

THE COMPANIES ACT, 1965
MALAYSIA

COMPANY LIMITED BY GUARANTEE

Memorandum

And

Articles of Association

**EU-MALAYSIA CHAMBER OF COMMERCE AND INDUSTRY
(263470-U)**

Incorporated in Malaysia

Incorporated on the 8th day of May, 1993



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

BORANG 13
AKTA SYARIKAT 1965
[Seksyen 23 (2)]

No. Syarikat

263470	U
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

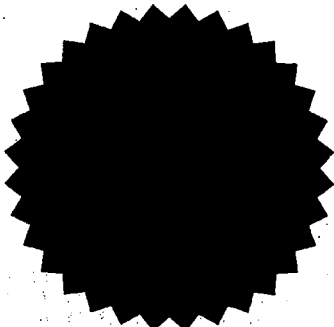
EUROPEAN UNION BUSINESS COUNCIL

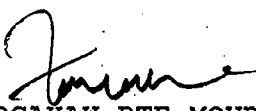
yang telah diperbadankan di bawah Akta Syarikat 1965, pada
08 haribulan Mei 1993, sebagai sebuah syarikat
Awam, pada 08 haribulan Mei 2003,
telah menukar namanya kepada

EU-MALAYSIA CHAMBER OF COMMERCE AND INDUSTRY

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 08 haribulan Mei, 2003.




ROGAYAH BTE MOHD. SAID
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 13
AKTA SYARIKAT 1965
[Seksyen 23 (2)]

No. Syarikat

263470	U
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa
EUROPEAN COMMUNITY BUSINESS COUNCIL

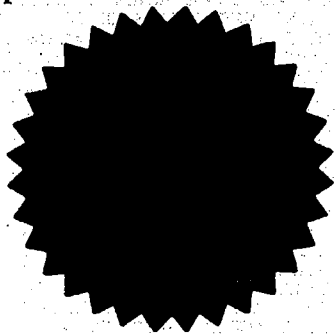
yang telah diperbadankan di bawah Akta Syarikat 1965, pada
08 haribulan Mei, 19⁹³, sebagai sebuah syarikat
Awam pada 28 haribulan Januari, 19⁹⁵,

telah menukar namanya kepada

EUROPEAN UNION BUSINESS COUNCIL

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

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 28 haribulan Januari, 19⁹⁵.




NORIAH BTE ABIDIN
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



PEJABAT PENDAFTAR-SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 8

AKTA SYARIKAT 1965

[Seksyen 16 (4)]

No. Syarikat

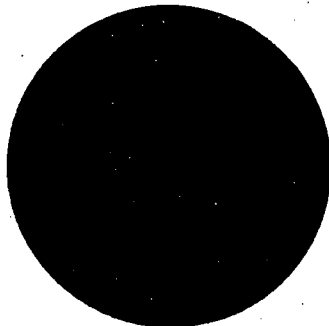
263470	U
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PERAKUAN PEMERBADANAN SYARIKAT AWAM

Ini adalah untuk memperakui bahawa
EUROPEAN COMMUNITY BUSINESS COUNCIL

telah diperbadankan di bawah Akta Syarikat 1965, pada dan
mulai dari 08 haribulan Mei, 1993, dan bahawa
syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 08 haribulan Mei, 1993.




(ROGAYAH BTE MOHD. SAID)
Penolong Pendaftar Syarikat
Malaysia

THE COMPANIES ACT, 1965

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

MEMORANDUM OF ASSOCIATION

OF

EU-MALAYSIA CHAMBER OF COMMERCE AND INDUSTRY
(Incorporating all amendments that were effective from 11 January 2016)

1. The name of the Company is EU-MALAYSIA CHAMBER OF COMMERCE AND INDUSTRY (hereinafter called "**the Chamber**").
2. The registered office of the Chamber is situated in Malaysia.
3. The principal objects for which the Chamber is established are:-
 - (a) to promote, support, and develop European business interests in Malaysia as well as to facilitate any trade, commerce and investments between the European Union and Malaysia with power to perform, execute or carry out the following Primary and Secondary Responsibilities assigned or transferred to the Chamber by the relevant member(s) of the European Union:-

Primary Responsibilities

- Cooperation with Bilateral Members [as defined under Article 4(a) of the Chamber] regularly and at early stages in developing common European Union positions and in drafting of related documents, including but not limited to position papers, media statements and stakeholder communication
- Extension of invitations to the Bilateral Members [as defined under Article 4(a) of the Chamber] to participate in jointly selected dialogue sessions and other relevant events with government agencies and private sector organisations, including but not limited to political entities, ministries, regulatory bodies, public sector authorities, the European Union, and local and regional business organisations
- Bringing forward of common European business positions in the name and on behalf of the business community that the Bilateral Members [as defined under Article 4(a) of the Chamber] represent vis-à-vis government agencies and private sector organisations, including but not limited to political entities, ministries, regulatory bodies, public sector authorities, the European Union, and local and regional business organisations
- Granting Bilateral Members [as defined under Article 4(a) of the Chamber] the right to contribute to and participate in the Chamber's committees
- Coordination and collaboration with the Bilateral Members [as defined under Article 4(a) of the Chamber] in the organisation of events

- Pursuit of an active collaboration with the Bilateral Members [as defined under Article 4(a) of the Chamber] in other areas, including but not limited to European Union projects and engagements with all other European bilateral business organisations in Malaysia, ASEAN and, where relevant and appropriate, in Europe

Secondary Responsibilities

- Ensure the availability of services to companies or other organisations from European countries without a chamber or business council or trade office representation in Malaysia either through the Chamber or through Bilateral Members [as defined under Article 4(a) of the Chamber] but ensuring that there will be no competition between the Chamber and the Bilateral Members [as defined under Article 4(a) of the Chamber]
- (b) to aid and encourage the development of trade, commerce and industry between the European Union business community and Malaysia by carrying on the business as agencies, committees, centers, representative and trustees for the European Union business community and to enter into any lawful agreement, contract, legal relationship, to give power of attorney, or any form of authorisation upon such terms and conditions as the Chamber deems fit; and
- (c) to do all such things as may be deemed incidental, conducive or expedient to the furtherance of any or all of the above objects.

PROVIDED that:

- (i) the provisions of the Third Schedule of the Companies Act, 1965 shall not apply to the Chamber 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 with the approval in writing of the Minister; and
 - (ii) the Chamber shall not support with its funds any political organisation or any objects endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition 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.
4. The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and no portion thereof shall be paid or distributed directly or indirectly, by way of dividend, 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 the following:-
- (a) remuneration to any person who is an officer or servant of the Chamber;
 - (b) remuneration to any Member of the Chamber or the Directors in return for any goods or services rendered to the Chamber on arm's length commercial terms;
 - (c) proper rent for premises demised or let by any Member of the Chamber;
 - (d) reimbursement of out-of-pocket expenses to any Member or Director of the Chamber which has been incurred wholly and exclusively on behalf of the Chamber; and
 - (e) any other remuneration or expense which the Board may from time to time think fit and proper.

Company No:

263470-U

5. No addition, alteration or amendment shall be made to or in the provisions 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 liability of the Members is limited.
7. Every Member of the Chamber undertakes to contribute to the assets of the Chamber in the event of the same Chamber being wound up during the time that he is a member or within one (1) year afterwards he ceased 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/-).
8. 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 or distributed among the members of the Chamber but shall be given or transferred to some other institution or institutions or organisation having objects similar to the objects of the Chamber and having approved by the Director of Inland Revenue, Malaysia at or before the time of dissolution and if and so far as the effect cannot be given to the aforesaid provision, to some other Funds of similar organisation or some charitable object approved by the Director-General of Inland Revenue, Malaysia.
9. True accounts shall be kept of the sums of money received and expended by the Chamber and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Chamber, and subject to any reasonable restrictions as to the time and manner of inspecting the same as may be imposed in accordance with the Articles of Association for the time being in force, shall be opened to the inspection of Members and, at least once in every year, shall be subject to audit in accordance with the provisions of the Articles of Association.

Company No:

263470-U

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

Names, Addresses and Descriptions of Subscribers

MR. PETER BANNER 4, Liku Tunku, 50450 Kuala Lumpur	Businessman
DATO' RINALDO ROMANI 16, Jalan Langgak Golf, 55000 Kuala Lumpur	Businessman
MR. YVES DEMOULIN 88, Jalan Taman Seputeh, Taman Seputeh, 58000 Kuala Lumpur	Businessman
MR. ATOK ILHAN 25, Jalan Semantan Dua, Damansara Heights, 50490 Kuala Lumpur	Businessman
MR. OLIVIER RIVES-GEORGES 8, Lorong Kuda, Off Jalan Tun Razak, 50100 Kuala Lumpur	Businessman
DR. WEDIG VON BONIN 8, Pinggian Tunku, Bukit Tunku, 50480 Kuala Lumpur	Businessman

Dated this 23rd day of March, 1993

Witness to the above signatures:-

BHADARUL BAHARIN BIN SULAIMAN
Advocate & Solicitor
No. 2, Benteng,
50050 Kuala Lumpur

THE COMPANIES ACT, 1965

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

ARTICLES OF ASSOCIATION

OF

EU-MALAYSIA CHAMBER OF COMMERCE AND INDUSTRY
(Incorporating all amendments that were effective from 17 December 2015)

Interpretation

1. In these Articles:-

- “Member” means the subscriber to the Memorandum and Articles of Association and any new member admitted as a member in accordance with Article 2 and Article 3.
- “Secretary” means any person who is a holder of a secretary licence or a member of a prescribed body appointed to perform the duties of the secretary of the Chamber.
- “The Act” means the Companies Act 1965 or any statutory modification or amendment thereof for the time being.
- "The Board" means the Board of Directors hereby set up for the management of the affairs of the Chamber.
- "The Chamber" means EU-Malaysia Chamber Of Commerce And Industry (EUMCCI), (Company No.: 263470-U), incorporated as a company limited by guarantee under the Act and shall include its successors-in-title and permitted assigns.
- “The Management” means the operational management team employed by the Chamber to assist the Board in the day-to-day management and administration of the Chamber based on the scope, decision-making authority and reporting requirements defined by the Board and under the directions of the Board.

Expressions referred to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

The headings and sub-headings to these Articles are inserted for purposes of convenience only and shall not be deemed to be a part thereof or be taken into consideration in the interpretation of construction of these Articles.

An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purpose of that Part or Division has, in any of these Articles that deals with a matter dealt with by that Part or Division, unless the contrary intention appears, the same meaning as in that Part or Division.

Subject as aforesaid, words or expressions contained in these Articles of Association shall be interpreted in accordance with the provisions of the Interpretation Act 1967 and of the Act as in force at the date at which these regulations become binding on the Chamber.

Reference to any statute or subsidiary legislation or any provision of any statute or subsidiary legislation shall include all modifications, extensions, substitutions or re-enactments thereof in force at any particular time and all regulations, rules, orders, directives, notices and other instruments then in force and issued under or deriving validity from the relevant statute or subsidiary legislation or provision.

Members

2. The number of Members to which the Chamber proposes to be registered is not less than two (2) and up to an unlimited number but the Chamber may from time to time register an increase or reduction in the number of members.
3. The Members of the Chamber shall be the subscribers to the Memorandum of Association and such other persons who shall be admitted to membership in accordance with the Articles and shall be entered in the Register of Members accordingly. For the avoidance of doubt, save as for the members of the Bilateral Member and Direct Member classes, all other classes of memberships shall not be deemed as a member for the purposes of Section 148(1) of the Act and shall not be entered in the Register of Members.
4. Memberships of the Chamber shall comprise the following classes:
 - (a) **Bilateral Member** who represents one or more European nation(s) through a business council, chamber of commerce, trade representative or similar functional organisation and who has elected to pay the bilateral member membership fee prescribed from time to time by the Board directly to the Chamber and whose membership has been accorded “bilateral member” status and so indicated in the books of the Chamber;
 - (b) **Direct Member** who has elected to pay the direct membership fee prescribed from time to time by the Board and whose membership has been accorded “direct member” status and so indicated in the books of the Chamber;
 - (c) **Top Up Member** who is a member of a bilateral member and who has elected to pay the top-up membership fee to the Chamber as prescribed from time to time by the Board and whose membership has been accorded “top up member” status;
 - (d) **Indirect Member** who is a member of a bilateral member and who has elected not to pay the top-up membership fee to the Chamber as prescribed from time to time by the Board and whose membership has been accorded “indirect member” status;

- (e) **Associate Partners** who may be a person not falling within the above mentioned four (4) classes of memberships but whom in the opinion of the Board is worthy of becoming “Associate Partners”.
5. No person shall be admitted to membership unless he shall first have submitted to the Chamber an application for membership in a form prescribed by the Board accompanied by any prescribed entry fee, where applicable 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.
6. The Board may admit to **Associate Partners** membership of the Chamber persons distinguished or who have rendered public services to promote, support and develop European business interests in Malaysia, as well as to facilitate any trade, commerce and investment between the European Union and Malaysia, who shall not be required to sign the application mentioned in Article 5 or to pay any subscription or be under any liability in the event of the Chamber being wound up. Associate Partners shall be offered an advisory role in an Advisory Council to which other relevant parties may be invited.
7. Membership of the Chamber shall entitle its members to participate in the activities of the Chamber and have access to research and resources of the Chamber, depending on the benefits attached to the various membership classes and provided that the Board may at its sole discretion impose such reasonable charges for participation in activities or access to information as the Board may deem appropriate.
8. Every Member of the Chamber shall, to the best of its/his ability, further the objects, interests and influence of the Chamber and shall observe all regulations of the Chamber.
9. A copy of the Memorandum and these Articles of Association together with the rules and regulations, if any, made thereunder shall be supplied to every Member on request.

Entries in the Register of Members

10. Subject to Article 3, the Management of the Chamber shall cause to be entered the relevant details of each member in the Register of Members in accordance with Section 158 of the Act upon his admission to membership.

Entry Fees and Subscription

11. The Board shall have the power to determine the amount and frequency of payment, of fees or subscriptions payable by each category of Member (other than **Associate Partners**) and to add, alter, or delete any category of Member. The payment of entry fees and annual subscriptions (if any) by Members shall be of such amount and payable on such dates and in such manner as the Board may from time to time prescribe.

Cessation of Membership

12. 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;

- (b) if he by notice in writing to the Chamber resigns his membership;
 - (c) if he becomes of unsound mind;
 - (d) if he is convicted or indicted of any criminal offence;
 - (e) if being a corporate body it is dissolved or wound up; or ceases to carry on activity for more than six (6) months;
 - (f) if he shall be adjudged bankrupt / insolvent or makes any composition or arrangement with its creditors;
 - (g) if he is expelled by a majority decision of the Board for acts or omissions which in the sole opinion of the Board is deemed incompatible with the objects of the Chamber or these Articles. Any such person shall as from the passing of such resolution cease to be a Member of the Chamber but shall be eligible for readmission by resolution of the Board or of Members at a general meeting;
 - (h) if he is expelled by a majority resolution of Members at a general meeting for conduct which in the opinion of Members 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 not be eligible for readmission; or
 - (i) if he fails to settle his membership fees for more than three (3) months.
13. The decision of the Board to whether any Member has come within the provision of Article 12, shall be final and binding on any such Member.

Expulsion

14. By a majority of votes of the eligible Members present and voting at an annual or extraordinary general meeting, the Chamber 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 not be eligible for readmission.

General Meetings

15. The Chamber shall hold once every year a general meeting to be called the Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen (15) months shall elapse between the date of one (1) Annual General Meeting and that of the next, provided that so long as the Chamber hold its first Annual General Meeting within eighteen (18) 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.
16. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
17. 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 requisitionists, as provided by the Act. In determining the number of Members requisitioning a meeting, each Member shall be counted as one (1).

Notice of General Meeting

18. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at least and a meeting of the Chamber other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by at least fourteen (14) days' notice in writing. 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 shall be given, in a manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the persons as are under the Articles 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 article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of Members having a right to attend and vote at the meeting, being majority together representing not less than ninety-five per cent (95%) of the total voting rights at that meeting of all Members.
19. All Members shall be entitled to receive notice of general meetings and subject to Article 30, to participate at any general meetings provided that all fees or subscriptions presently payable by him to the Chamber have been paid.
20. 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.

Proceedings at General Meetings

21. 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 accounts, balance sheet and the report of the members of the Board and auditors, the re-election of members of the Board or election of members of the Board in the place of those retiring, the appointment or re-appointment of members of the Board who are of or over the age of seventy (70) years (if any), the appointment of and fixing of the remuneration of, the auditors, and the transaction of any other business of which due notice has been given in accordance with the Act.
22. 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, the quorum for a general meeting shall be such number of Members as shall constitute twenty per centum (20%) of the total number of Members with a Malaysian address and where such number shall contain a fraction (including a fraction greater than half) it shall be reduced accordingly to the nearest whole number.
23. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be quorum.
24. The Chairman of the Board, or in his absence, a Deputy Chairman of the Board, shall preside at every general meeting of the Chamber but if none of them shall be present within fifteen (15) minutes after the time appointed for holding the meeting, or if they are unwilling to preside for any reason whatsoever, the Members of the Chamber present shall elect a Director, or if no Director is present, or if all the Directors present decline to take the chair, they shall choose one (1) of the Members present to be chairman of the meeting. For the

purpose of this Article, "Members" include persons attending by proxy or Attorney or Representative.

25. 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 (30) 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.
26. At any general meeting a resolution put to the vote of the meeting shall be decided by **poll**. A declaration by the Chairman that a resolution has been carried or lost and an entry to that effect with proof of the number or proportion of the votes recorded in favour of or against such resolution made in the book containing the minutes of the proceedings of the Chamber shall be conclusive evidence of the fact.
27. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.
28. A vote 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
29. Subject to the provisions of the Act a resolution in writing signed by all Members of the Chamber for the time being entitled to receive notice of and to attend and vote at general meetings, or being corporate body, by their duly authorised representative, shall be as valid and effective as if the same had been passed at a general meeting of the Chamber duly convened and held.

Votes of Members

30. With the exception of the election of directors at a general meeting, which is subject to Articles 38 and 39, voting rights of the Members of the Chamber on any other resolution tabled before a general meeting of Members are as follows:-
 - (a) Each Direct Member shall have one (1) vote but the votes of Direct Members present and voting shall only account for 40% of the total votes in determining the percentage of votes for and against a resolution.
 - (b) Each Bilateral Member shall have one (1) vote and one (1) additional vote for every ten (10) Top Up Members from the Bilateral Member (rounded upwards to the nearest 10) but the votes of Bilateral Members present and voting shall only account for 60% of the total votes in determining the percentage of votes for and against a resolution.

For the avoidance of doubt, members and their representatives or proxies who elect to abstain from voting shall be excluded for the purpose of determining the total number of votes for and against a resolution.

By way of illustration, assuming there are –

1. 7 out of 20 votes amongst Direct Members for a resolution; and

2. 6 out of 8 votes amongst Bilateral Members for a resolution.

The percentage of the votes for the resolution is as follows:-

- 7 out of 20 x 40% = 14%
- 6 out of 8 x 60% = 45%
- 14% + 45% = 59%

Save as for the members of the Bilateral Member and Direct Member, all other Members of the Chamber who are not members for the purposes of Section 148(1) of the Act shall not be entitled to vote.

31. No Member shall be entitled to vote at any general meeting unless all fees and subscriptions presently payable by him to the Chamber have been paid.
32. On a poll votes may be given either personally or by proxy.
33. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, either under seal or under hand of the office or attorney duly authorised and shall be deposited at the registered office of the Chamber, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid unless by a simple majority of members present and entitled to vote, the proxy is accepted. A proxy need not be a Member of the Chamber and Section 149(1)(b) of the Act shall not apply to the Chamber.
34. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits:-

EU-MALAYSIA CHAMBER OF COMMERCE AND INDUSTRY

[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 the annual [extraordinary] general meeting of the said Chamber to be held on the day of 20.. and at any adjournment thereof.

[Signatures]

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

The Board

37. The business of the Chamber shall be managed by the Board. The Board shall consist of not less than eight (8) members and not more than twelve (12) members and subject to Articles 38 and 39, these members shall consist of a minimum of six (6) and a maximum of ten (10) directors representing Bilateral Members, and two (2) directors representing Direct Members.
38. The minimum of six (6) and maximum of ten (10) directors representing the Bilateral Members in the Board are to be nominated by the respective Bilateral Member he/she is representing, provided only the Bilateral Members present and voting at a general meeting are entitled to vote for their preferred top six (6) and up to ten (10) directors representing Bilateral Members, and provided further there are positions open based on Article 53 where directors are to be re-elected every two (2) years. Every one (1) Bilateral Member shall have one (1) vote and one (1) additional vote for every ten (10) Top Up Members from the Bilateral Member (rounded upwards to the nearest 10) at the said general meeting on the election or re-election of the directors representing the Bilateral Members.

For the avoidance of doubt, Bilateral Members and their representatives or proxies who elect to abstain from voting shall be excluded for the purpose of determining the total number of votes for and against a resolution.

Each Bilateral Member is only entitled to nominate one (1) representative and the representative nominated shall be a member of the highest governing authority of the Bilateral Member (e.g. Board / Council / Committee) he/she represents.

However, in the event the number of Bilateral Members fall below six (6), the existing Bilateral Member(s) may then nominate more than one (1) candidate to represent itself in order for the Chamber to meet the required minimum of six (6) directors representing the Bilateral Members but should the number of directors nominated still be below the minimum of six (6) the Chairman shall then open the remaining unfilled positions up to six (6) that are reserved for Bilateral Members to the Direct Members to nominate its representative on the Board so that the Board shall always consist of not less than eight (8) members provided that each Direct Member is only entitled to nominate one (1) representative and the representative nominated shall be a member of the highest governing authority of the Direct Member (e.g. Board / Council / Committee) he/she represents.

39. The two (2) directors representing Direct Members in the Board are to be nominated by the respective Direct Member he/she is representing, provided only the Direct Members present and voting at a general meeting are entitled to vote for their preferred top two (2) directors representing Direct Members, and provided further there are positions open based on Article 53 where directors are to be re-elected every two (2) years. Every one (1) Direct Member shall have one (1) vote at the said general meeting on the election or re-election of the directors representing the Direct Members.

For the avoidance of doubt, Direct Members and their representatives or proxies who elect to abstain from voting shall be excluded for the purpose of determining the total number of votes for and against a resolution.

Each Direct Member is only entitled to nominate one (1) representative and the representative nominated shall be a member of the highest governing authority of the Direct Member (e.g. Board / Council / Committee) he/she represents.

However, in the event the number of Direct Members fall below two (2), the existing Direct Member(s) may then nominate more than one (1) candidate to represent itself in order for the Chamber to meet the required two (2) directors representing the Direct Members but should the number of directors nominated still be below the minimum of two (2) the Chairman shall then open the remaining unfilled positions up to two (2) that are reserved for Direct Members to the Bilateral Members to nominate its representative on the Board so that the Board shall always consist of not less than eight (8) members provided that each Bilateral Member is only entitled to nominate one (1) representative and the representative nominated shall be a member of the highest governing authority of the Bilateral Member (e.g. Board / Council / Committee) he/she represents.

40. The Board shall have the following office bearers, amongst others that the Board may prescribe from time to time:-
- (a) a Chairman, who must not be the Chief Executive Officer or General Manager of the Chamber;
 - (b) no more than two (2) Deputy Chairmen; and
 - (c) an Honorary Treasurer.

All the aforesaid office bearers shall not hold any position as office bearers in the highest governing authority of the Bilateral Member (e.g. Board / Council / Committee) they respectively represent.

41. The aforesaid office bearers shall be elected by the Board, from among all the elected Board members.
42. (a) Any Director may at any time by writing under his hand and deposited at the registered office or the business address of the Chamber a letter appointing any person to be his Alternate Director and stating the effective date of appointment, but subject always to the proper execution of the Statutory Declaration by A Person Before Appointment As Director, or by A Promoter Before Incorporation of Corporation (Form 48A) in compliance with Section 123(4) of the Act, or any statutory modification or amendment thereof, by the Alternate Director duly appointed and may in like manner at any time terminate such appointment.
- (b) The cessation of an Alternate Director shall ipso facto be determined:-
- i) on the happening of any event which if he was a Director would render him legally disqualified from acting as a Director; or
 - ii) if he has a receiving order made against him or compounds with his creditors generally; or
 - iii) if he becomes of unsound mind; or
 - iv) if his appointor ceases for any reason to be a Director.
- (c) An Alternate Director is a member of the Board and shall (subject to his giving the Chamber an address within Malaysia at which notices may be served upon him) be entitled to receive notices of meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally in the absence of his appointor to perform all the functions of his appointor as a Director.

43. The first members of the Board shall be:-
- (a) Mr. Y. Demoulin;
 - (b) Mr. O. Rives-Georges;
 - (c) Mr. W. von Bonin;
 - (d) Dato' R Romani;
 - (e) Mr. A. Ilhan; and
 - (f) Mr. P. Banner.
44. The members of the Board shall only be paid reasonable expenses properly incurred by them that are directly related to the furtherance of the objects of the Chamber and shall not be paid any remuneration for their service.

Borrowing Powers

45. The Board may exercise all 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 security for any debt, liability or obligation of the Chamber.

Powers and Duties of the Board

46. The management and control of the Chamber shall be vested in the Board which in addition to the powers and authorities by law of or herein expressly conferred upon them, may exercise all such acts and things as may be exercised or done by the Chamber and are not hereby or by statute expressly directed or required to be exercised or done by the Chamber in general meeting, with power to delegate as it deems fit.
- 46A. The Board is responsible to put in place the Management comprising competent full-time salaried employees, and volunteers, where appropriate.
47. The Board shall have the power to do all things which are necessary to achieve the objects and powers as contained in the Memorandum and Articles of Association of the Chamber.
48. 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 these Articles) 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.
49. 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.

Minutes of Meetings

50. 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.

The minutes of any general meeting or of any meeting of Directors or committees of the Board if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Disqualification of Members of the Board

51. The office of a Director shall be vacated if that Director:
- (a) without the consent of the Chamber in general meeting holds an office of profit under the Chamber; or
 - (b) becomes bankrupt or makes any arrangement or compromises 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 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 section 131 of the Act; or
 - (i) is in breach of his duties under the Act or these Articles; or
 - (j) represents a Member whose membership has ceased under Article 12.
52. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising therefrom and if he does so vote his vote shall not be counted.

Rotation of the Members of the Board

53. Upon the approval of these Articles, the existing Directors and the Directors appointed by the Board before the next Annual General Meeting after the approval of these Articles shall retain office until the close of that next Annual General Meeting after the approval of these Articles unless there shall be called an Extraordinary General Meeting before that next Annual General Meeting for their re-election, if eligible. Each Director elected or re-elected thereafter shall serve a maximum term of two (2) years but shall retain office until the close of the meeting at which he retires and be eligible for re-election at every second Annual General Meeting twice to serve on the Board up to a maximum of six (6) years. After an intermission of at least four (4) years, a Director can be elected again for a maximum of three (3) consecutive terms of a maximum of two (2) years each.
54. The Chamber at the meeting at which a member of the Board retires in the manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring member of 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 shall have been put to the meeting and lost.
55. 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 the Board unless 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 as at the date 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 within the time period specified by the Board as and when required.

56. 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.
57. 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 these Articles.
58. The Chamber may by ordinary resolution, of which special notice has been given in accordance with section 128 of the Act, remove any member of the Board before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Board and such member of the Board.
59. The Chamber may by ordinary resolution appoint another person in place of a member of the Board removed from office under Article 58. Without prejudice to the powers of the Board under Article 57 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

60. 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 with each Director having one (1) vote on the Board. In the case of an equality of votes, the Chairman shall have a second or casting vote. Three (3) members of the Board, may and the Secretary on the requisition of three (3) members of the Board shall, at any time summon a meeting of the Board provided that a minimum of seven (7) days' notice in writing be given to all members of the Board, all members of the Board consent to shorter notice.
- 60A.
 - (a) A person may participate in a meeting of the Board or any committee of the Board by conference telephone, video, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
 - (b) Participation by a person in a meeting by conference telephone, video, electronic or such other communication facilities shall be treated as present in person by that person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the Meeting is at the start of the meeting.
 - (c) Subject to the laws for the time being in force in Malaysia the contemporaneous linking together by an instantaneous telecommunication device of a number of directors no less than the quorum required by Article 60, whether or not any one (1) or more of the directors is out of Malaysia, is deemed to constitute a meeting of directors and all provisions of these Articles as to meeting of directors will apply to such meeting held by

instantaneous telecommunication device so long as the following conditions are met:-

- (i) all the directors shall have received notice of a meeting;
 - (ii) each of the directors taking part in the meeting by the instantaneous telecommunication device must be able to hear/or see each other of the other director as taking part at the commencement and for the duration of the meeting; and
 - (iii) at the commencement of the meeting or upon successful connection via the instantaneous telecommunication device each director must acknowledge his presence for the purpose of the meeting to all other directors taking part.
- (d) A director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the chairman of the meeting and a director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has obtained the express consent of the chairman of the meeting to leave the meeting.
61. The quorum necessary for the transaction of the business of the Board shall be no less than half of the composition of the members of the Board for the time being.
 62. 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 Articles 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.
 63. The Chairman of the Board, or in his absence, a Deputy Chairman of the Board, shall preside as chairman at every Board meeting of the Chamber but if none of them shall be present within fifteen (15) minutes after the time appointed for holding the meeting, or is unwilling to preside, the Board may choose to elect one (1) of their remaining number to be chairman of the meeting.
 64. 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 and the Board may prescribe, provided that such powers are not exceeding those vested in or exercisable by the Board under these Articles. Members of the Bilateral Members shall have the rights to contribute and participate in the committees.
 65. 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 (15) minutes after the time appointed for holding the same, the members present may choose one (1) of their numbers to be chairman of the meeting.
 66. 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.
 67. 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.

68. A resolution in writing, approved 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, provided that where a Director has an alternate, then such resolution may also be approved by such alternate. All such resolutions shall be forwarded or notified or otherwise delivered to the Secretary without delay and shall be recorded by him in the Chamber's Minutes Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Directors or his alternate. A document (including a resolution of the Directors) sent to the Company by telefax or other electronic or digital written message shall be accepted as a document signed by a Director or his alternate if such document contains the signature of the Director or his alternate. For purposes of certifying that a resolution in writing had been passed, any two (2) members of the Board may issue a certified extract of the resolution in writing as conclusive evidence and record that the resolution in writing had been passed and is valid and effectual.

Secretary

69. The Secretary(ies) shall be appointed by the Board for such term, at such remuneration and upon such conditions as they think fit; and any Secretary(ies) so appointed may be removed by them. The first Secretaries of the Chamber shall be Nandita K K Choudhury and Won Swee Hwan.
70. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary(ies) shall not be satisfied by it being done by or to the same person acting both as a member of the Board and as, or in place of, the Secretary(ies).

The Seal

71. 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 signed by a member of the Board and shall be countersigned by another member of the Board or by the Secretary or by a person appointed by the Board for the purpose.

Accounts

72. The Board shall cause proper books of accounts to be kept with respect:-
- (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 shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Chamber's affairs and to explain its transaction.

73. The books of accounts shall be kept at the business office of the Chamber or, subject to section 167(3) of the Act, at such other place or places as the Board think fit and shall always be open to the inspection of any Director or Member.
74. 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 Directors and Members alike.

75. 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.
76. A copy of every balance sheet (including every document required by law to be annexed thereto) 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 (21) days before the date of the meeting be sent to every member of and every holder of debentures of, the Chamber.

Audit

77. Auditors shall be appointed and their duties regulated in accordance with section 174 to 175 of the Act.

Notice

78. Any notice or other document may be given by the Chamber to any member entitled to receive such notice personally or by sending to him or to his registered address or other address, if any, appearing in the Register of Members, or by faxing or e-mailing 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.
79. Any notice or document faxed, e-mailed, delivered or sent by post to, or left at the registered address or other address, if any, appearing in the Register of Members, shall, if such member be then deceased and whether or not the Chamber has notice of his death, be deemed to have been served on his legal personal representatives.

Indemnity

80. 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.

Company No:

263470-U

Names, Addresses and Descriptions of Subscribers

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Dated this 23rd day of March, 1993

Witness to the above signatures:-

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