

THE COMPANIES ACT, 1965

MALAYSIA

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

WORLD PEACE ASSEMBLY OF MALAYSIA BERHAD

NAME

1. The name of the Company is WORLD PEACE ASSEMBLY OF MALAYSIA BERHAD (hereinafter referred to as “the Assembly”).

REGISTERED OFFICE

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

OBJECTS

3. The objects for which the Assembly is established are :-
 - a) To promote or take part in the formation, management, supervision or control of the HUMANITARIAN projects/activities and other CHARITABLE related projects/activities for the purpose of safety, peace, health and racial harmony, both locally and internationally.
 - b) To provide for the delivery and holding of World Peace related educational programs, exhibitions, public meetings, classes and conferences aimed directly or indirectly to provide consultancy services and moral support to the cause of national and world safety and peace whether research, professional, diplomatic, medical, holistic natural (alternative medicine) health, educational, cultural, scientific, technical, or any general humanitarian matters.
 - c) To make donations in cash and/or kinds directly to individuals or representative organizations for charitable humanitarian purposes and participate in lawful humanitarian activities to Malaysia during war or hostilities or in difficult periods PROVIDED that the Assembly shall contribute any of its funds to any party solely for humanitarian purposes for safety, peace and harmony of humanity in general.

4. The powers of the Assembly under the objects clause shall be limited to the powers set out below:-
- a) To receive any gift whether moveable or pecuniary and whether or not subject to any trust for anyone or one of the objects of the Assembly.
 - 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 Assembly in the form of donations, grants loans, legacy, and subscription or otherwise.
 - c) To purchase, take on lease or otherwise acquire for the purposes of the Assembly 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 Assembly provided that the Assembly shall not acquire, charge mortgage 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 Assembly.
 - e) To let on lease or on hire the whole or any part of the movable property of the Assembly in such tenure as the Council 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 Assembly.
 - g) To purchase, acquire, hold, sell and deal in shares, stocks, debentures stocks, bonds, obligations, and securities issued or guaranteed by the Malaysian Government or public body or authority.
 - h) To sell, dispose of, or transfer any property and undertaking of the Assembly or any part thereof, for any consideration which the Assembly 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 Assembly not immediately require in such manner as from time to time may be determined, PROVIDED that the Assembly shall not invest in or incorporate any subsidiary company.

- 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 Assembly 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 Assembly 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 Assembly may think fit.
- o) To do all or any of the matters hereby authorized in any part of Malaysia either alone or in conjunction with, or as trustees, or agents, for any Company association or person and by or through trustees or agents.
- p) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of powers of the Assembly.

PROVIDED that:

- (i) The provisions of the Third Schedule of the Companies Act shall not apply to the Assembly and the foregoing provisions of this Paragraph shall be read and construed without reference to the provisions of that Schedule; unless expressly included in this Memorandum and Articles of Association with the approval in writing of the Minister charged with the responsibility for companies; and
 - (ii) The Assembly shall not support with its funds any political organisation or society or endeavour to impose on or procure to be observed by its member or others any regulations, restrictions or conditions which, if any were included in the objects of the Assembly would make it a Trade Union within the meaning of the Trade Union Act 1959
5. There shall be a Member of the Council for the management of the affairs of the Assembly (hereinafter referred to as the Council)
6. The income and property of the Assembly whencesoever derived shall be applied solely toward the promotion of the objects of the Assembly as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Assembly PROVIDED that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Assembly in return for any professional services rendered to the payment of interest at the current bank rate on any loan advanced by members of the Assembly to promote, the object thereof or reasonable and proper rent for premises demised or let by any member of the Assembly; but so that no member of the Council shall be

appointed to any salaried office of the Assembly paid by fees, and that no remuneration of the benefit in money's worth shall be given by the Assembly to any member of the Council except repayment of out-of-pocket expenses of the Assembly as aforesaid.

7. No addition, alteration or amendment shall be made to or in provisions contained in the memorandum or Articles of Association for the time being enforce unless the same shall have been previously submitted to and approved by the Minister charge with the responsibility for companies.
8. No person shall be appointed as Council of the Assembly unless his appointment has been approved by the Minister.
9. The Council and the members of the Assembly shall always ensure that the foundation of the fund of the Assembly 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 of public interest.
10. The liability of the member is limited.
11. If upon the winding up or dissolution of the Assembly 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 member of the Assembly, but shall be given or transferred to some other institution or institutions or organizations having objects similar to the objects of the Assembly and having been approved by the Director-General of Inland Revenue, Malaysia at or before the time of dissolution and is and so far as effect cannot be given to the aforesaid provision, to some other Funds of similar organization or some charitable object approved by the Director-General of Inland Revenue, Malaysia.
12. Every member of the Assembly undertakes to contribute to the assets of the Assembly in the event of the Assembly being wound up during the time that he is a member for within one year (1) after he ceased to be a member for payment of debts and liabilities of the Assembly contracted before he 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).
13. True accounts shall be kept of the sums of money received and expended by the Assembly and the matter in respect of which such receipt, and expenditure takes place, and of the property, credits and liabilities of the Assembly 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 Assembly for the time being, shall be open for the inspection of the members. Once at least in every calendar year the accounts of the Assembly shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

SUBSCRIBERS

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

Names, Addresses and Descriptions of Subscribers

Tan Man Ho

NRIC No.: 530206-01-5127
55, Jalan Damai 9
Taman Damai
81400 Senai
Johor, Malaysia

Professor

Teh Gi Ya

NRIC No.: 540502-08-6033
No 38 SS 20/2, Damansara Utama
47400 Petaling Jaya
Selangor, Malaysia

Businessman

Dated this

Witness to the above signatures: -

Loo Nic Foong
No.9, Jalan Batai 2
Taman Sri Pulau
81110, Johor Bahru,
Johor Darul Takzim.

Lodge by : **SOUTHERN MANAGEMENT SERVICES**
Address : NO.72A, JALAN KEBUDAYAAN 18,
TAMAN UNIVERSITI,
81300 SKUDAI, JOHOR BAHRU,
JOHOR DARUL TA'ZIM
TEL NO. : 07-521 2676
FAX NO. : 07-521 2793

THE COMPANIES ACT, 1965

MALAYSIA

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

WORLD PEACE ASSEMBLY OF MALAYSIA BERHAD

PRELIMINARY

1. The regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1965 shall not apply to the Company, but these Articles, shall, subject to repeal, addition and alteration as provided by the Act or these Articles, be the regulations of the Company.
2. (a) In these Articles, if not inconsistent with the subject or context the words, standing in the First Column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the Second Column thereof.

WORDS

MEANINGS

WPAM:	Abbreviation for "World Peace Assembly of Malaysia"
The Act:	The Companies Act, 1965 or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Assembly and any reference to any provision of the Act is to any provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
The Articles:	The Articles of the Association as originally framed or as altered from time to time by Special Resolution.
The Council:	Means the Members of the Council hereby set up for the management of the affairs of the Assembly and they shall include Tan Man Ho and Teh Gi Ya.
Board of Trustees:	The Board of Trustees shall be a separate board distinct from the Council and consists of holders of trusts. All members of the Council are also member of the Board

of Trustees, and Members of the Board of Trustees can be appointed by the principal to the fund/or kinds besides being appointed by the Council. But Members of the Board of Trustees cannot be Members of the Council unless voted and approved in writing by a 2/3 majority of the Members of the Council.

Member: Any individual or Registered Organization, local or international who subscribes to the doctrine and practices laid down by the Council and who have been duly admitted to membership of the Assembly whose name shall have been entered in the Register of Members of the Assembly and who shall not have ceased to be a Member.

Registered Organization Any registered legal entity such as a company, a cooperative society, an association and others that is officially registered in the country of domicile.

The Office: The Registered Office for the time being of the Assembly

The Secretary: The Secretary of the Assembly 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 World Peace Assembly of Malaysia Berhad.

The Seal: The Common Seal of the Assembly.

- (b) Writing shall include printing and lithography and any other mode representing works in a visible form.
- c) Words importing the singular number only shall include the plural number, and vice versa.
- d) Words importing the masculine gender only shall include the feminine and vice-versa.
- e) When any provision of the Act is referred to the reference is to such provision as modified by any Statute for the time being in force.
- f) Unless the context otherwise requires expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding upon the Assembly shall have the meanings so defined.
- g) Subject as aforesaid any words or expressions in the Act shall except where the subject or context forbids bear the same meanings in these Articles.

MEMBERS

3. The number of members to which the Assembly proposes to be registered is not less than 2 members but the Assembly may from time to time register an increase or reduction in the number of members.
4. The members of the assembly shall be the subscribers to the memorandum of association and such other persons who shall be elected to membership in accordance with the articles and shall be entered in the Register of Members accordingly and he shall be a member thereof.
5. Membership of the Assembly shall comprise the following classes :-
 - a) Ordinary Member : Individual or Registered Organization
 - b) Permanent Member : Individual or Registered Organization

The number of ordinary and permanent members shall be unlimited and subject to Clause 3 of the Articles of Association.

6. No person shall be elected to membership unless he shall first have submitted to the Assembly 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 Council may from time to time prescribe. Admission to membership of any person who makes application to the Assembly shall be at the sole discretion of the Council and the Council may reject any application for membership without assigning any reason thereof.
7. The Council may admit to honorary membership of Assembly persons distinguished in commerce or finance or who have rendered public services humanitarian or non-humanitarian in any of the job related. Who shall not be required to sign the application mentioned in clause 5 or be under any liability in the event of the Assembly being wound up.

RIGHTS OF MEMBERS

8. All **Ordinary Members** are entitled to the following rights or privileges:-
 - a) Be it individual or Registered Organization the rights of an ordinary member shall be personal and shall not be transferred and shall cease upon the death of the individual or the winding up of the Registered Organization.
 - b) Every ordinary member of the Assembly shall further the objects, interests and influence of the Assembly and shall observe these Articles and all rules, regulations and by-laws of the Assembly made pursuant to the power on that behalf hereinafter contained.
 - c) To enjoy the various benefits available as regulated by the Assembly.

- d) To make proposals for the advancement and reform of the Assembly on all matters within the objects of the Assembly.

All **Permanent Members** are entitled to the following rights or privileges:-

- a) Be it individual or Registered Organization the rights of a permanent member shall be personal and shall not be transferred and shall cease upon the death of the individual or the winding up of the Registered Organization.
- b) Every permanent member of the Assembly shall further the objects, interests and influence of the Assembly and shall observe these Articles and all rules, regulations and by-laws of the Assembly made pursuant to the power on that behalf hereinafter contained.
- c) To enjoy the various benefits available as regulated by the Assembly.
- d) To make proposals for the advancement and reform of the Assembly on all matters within the objects of the Assembly.
- e) To appoint a person or persons competent in such appointment under the Act as auditor or auditors at each annual general meeting of members for the ensuing year.

ENTRIES IN THE REGISTER OF MEMBERS

- 9. The secretary shall cause to be entered the name and address of each member in the Register of members upon his admission to membership

10. (a) **Ordinary Member**

Entrance fee:

- i) Every individual or Registered Organization must pay an entrance fee of RM200.00

Annual subscription fee:

- ii) Every individual or Registered Organization must pay an annual subscription of RM200.00 and RM1,000.00 respectively. The subscription is payable in advance in January each year or upon first admission as a member together with the application.

(b) **Permanent Member**

- i) Every individual who sponsors a sum of RM1,000.00 or more may apply to the Assembly for permanent membership.
- ii) Every Registered Organization which sponsors a sum of RM5,000.00 or more may apply to the Assembly for permanent membership.

CESSATION OF MEMBERSHIP

11. (a) If the subscription of an Ordinary Member shall remain unpaid for a period of one (1) year after it becomes due then the Ordinary Members may after notice of the default shall have been sent to him by the Hon. Secretary or the Treasurer be debarred by resolution of the Council from all privileges of membership and his name may be removed by the Council from the Register of Members provided that the Council may reinstate the Member and restore his name to the Register on payment of all arrears if the Council thinks fit to do so.

(b) If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of the Association or shall be guilty of any conduct which in the opinion of the Council is unbecoming of a member or prejudicial to the interest of the Assembly, the Council shall have the power to expel the member from the Assembly and erase his name from the Register of Members provided that at least one week (1) before the meeting of the Council at which a resolution for his expulsion is passed by the Member shall had notice of such meeting and of what is alleged against him and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he may think fit and provided further that any such member may by notice in writing lodge with the Honorary Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for his expulsion is to be considered by the Council elect to have the question of his expulsion dealt with by the Assembly in general meeting and in that event an

Extraordinary General Meeting of the Assembly shall be called for the purpose and if at the meeting a resolution for the expulsion of the Member be passed by a majority of two-thirds ($2/3$) of those present and voting (such vote to be taken by ballot) the Member shall be expelled and his name removed from the Register of Members.

(c) The entrance and annual subscription fees shall not be refunded to a member whose membership has been ceased under Clause (10b).

(d) A member shall also cease to be a member of the Assembly and his name shall be removed from the Register of members in any on of the following events :-

i) in the event of death;

ii) if he by notice in writing to the Assembly resigns his membership;

iii) if he becomes of unsound mind;

iv) if he convicted or indicated of any criminal offence;

v) if he shall be adjudged bankrupt or make any composition of arrangement with his creditors.

EXPULSION

12. 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 Assembly. Any such person shall as from the passing of such resolution cease to be a member of the Assembly.

GENERAL MEETING

13. (a) A general meeting of the Assembly shall be held annually in compliance with statutory requirements.
- (b) All general meetings other than an Annual General Meeting shall be called Extraordinary General Meeting.
- (c) The Council may, whenever it thinks fit, and it shall, upon a requisition made in writing by at least thirty (30%) per centum of the members, convene an Extraordinary General Meeting.
- (d) Any requisition made by members shall express the object of the meeting proposed to be called and shall be left at the registered office of the Assembly.
- (e) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and hour of the meeting and in case of special business the general nature of that business shall be stated in the notice.

NOTICE OF GENERAL MEETING

14. (a) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called twenty-one (21) days' notice in writing at least.
- (b) Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, fourteen (14) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and hour of the meeting and in case of special business the general nature of that business shall be stated in the notice.

PROXY

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

WORLD PEACE ASSEMBLY OF MALAYSIA BERHAD

I/Weof.....

...

being * a permanent / *an ordinary member of WORLD PEACE ASSEMBLY OF MALAYSIA BERHAD and entitled to One (1) vote hereby

appoint.....of.....

.....or

failing him ofas its proxy to vote for it and or its behalf at theGeneral Meeting of The Association to be held on.....day of.....and at adjournment thereof.

The Seal ofis affixed thisday of in the presence of:-

*Delete if not applicable

.....
Witness

.....
Witness

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

PROCEEDINGS AT GENERAL MEETINGS

16. (a) All activities shall be deemed **special** that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the **exception** of the consideration of the accounts, balance sheets and the ordinary reports of the Council and the Report of the Auditors, the election of members of the Council and the appointment and remuneration of the Auditors, shall be deemed **general**.

(b) No transaction shall be transacted at any general meeting unless a quorum of not less than sixty (60%) members of the Council is present at the

commencement of such meeting.

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

OFFICERS AND THE COUNCIL

- 17. (a) The affairs of the Assembly shall be managed by the Council. Unless otherwise determined by Members in General Meeting, the First Members of the Council shall be Tan Man Ho and Teh Gi Ya who are the founding members and/or co-founders of the Assembly. They are the Exempt Permanent Members of the Assembly by virtue of being the founders.

- (b) The Council shall consist of a minimum of TWO (2) members and a maximum of SEVEN (7) members, and must be elected from the Permanent Members.
- (c) The members of the Council shall from amongst their members elect a President, a Vice-President, an Honorary Secretary and/or an Assistant Honorary Secretary, an Honorary Treasurer and/or an Assistant Honorary Treasurer, and the remaining members shall be the members of the Council without portfolio.

RETIREMENT OF MEMBERS OF THE COUNCIL

- 18. (a) At the Second Annual General Meeting of the Assembly and biennially thereafter the members of the Council shall all retire at the conclusion of the relevant Annual General Meeting. The total number of the Council to be elected thereafter shall not exceed the maximum fixed by Article 17(b). All nominations for election as Council, together with the nominees consent in writing must reach the Honorary Secretary not later than 31st December in the year in which the relevant general meeting is to be convened.
- (b) A retiring Council is eligible for re-election if he is so nominated.

MEETINGS OF THE COUNCIL

- 19. (a) The quorum of the Council meeting shall not be less than sixty (60) per centum.
- (b) The Council shall have power to form and regulate functions of any sub-committee for any specific duty and to co-opt any member to serve on any sub-committee.
- (c) The Executives of the Council shall consist of the President, Vice-President, Honorary Secretary and/or an Assistant Honorary Secretary, Honorary Treasurer and/or the Honorary Assistant Treasurer and one elected from the Council. The Executives of the Council shall meet at least once in every four months, the President must send out the notice of the meeting informing the Executive Council seven (7) days in advance before the meeting.
- (d) The quorum of the meeting of the Executives of the Council shall not be less than sixty (60) per centum.
- (e) The President of any meeting of the Council shall have an original vote and, in the case of an equality of votes, may exercise a second or casting vote.

DUTIES OF COUNCIL

20. (a) The President of the Council shall represent the Assembly in its dealings with external matters, he shall preside all Exco meetings of the Assembly. The President and the Honorary Secretary or the Honorary Treasurer shall be responsible for signing cheques.

They have the power to approve expenditure for not exceeding RM10,000.00. Any expenditure above RM10,000.00 must be approved by the Council.

- (b) The Vice-President shall assist the President in carrying out his duties and shall act for him in the absence of the President.
- (c) The Honorary Secretary shall be responsible for summoning all meetings and preparing minutes and keeping the minutes, handling daily affairs, endorsing all documents, receipts, bank checks, keeping all documents concerning the Assembly and responsible for all correspondence with outside organizations. The Honorary Secretary shall be responsible for submitting annual report of the Assembly to the Annual General Meeting. The Honorary Secretary shall have the power to approve cash expenditure for not exceeding RM5,000.00.
- (d) The Assistant Honorary Secretary shall assist the Honorary Secretary to deal with matters concerning the Assembly. The Assistant Honorary Secretary shall execute the roles of the Secretary during the absence of the Honorary Secretary.
- (e) The Honorary Treasurer shall be responsible for dealing with all the income and expenditure of the Assembly, endorsing all receipts and bank cheques. The Honorary Treasurer shall deposit therein monies received that exceed RM3,000.00 to the bank appointed by the Assembly on behalf of the Assembly.

The Assistant Honorary Treasurer shall assist the Honorary Treasurer in carrying out his duties and shall act in his place during his absence. Other members of the Council shall carry out such duties as directed by the Council or the President.

DISQUALIFICATION OF A COUNCIL

21. The office of a Council shall be vacated if the said Council:
- i) holds any office of profit under the Assembly;
 - ii) is declared a bankrupt;
 - iii) becomes prohibited from being a director by reason of any order made under Section 130 or 304 of the Act;
 - iv) is found lunatic or becomes of unsound mind;
 - v) resigns his office by notice in writing to the Assembly;

- vi) is specially interested in any issue considered by the Council and failed to declare the nature of his interest;
- vii) The organization which he represents or which nominates him is deregistered, defunct or liquidated, or its membership of the Assembly suspended or otherwise ceases.

EXCLUSION OF COUNCIL

- 22. (a) A Council shall cease to hold office if the Registered Organization which he represents or which nominates him in writing informs the Council that the nomination of the said Council is withdrawn.
- (b) In the event that a Council contravenes the provisions of these Articles or Acts against the interests of the Assembly, the Council may by the majority of the Council present and voting notify the Registered Organization which nominates the said Council that the said Council is no longer acceptable, and that the said Council shall cease to hold office.
- (c) Any vacancy created as aforesaid in this Article may be filled by the Council in the manner provided in Article 23.

CASUAL VACANCY ON THE COUNCIL

- 23. Subject to Article 17(b) any vacancy or casual vacancy on the Council may be filled by the Council PROVIDED that:-
 - (a) Any vacancy created by the nominee Council of the Registered Organizations must be filled by another nominee of that said Registered Organization, referred to under Clause 14(b).
 - (b) Any vacancy created by Council other than the nominee Council may be filled by member with the next highest number of votes returned at the last election.
 - (c) Any person so appointed to fill a vacancy shall hold office until the next relevant general meeting when all Councils shall retire.

BORROWING POWERS

- 24. The Council may exercise all the powers of the Assembly 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 security for any debt, liability or obligation of the Assembly.

ELECTION OF OFFICERS

25. The Council shall hold an election once every two (2) years during the general meeting. Members of the Council shall form an Election Committee which comprises of five members who shall deal with the provision, preparation and conduct of the election.

THE SECRETARY

26. (a) The Secretary shall be appointed by the Council for such terms, 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 Council shall be : Ong Chong Keong (MAICSA - 7015645) and Mr. Loo Nic Kee (MAICSA-7062339).
- (b) The office of the Secretary shall be vacated if the Secretary resigns by notice in writing to the Council, left at the registered office and copies sent to the Council members for the time being at their last known addresses.
- (c) The secretaries of the Assembly shall be indemnified and kept fully indemnified by the Assembly and the Council members jointly and severally in their personal capacity against any loss, claims, expenses and liabilities incurred by them in the ordinary course of discharging of their duties as Officers/Secretaries of the Assembly.
- (d) A provision of the Act or these articles requiring or authorizing a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as, or in place of, the secretary.

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

27. The Council shall cause proper minutes to be made of all Meetings of the Assembly and also of all appointments of officers, and of the proceedings of all meetings of the Council, and of the Attendance thereat, and all activities transacted at such meetings and any such minutes of any meeting, if purporting to be signed by the President of such meeting, or by the President of the next succeeding meeting shall be conclusive evidence without any further proof of the facts therein stated.

COMMON SEAL

28. The Seal of the Assembly shall be placed in the safe custody of the Secretary and shall not be affixed to any instrument except by the authority of a resolution of the Council.

ACCOUNTS

29. The Council shall cause proper books of account to be kept in respect of:
 - a) All sums of money received and expended by the Assembly and the matters in respect of which receipt and expenditure take place;
 - b) All sales and purchases by the Assembly; and
 - c) The assets and liabilities of the Assembly.
30. The books of account shall be kept at the registered office of the Assembly or subject to Section 167(3) of the Act, at such other place or places as the Committee shall think fit and shall always be open to the inspection of the members of the Council.
31. The Council 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 Assembly or any of them shall be open to inspection of members not being members of the Council.
32. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the Assembly in general meeting such profit and loss accounts, balance sheets and reports as are referred to in the Act.
33. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Assembly in general meeting, together with a copy of the auditor's report, shall not less than twenty-one (21) days before the date of the meeting be sent to every member of, and every holder of debentures of, the Assembly.

AUDITORS

34. Auditors shall be appointed and their duties regulated in accordance with Sections 174 and 175 of the Act.

INDEMNITY

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

NOTICE

36. Any notice may be given by the Assembly to any member either personally or by sending to him or to his registered address or the address, if any, within Malaysia supplied by him to the Assembly for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice in the ordinary course of post.
37. 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 Association an address within Malaysia for the giving of notices to them; and
 - (b) the auditors for the time being of the Assembly.

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

INTERPRETATIONS OF RULES OF CONSTITUTION

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

DISSOLUTION

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

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

Names, Addresses and Descriptions of Subscribers

Tan Man Ho

NRIC No.: 530206-01-5127
55, Jalan Damai 9
Taman Damai
81400 Senai
Johor, Malaysia

Professor

Teh Gi Ya

NRIC No.: 540502-08-6033
No 38 SS 20/2, Damansara Utama
47400 Petaling Jaya
Selangor, Malaysia

Businessman

Dated this

Witness to the above signatures: -

Loo Nic Foong
No.9, Jalan Batai 2
Taman Sri Pulai
81110, Johor Bahru,
Johor Darul Takzim.

Lodge by : *SOUTHERN MANAGEMENT SERVICES*
Address : NO.72A, JALAN KEBUDAYAAN 18,
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81300 SKUDAI, JOHOR BAHRU,
JOHOR DARUL TA'ZIM
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