an ordinary member save that he shall not be entitled to vote at General Meetings of the Chamber nor be appointed or elected as a member of the Board.

19. No person shall be admitted to membership unless he shall first have submitted to the Chamber an application for membership accompanied by any prescribed entry fee and subscription. Every application for membership shall be in writing containing such particulars as the Board may from time to time prescribe. Admission to membership of any person who makes application to the Chamber shall be at the sole discretion of the Board and the Board may reject any application for membership without assigning any reason thereof. An applicant must receive majority of the votes of the Board present to be admitted a member.
20. The Board may admit to honorary membership of the Chamber persons distinguished in commerce or finance or who have rendered public services who shall not be required to sign the application mentioned in Clause 19 or to pay any subscription or be under any liability in the event of the Chamber being wound up.

Entries in the Register of Members

21. 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

22. The payment of entry fees (if any) 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. An annual subscription shall be due and payable by current members on the first day of January. A member newly elected during the financial year (i.e. January to December) shall pay such proportion of the subscription for that year as the unexpired portion of such year calculated from the first day of the month in which the member is admitted, bears to the whole of such year. The annual subscription payable under this Constitution shall be as follows: -

- (a) Privileged Partner (MYR6,000)
- (b) Corporate Member (MYR3,200)

- (c) SME Member (MYR1,800)
 - (d) Entrepreneur, Representative Office, companies, firms or organisations with no presence in Malaysia (MYR600)
 - (e) Individual Member or Non-Profit Organisations (MYR450)
23. The Board is empowered to negotiate with a company or firm in order to agree upon a variation in the rate of subscription irrespective of the amount of revenue in the categories as defined below, should there be circumstances which, in the opinion of the Board, warrant such variation:-
- (a) **Large Corporate Member** is a company or firm which has a global revenue of MYR 100,000,000 and above.
 - (b) **SME Member** is a company or firm which has a global revenue of MYR10,000,000- MYR100,000,000
 - (c) **An Entrepreneur** is a company or firm which has a global revenue of less than MYR10,000,000 and representative offices.
 - (d) **A Privileged Partner** is a company or firm which is a major contributor with special privileges and enhanced visibility.

Cessation of Membership

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

his creditors; or

(g) if he fails in the option of the Board to comply with the objects of the Chamber; or

(h) if being more than 3 months in arrears with subscriptions (i.e. by not having paid within 3 months after they have become due).

25. The decision of the Board to whether any member, has come within the provision of clause 24 shall be final and binding on any such member.

Expulsion

26. 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 the Chamber. Any such person shall as from the passing of such resolution cease to be a member of the Chamber and shall be eligible for re-election or re-admission as a member after the expiry one year of expulsion.

General Meetings

27. The Chamber 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 the Chamber hold its first Annual General Meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint.

28. All General Meeting other than Annual General Meetings shall be called Extraordinary General Meetings.

29. 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

30. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least. An Annual General Meeting or a meeting for the passing of a special resolution any other business 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 the Chamber, entitled to receive such notices from the Chamber.

Provided that a meeting of the Chamber shall, notwithstanding that it is called by shorter notice than that specified in this clause, 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 seventy-five percent (75%) of the total voting rights at that meeting of all members.

31. 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

32. Subject to the Act, the Chamber may hold a General Meeting at more than one venue 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.

33. 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 Meetings

34. 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.

35. 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, one third of the total membership of the Chamber, or twice the total number of Board Members whichever is lesser shall be present. A Corporate Member shall be represented by its Principal Representative or in the event of his absence another duly Authorized Representative who shall exercise the right of such Corporate Member.
36. At any Extraordinary General Meeting requisitioned by members, if a quorum is not present, the meeting shall be dissolved and the members shall not be entitled to call for another Extraordinary General Meeting on the same issues for a period of 12 months. At any other General Meeting or Extraordinary General Meeting called by the Board, if the quorum is not present, the meeting shall stand adjourned for thirty (30) minutes and if there is still no quorum, the members present may proceed with the business of the meeting.
37. The chairman of the Board, or in his absence the Vice Chairman shall preside as Chairman at every General Meeting of the Chamber. If there be no such Chairman or Vice-Chairman or if at any such meeting, he be not present within thirty (30) minutes after the time appointed for holding the meeting or be unwilling to act, the members present shall choose one of a Board member to be Chairman of the meeting, or if no Board member be present or if all Board members decline to take the Chair, they shall elect one of their number present to be the Chairman.
38. 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 the 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.
39. 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 **two** members present in person or by proxy

Unless a poll be so demanded a declaration by the chairman that the 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 the Chamber 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.

40. In the case of an 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.
41. A poll 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.
42. A resolution of the members must be passed subject to the requirement of the Act.

Votes of Members

43. Every member shall have one vote.
44. No member shall be entitled to vote at any General Meeting unless all moneys /subscriptions presently payable by him to the Chamber have been paid.
45. On a poll vote may be given either personally or by proxy.
46. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, either under seal or under hand of the office or attorney duly authorised. A proxy need not be a member of the Chamber.
47. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits:-

Chamber

[I/we] of....., being a member of the above-named Chamber, 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 Chamber to be held on the day of20...., and at any adjournment thereof.

[Signatures]

48. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
49. A vote 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 the Chamber at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Powers and Duties of the Board

50. The business of the Chamber shall be managed by a Board. The Board shall consist of not less than four (4) members and not more than ten (10) members.
51. At the first annual general meeting all members of the Board shall retire and the first members of the Board shall be:-
- | | | |
|-----|--------------------------|---------------------------|
| (a) | GOH BOEY HWA | (NRIC: 680207-07-5248) |
| (b) | ANDRE ROLF KELLER | (PASSPORT NO.: X6032334) |
| (c) | GOH WEE MING (WU WEIMIN) | (PASSPORT NO.: K2897091B) |
| (d) | SIMON FLUCK | (PASSPORT NO.: X6876776) |
52. The members of the Board shall be paid all travelling, 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 the Chamber.
53. The business of the Chamber shall be managed by the Chamber who may pay all the expenses incurred in promoting and registering the Chamber, and may exercise all such powers of the Chamber as are not, by the Act or this Constitution, required to be exercised by the Chamber in 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 the Chamber in general meeting; but no regulation made by the Chamber shall validate any prior act of the Board which would have been valid if that regulation had not been made.
54. 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 the Chamber 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.

55. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to the Chamber 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.

Borrowing Powers

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

Minutes of Meetings

57. 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; and
 - (c) of all resolutions and proceedings at all meetings of the Chamber 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 Board shall sign his name in a book to be kept for that purpose.

Disqualification of Members of the Board

58. The office of the members of the Board shall be vacated if the member of the Board:-
- (a) without the consent of the Chamber in general meeting holds any office of profit under the Chamber; 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 of unsound mind; or
- (e) resigns from his office by notice in writing to the Chamber; or
- (f) is removed by ordinary resolution of the Chamber; 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 the Chamber and fails to declare the nature of his interest in the manner required by the Act; or
- (i) dies.

59. 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 the Members of The Board

60. The Annual General Meeting shall elect a Chairman, a Vice-Chairman, a Treasurer and maximum of Seven (7) additional Ordinary Board Members of which no more than two (2) shall be ordinary individual members. No person may hold the office of Chairman for more than four (4) consecutive years and no person may remain in the board for more than ten (10) consecutive years and shall be eligible for reappointment after one (1) year leaving the board. Chairman, Vice-Chairman, the Treasurer and Ordinary Board Members must be the nominated principal representative of the Corporate Member or ordinary individual member of the Chamber.
61. Unless otherwise determined by the Board in General Meeting, the term of the Chairman, Vice-Chairman, Treasurer and Ordinary Board members shall be for a two (2) years term and may be re-elected during the Annual General Meeting. The term of office of a Board Member elected due to an increase in the number of Board Members shall be until the conclusion of the next Annual General Meeting.
62. A retiring member of the Board shall be eligible for re-election.
63. Nominations for election for the Board shall be lodged with the Secretary in writing and signed by not less than two Principal Representative of Ordinary Corporate Member or Ordinary Individual Members not less than 10 days before the date of each Annual General Meeting. Provided that no Member or Nominee shall be elected or appointed to the Board unless he has consented in writing to accept the office.

64. The Board shall be elected by way of simple majority of Ordinary members at the Annual General Meeting and shall hold office until the conclusion of the next Annual General Meeting.
65. If a vacancy should occur in the office of Chairman, Vice-Chairman or Treasurer the Board shall elect one of their number to fill the vacancy.
66. The Chamber at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member the Board shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board is put to the meeting and lost.
67. No person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of 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 the Chamber 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 a 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 responsibility for companies.
68. 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.
69. 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 total 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.
70. Subject to the Act, the Chamber may remove any member of the Board before the expiration of the period of office notwithstanding anything in this Constitution or in any agreement between the Board and such member of the Board.
71. The Chamber may by ordinary resolution in a general meeting of the Chamber appoint another person in place of a member of the Board removed from office under clause 70.

Without prejudice to the powers of the Board under clause 69 hereof the Chamber in 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

72. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions 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 Board.
73. Not less than 5 days before the meeting a notice thereof specifying the time and place of the Committee meeting signed by or on behalf of the Secretary shall be emailed to every member of the Board. Such notice shall contain the agenda of the meeting including any motion or other business to be proposed at such meeting.
74. No business shall be transacted at any meeting of the Board unless at least one-half of its total members are present or represented thereat. No business which is not specified in the agenda shall be transacted at any meeting except by the consent of majority of the board members present at the meeting.
75. 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 the Constitution of the Chamber 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.
76. The Chairman shall preside at all meetings of the Board. If he is not present within 30 minutes after the time appointed for holding the meeting, or his office is vacant, the Vice-Chairman shall take the chair, failing which the Board members present may choose one of their number to be the Chairman of the Meeting. Provided that at any such meeting the Chairman of that meeting shall, if he thinks it expedient to do so, or the meeting so resolves, vacate the Chair, either generally or for the purposes of any other business in favour of a Chairman to be chosen by the remaining Committee Members.
77. The Board may from time-to-time delegate any of their powers to a committee or committees consisting of such members of their body as they think fit and with such powers as the Board may prescribe, provided that such powers not exceeding those vested in or exercisable by the Board under this Constitution.

78. The committee may elect a Chairman of its meetings; 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 Chairman of the meeting.
79. A committee may meet and adjourn as it thinks proper. Questions 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.
80. 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.
81. A resolution 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

82. 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 the Chamber shall be **Mohamad Asraf Bin Hamzah (NRIC No. 850327-14-5625) (MACS 01700)**.
83. A provision of the Act or 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 it being done by or to the same person acting both as a member of Board and as, or in place of, the secretary.

The Seal (if applicable)

84. 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 a member of the Board and shall 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

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

Proper books and records shall not be deemed to be kept if they are not kept as are necessary to give a true and fair view of the state of the Chamber affairs and to explain its transaction.

86. The books of accounts shall be kept at the registered office of the Chamber or, at such other place or places as the Board think fit and shall always be open to the inspection of the member of the Board.
87. 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 the Chamber or any of them shall be open to inspection of members not being members of the Board.
88. The Board shall from time to time in accordance with the requirement of the Act cause to be prepared and to be laid before the Chamber in general meeting such profit and loss accounts, balance sheets and any reports as are referred to in the Act.
89. Subject to the Act, a copy of Directors' Report and Financial Statement which is to be laid before the Chamber 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, the Chamber.

Auditors

90. Auditors shall be appointed and their duties regulated in accordance with the Act.

Notice

91. Subject to the Act, any notice may be given by the Chamber to any member in writing in the following manner:-
- (a) given by hand to the address, within Malaysia, of the member as supplied by him to the Chamber for the purpose of giving notice to him;
 - (b) given by ordinary post to the address, within Malaysia, of the member as supplied by him to the Chamber for the purpose of giving notice to him;
 - (c) given in electronic form by transmitting to the electronic address or facsimile number of the member as supplied by him; or
 - (d) subject to the Act and clause 92, for the purpose of notice of general meeting, by publishing on a website.
92. If a notice for a meeting of members is given by way of a publication in a website as per clause 91 (d), the Chamber shall notify its members that the notice is available in the website and such notification must be given in hard copy or electronic form stating:
- (a) that it concerns a meeting of members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.
93. The notice pursuant to clause 92 shall be available in the website throughout the period beginning from the date of notification referred to clause 92 until the conclusion of the meeting of members.
94. A notice :
- (a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;
 - (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - (c) sent by electronic and digital transmission, is taken to be given on the business day after it is sent irrespective of whether or not the same is actually received by the

member; and

- (d) given by publication in the website, is taken to be given on the business day after the notification that the notice is available in the website is sent.

95. 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 the Chamber an address within Malaysia for the giving of notices to them;
- (b) the auditors for the time being of the Chamber; and
- (c) the members of the Board.

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

Indemnity

96. Subject to the provision of and so far as may be permitted by the Act, every member of the Board, auditor or other officer of the Chamber shall be entitled to be indemnified by the Chamber 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 as an officer or employee of the Chamber and in which judgement is given 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 of promoter hereby agree with the foregoing Constitution.

Name, address, IC/ passport No and Description of Promoter	Signatures of each Promoter
(a) Name : SIMON FLUCK Residential Address : 13A, Garden Manor Sierramas, Jalan Sierramas Utama, Valencia, 47000 Sungai Buloh, Selangor IC/ passport No : X6876776 Position : Director	
(b) Name : GOH BOEY HWA Residential Address : 10 Jalan Bayu 6, Bukit Gita Bayu, Serdang, 43300 Seri Kembangan, Selangor IC/ passport No : 680207-07-5248 Position : Director	
(c) Name : ANDRE ROLF KELLER Residential Address : 819-02A, Sunway Opal Damansara, Jalan PJU 3/27, Sunway Damansara, 47810 Petaling Jaya, Selangor IC/ passport No : X6032334 Position : Director	
(d) -Name : GOH WEE MING (WU WEIMIN) Residential Address : 2-28-01, Uptown Residences Condominium, Jalan SS 21/60, Damansara Utama, 47400 Petaling Jaya, Selangor IC/ passport No : K28970918 Position : Director	

Dated this&t.h day of ..f. .t>.....20 i. ...

Company No. : 2024Uf007288 (1553138-D)

Witness to the above signatures:

Name : Mohamad Asraf Bin Hamzah

Identity Card No : 850327-14-5625

Position : Company Secretary



Lodge By : Beyond Expatriate Advisory (MM2H) Sdn Bhd (702149-V)

Tel : 03-21818383

Fax : 03-21810033

Address : 1-17-1, Menara Bangkok Bank @ Berjaya Central Park, No. 105
Jalan Ampang, 50450 Kuala Lumpur