

THE COMPANIES ACT, 1965

A COMPANY LIMITED BY GUARANTEE AND  
WITHOUT A SHARE CAPITAL

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MALAYSIA

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

of

**MALAYSIAN DUTCH BUSINESS COUNCIL**

( Company No: 402935 - V )

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Incorporated on the 21<sup>st</sup> day of September, 1996

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Company No: 402935 - V

**FORM 11**  
Companies Act, 1965

~~\*Section 21(2)~~  
~~\*Section 26(1),(2)~~  
~~\*Section 28(9)~~  
\*Section 154(1)  
~~\*Section 254(2)~~

**NOTICE OF RESOLUTION**

**MALAYSIAN DUTCH BUSINESS COUNCIL**

To the Registrar of Companies,

At a general meeting of the members of **MALAYSIAN DUTCH BUSINESS COUNCIL** (Nama Syarikat) duly convened and held at JW Marriott Hotel, 183 Jalan Bukit Bintang, 55100 Kuala Lumpur on the 30<sup>th</sup> day of March 2000, the ~~+special/+ordinary-~~ resolution set out ~~+below/+in the~~ annexure marked with the letter "A" and signed by me for purposes of identification ~~++/~~was ~~+duly~~ passed/~~+agreed to.~~

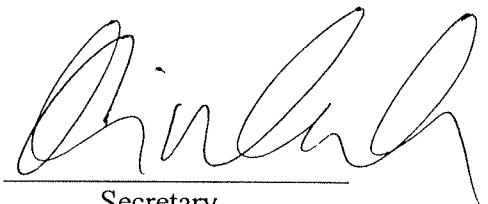
**SPECIAL RESOLUTION**

• **Proposed amendment to Article 35 of the Articles of Association of the Company**

"That Article 35 of the Company's Articles of Association be hereby amended by the deletion of the words "least once every quarter and at other" appearing in line one thereof and the amended Article 35 shall read as follows:

The Board of Directors shall meet at such times as it may deem advisable and may make such regulations as it may think proper for the summoning and holding of meetings of the Board of Directors and for the transaction of business at such meetings and the record of its proceeding shall be open to the inspection of members subject to such regulations as the Board of Directors may from time to time deem expedient."

Dated this 17<sup>th</sup> day of April 2000.



Secretary

**LEONG OI WAH**

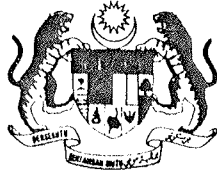
[MAICSA 7023802]

\* Strike out whichever references to sections are inapplicable.

+ Strike out whichever is inapplicable.

++ Where the copy of the resolution is annexed, the annexure is to be endorsed as follows: "This is the annexure marked 'A' referred to in the notice of resolution signed by me on the ..... day of ..... 19 ....".

Lodged by : Signet Co & Sdn Bhd (118382 - V)  
10th Floor - Tower Block  
Kompleks Antarabangsa  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Tel no. 03-2454337



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

BORANG 8  
AKTA SYARIKAT 1965  
[Seksyen 16 (4)]

No. Syarikat

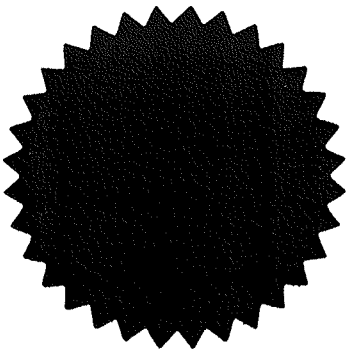
402935	V
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**PERAKUAN PEMERBADANAN SYARIKAT AWAM**

Adalah diperakui bahawa  
MALAYSIAN DUTCH BUSINESS COUNCIL

telah diperbadankan di bawah Akta Syarikat 1965, pada dan  
mulai dari 21 haribulan September, 1996, dan bahawa  
syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 21 haribulan September, 1996.



ARFAH BTE ABD. RAHIM  
Penolong Pendaftar Syarikat  
Malaysia

THE COMPANIES ACT, 1965  
COMPANY LIMITED BY GUARANTEE  
AND WITHOUT A SHARE CAPITAL  
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MEMORANDUM OF ASSOCIATION  
OF  
MALAYSIAN DUTCH BUSINESS COUNCIL

1. The name of the Company is MALAYSIAN DUTCH BUSINESS COUNCIL (hereinafter referred to as the "MDBC").
2. The Registered Office of the MDBC shall be situated in Malaysia.
3. The object for which the MDBC is established shall be to provide a forum on a continuing basis for discussing and exchanging views on business conditions and issues, both domestic and international, affecting Malaysian, Dutch companies of firms and personnel. In furtherance of this object, and without limiting the generality of such object, the MDBC shall be empowered in accordance with the law for the time being in force :-
  - (1) To promote trade, commerce, industry and investment between Malaysian and Dutch public and private sectors, fostering for this purpose friendly relation, mutual understanding and closer economic cooperation between the two (2) countries to contribute towards the advancement of both the Malaysian and Dutch economies.
  - (2) To provide information and assistance to Malaysian companies or firms seeking to do business in The Netherlands and Dutch companies or firms interested in doing business in Malaysia.
  - (3) To promote and organise meetings, conferences, lectures and other activities deemed fit for the promotion of the MDBC's objectives.
  - (4) To collate, obtain, publish and distribute information, statistics and other data and materials regarding trade and other subjects which might be of use to the members and other interested bodies.
  - (5) To cooperate with other commercial organizations in Malaysia, such as the Malaysian International Chamber of Commerce, with respect to the various and several views of the membership on Malaysian Government policies and programs.
  - (6) To represent the various and several views of the membership in advising on and responding to domestic and international business

conditions and to keep the membership informed as to these conditions.

- (7) Generally to do all such other lawful things as may appear to be incidental or conducive to the attainment of the above objects (1) to (6) or any of them and solely for the purpose of carrying out the aforesaid object and not for otherwise.
- (8) To invest any of the moneys of the MDBC not immediately required for the purposes thereof upon such investments securities in such manner and upon such terms and conditions as the MDBC may determine.
- (9) To buy, sell, lease or take on hire, exchange or otherwise deal with goods, chattels, choses in action and movable or personal property of any description for the purposes of the MDBC upon such terms and on such conditions as it may deem expedient.
- (10) To buy, purchase, lease, take in exchange or otherwise acquire land, buildings or immovable property of any tenure in Malaysia or any share or interest therein as may be required or deemed expedient for the purposes of the MDBC and to cause the same to be conveyed, transferred, assigned or otherwise assured to or in trust for the MDBC upon such terms and conditions and subject to such covenants or obligations as may be deemed necessary or proper. Provided that the MDBC shall not acquire any land without the approval of the Minister charged with the responsibility for companies.
- (11) To sell by public auction or private contract or by tender, exchange, surrender, release, divide or partition land buildings or any immovable property of any tenure belonging to the MDBC for such consideration whether in cash or otherwise and upon such terms and conditions as may be thought fit and to receive the purchase consideration and to execute conveyances, assignments, transfers or other assurances.
- (12) To construct upon any premises acquired for the purposes of the MDBC any building or buildings for the purposes of the MDBC and to alter, add to or remove any building upon any such premises.
- (13) To borrow and raise money in such manner as the MDBC may think fit.
- (14) To subscribe to, become a member of or co-operate with any lawful association whether incorporated or not, whose objects are wholly or in part similar to those of the MDBC provided that the company shall not subscribe to or support with its funds or amalgamate with any institution, society or association which does not prohibit the distribution of its income and property among its members to any extent at least as great as that imposed on the MDBC under or by virtue of clause 4 of this memorandum.
- (15) To employ all such officers and employees as may be required for the purposes of the MDBC.

- (16) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the MDBC and to remunerate any person or persons for services rendered in the promotion and establishment of the MDBC by payment in cash or in any other manner allowed by law.

Provided always that the MDBC shall not support with its funds any political organization or any objects or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if any object of the MDBC would make it a trade union.

Provided always that the provision of the Third Schedule to the Companies Act, 1965 shall not apply to the MDBC unless expressly included in this Memorandum and Articles of Association with the approval in writing of the Minister charged with the responsibility for companies, the foregoing shall be read and construed without reference to the provision of the Third Schedule to the Companies Act, 1965.

4. The income and property of the MDBC whensoever derived shall be applied solely towards the promotion of the objects of the MDBC as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the MDBC or to any of them or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the MDBC or the payment of interest on money borrowed from any member of the MDBC.
5. No addition, alteration or amendment shall be made to or in the Memorandum and 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 responsibility for companies in Malaysia.
6. The liability of the members is limited.
7. Every member of the MDBC undertakes to contribute to the assets of the MDBC in the event of its being wound up while he is a member or within one (1) year after he ceases to be a member for payment of the debts and liabilities of the MDBC contracted before he ceases to be a member and of the costs and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Ringgit Malaysia ONE HUNDRED (RM100.00) only.
8. The Board of Directors shall cause proper books of account to be kept at the Registered Office of the MDBC or at such place or places and in the charge of such person as the Board of Directors may from time to time direct. True accounts shall be kept of the sums of moneys received and expended by the MDBC, and the manner in respect of which such receipt and expenditure takes place and of the proper credits and liabilities of the MDBC and subject to any reasonable restrictions as

to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the MDBC for the time being, shall be opened to the inspection of members. Once at least in every year the accounts of the MDBC shall be examined and the correctness of the balance sheet ascertained by one (1) or more approved Company Auditor or Auditors.

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

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

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Names, Addresses and  
Descriptions of  
Subscribers

Signatures

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DATUK ABDULLAH BIN ALI  
NRIC No. 220831-01-5049  
No 23 Lorong Kubang Buaya 78  
Taman Suria  
25050 Kuantan

TUNKU MAHMUD B TUNKU BESAR BURHANUDDIN  
NRIC No. 300816-05-5093  
No 3 Lorong Damai Sembilan  
55000 Kuala Lumpur

GERARD LODEWIJK KNIPHORST  
Netherlands Passport No. 054686Z  
No 5 Dataran Tunku  
Bukit Tunku  
50480 Kuala Lumpur

KLAAS EVERT ENGELSE  
Netherlands Passport No. 065606Z  
No 8 Dataran Tunku  
Bukit Tunku  
50480 Kuala Lumpur

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Dated this 12th day of September 1996

Witness to be above signatures:

MAGGIE LEONG MEI KAY  
ADVOCATE AND SOLICITOR  
C/O MESSRS. LEONG & COMPANY  
5TH FLOOR, PLAZA PETALING  
NO. 65 & 67, JALAN PETALING  
50000 KUALA LUMPUR



THE COMPANIES ACT, 1965  
COMPANY LIMITED BY GUARANTEE  
AND WITHOUT A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
MALAYSIAN DUTCH BUSINESS COUNCIL

INTERPRETATION

1. In the Articles unless there be something in the subject or context consistent therewith.

"The Act" means the Companies Act, 1965.

"MDBC" means "Malaysian Dutch Business Council" incorporated under the Companies Act, 1965.

"Members" means an ordinary member of the MDBC unless otherwise defined in the event of more than one (1) class of membership being created.

"Dutch" means a citizen of The Netherlands and included a company incorporated in The Netherlands or a firm or partnership carrying on business in The Netherlands.

"Malaysian" means a citizen of Malaysia and includes a Company incorporated in Malaysia or a firm or partnership carrying on business in Malaysia.

"General Meeting" means a general meeting of the MDBC.

"The Chairman" means the Chairman of the MDBC.

"The Vice-Chairman" means a Vice-Chairman of the MDBC.

"The Board of Director" means the Board of Directors of the MDBC elected or otherwise constituted in the manner prescribed by these Articles.

"The Executive Director" means the person appointed as Executive Director of the MDBC.

"The Secretary" means the person or persons appointed as Secretary or Secretaries of the MDBC.

"The Treasurer" means the person or firm appointed as Treasurer or Treasurers of the MDBC.

"The Auditor" means the person or firm appointed as Auditor or Auditors of the MDBC.

"Representative of Member" shall mean :

- (1) Any partner in a firm registered as a Member by its conventional name.
- (2) Any director of a Company registered as a Member.
- (3) Any person holding a power of attorney or letter of procuracy for the purpose of enabling him to carry on the business of a Member.
- (4) Any person appointed to exercise the rights and privileges of membership on behalf of any Member such appointment being by writing signed or executed by such member or the agent of such member duly authorized in writing and registered with the Secretary of the MDBC.

"Company" means any incorporated company or body corporate constituted under the laws of Malaysia or under the laws of any foreign country.

"Firm" means a sole proprietorship or two or more persons carrying on business in partnership together in Malaysia or in any foreign country.

Words importing the male gender shall include the female and neuter genders.

Words denoting persons include corporations, societies, associations or other organisations.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the MDBC.

2. For the purpose of registration the membership of the MDBC is declared to be unlimited.

#### MEMBERS

3. The subscribers to the Memorandum of Association shall be eligible to become individual members of the MDBC without election on payment of the annual subscription. All other persons or firms or companies elected to membership with the exception of honorary members shall pay the entrance fee and annual subscriptions prescribed from time to time by the members at a General Meeting.
4. The membership of the MDBC shall comprise of the following classes :-

(a) Corporate Members

Membership of this group shall be open to any firm or company

which have Dutch or Malaysian equity interest, or to any company, association, society or any other organization which have interest in doing business with Malaysia or The Netherlands. Corporate members shall be eligible to vote at meetings. The number of representative that each corporate member is entitled to appoint shall be such number as may be decided by the Board of Directors from time to time.

(b) Individual Members

Membership of this group shall be open to any individual who is a Dutch or Malaysian citizen or permanent resident of The Netherlands or Malaysia or anyone the Board may deem fit to admit to membership. Individual members shall be eligible to vote at meetings.

(c) Honorary Members

Membership of this group shall be open to distinguished persons invited by the Board of Directors to be members. Such Honorary Members may sit on any committee or sub-committee as advisors but he shall not be eligible to vote at meetings or hold any elected office of the MDBC. An Honorary member need not pay any entrance fee or annual subscriptions but he may make a voluntary donation of any sum of money if he so wishes to the MDBC.

5. Any firm or company eligible for membership may become a member in their conventional or corporate name.
6. Every member up on election to the MDBC shall give to the Secretary in writing a permanent address and shall from time to time notify the Secretary of any change thereof.
7. Notwithstanding Article 5, a person nominated, elected or appointed to any office, committee, sub-committee or other position within the MDBC, shall be so nominated, elected or appointed in the name of the individual who is either a member in his own right or who is a representative of a member firm or company, and such individual shall hold office in his own name without derogation from any responsibilities he may have as a representative of a member firm or company. Similarly, resignation from or relinquishment of any such position shall be in the name of the individual.
8. Notwithstanding any other provision of these articles, the Board of Directors may from time to time determine the eligibility for membership of any person, firm or company and the terms and conditions upon which such person, firm or company may be admitted as members.

ELECTION OF MEMBERS

9. Every candidate for membership shall complete an application form as may be prescribed by the Board of Directors and shall undertake to be bound by the Memorandum and Articles of Association and Rules for the time being of the MDBC. The application shall be signed if the candidate is an individual, by him, if a firm by the partners resident

in Malaysia or The Netherlands and if a company by its properly authorized officer.

10. Candidates for election of members shall be proposed by a member. The proposal shall be in writing signed by or on behalf of the proposer and shall state such particulars as the Board of Directors may from time to time direct including :-
  - a) in the case of an individual candidate the name, occupation, nationality of the candidate and nature of his business,
  - b) in the case of a firm candidate the names and nationalities of the partners thereof respectively, and the nature of the firms' business;
  - c) in the case of a company candidate the particulars of the constitution and management and the business of the company.

Notice of the proposal shall be circulated by the Secretary to the Members of the Board of Directors.

11. The election of members shall be by resolution of the Board of Directors and shall be subject to the approval of a majority of the Members of the Board of Directors present. Membership shall be effective from the first (1st) day of the month following the date of election.
12. The Secretary shall promptly inform the proposer of the result of each proposal for election.
13. The Secretary shall send to each newly elected member immediately after his election written notice thereof together with a copy or print of the Articles of the MDBC unless such print or copy has already been received by him together with a notification of the amount of entrance fee and subscription payable by him. The entrance fee and subscription due shall be paid to the MDBC within one (1) calendar month of the date of election failing which the Board of Directors may in its discretion cancel such election and thereupon such newly elected person, firm or company shall cease to be a member and the Secretary shall so advise him and the proposer forthwith.
14. The Board of Directors may from time to time if it deems fit invite any person to become an Honorary Member.

#### ENTRANCE FEE, SUBSCRIPTION AND FINANCE

15. The Board of Directors shall have the power from time to time to prescribe increase or otherwise vary or remove altogether the entrance fee or the subscription fee payable by members and different rates of entrance fee and annual subscription may be prescribed for persons, firms, companies or large companies.
16. The annual subscription shall be payable at such time and in such manner as may be decided by the Board of Directors from time to time.

#### CESSATION OF MEMBERSHIP

17. (1) A member shall cease to be a Member of the MDBC if :-
- (a) being an individual he shall die or be or become the subject of a State for the time being at war with Malaysia or the Netherlands.
  - (b) being a firm a Receiving Order shall be made against the firm or if one (1) or more of its partners are or become subjects of a State at war with Malaysia or the Netherlands or having a Receiving Order made against him or them.
  - (c) being a company a resolution shall have been duly passed or an Order of a Court of competent jurisdiction made for the winding-up of the company, or the Company shall be registered in the territory of or managed or controlled by the subjects of a State at war with Malaysia.
  - (d) any receiving order or adjudication order in bankruptcy is made against the Member or against any firm of which he is a partner or against all or any of the partners of such firm or if the Member shall make or enter into any arrangement or composition with his creditors.
  - (e) any instalment of his annual subscription is three (3) months in arrears and the Member thereafter fails to pay such fee or subscription within one (1) month from the date on which written notice requiring payment thereof is sent to the Member by the Secretary.
  - (f) a notice in writing is sent to the Secretary by a Member that he has resigned his Membership.
  - (g) if the Member ceases to meet the criteria set by the Board of Directors for membership.
- (2) The decision of the Board of Directors as to whether any member has come within the provisions of this Article shall be final and binding on such member.
- (3) Any member who ceases to be a member pursuant to this Article shall be liable to pay all arrears of subscription due by him at the date of so ceasing to be a member.
- (4) A firm shall not cease to be a member by reason only of a change in the constitution of the firm occasioned by the admission or retirement or death of a partner provided the business of the firm is carried on under the conventional name in which such firm become or was elected a member.
- (5) If any member in the opinion of the Board of Directors fails to conform to any published rules and regulations of the MDBC or is guilty of conduct derogatory to the dignity of or injurious to the reputation or interest of the MDBC the Board of Directors may



by such notice invite such member to resign membership. Such notice shall state generally the grounds on which the invitation is based. Within two (2) weeks of such notice such member will be expelled from the MDBC unless such member shall have lodged a notice of appeal against expulsion supported by at least five (5) members of the MDBC. Within a reasonable time of receipt of such notice appealing against expulsion the Board of Directors shall convene an Extraordinary General Meeting to consider whether or not such member should be expelled from the MDBC.

- (6) At such meeting the member whom it is proposed to expel and in the case of such member being a firm or company then a representative of such firm or company shall be permitted to address the meeting or to require the Chairman of the meeting to read to the meeting a written statement with reference to the matter complained of.
  - (7) If two-thirds (2/3) of the members present and voting at such meeting are in favour of expelling such member from the MDBC such member shall be expelled accordingly and shall cease to be a member of the MDBC. The voting shall be by ballot if not less than five (5) members present at such meeting so demand.
  - (8) A member expelled from the MDBC under this Article may not be proposed for re-election as a member of the MDBC for a period of two (2) years from the date of his so ceasing to be a member.
18. If any person, firm or company shall cease for any cause whatsoever to be a member, he shall not nor shall his executors, administrators and successors in title have any interest in or any claim against the funds or property of the MDBC.

#### OFFICERS AND BOARD OF DIRECTORS

19. The composition of committees, sub-committees and appointments to any position within the MDBC and the terms and conditions thereof existing as at the date of incorporation under these Articles shall, unless inconsistent with these Articles, have continuing effect unless or until otherwise decided in accordance with the powers vested by these Articles.
20. The affairs of the MDBC shall be managed by the Board of Directors which shall unless otherwise determined by the Members in general meeting consist of the Chairman, Vice-Chairman and not less than two (2) other persons and no more than ten other persons all of whom shall be members or representatives of members of the MDBC and no member may have more than one (1) seat on the Board of Directors. In addition, the person appointed as first director shall be Executive Director under Article 30 and shall be an ex-officio member of the Board of Directors without voting rights. The first members of the Board shall be Dato Abdullah Bin Ali, Tunku Mahmud B Tunku Besar Burhanuddin, Gerard Lodewijk Kniphorst and Klaas Evert Engelse.
21. The Board of Directors may invite up to three persons not necessarily members of the MDBC, to sit with the Board of Directors for a term not

exceeding two (2) years as "additional committee member". Such additional committee members shall have no voting rights nor any voice in the management of the MDBC but may be re-elected.

22. The office of Chairman, Vice-Chairman and member of the Board of Directors shall be vacated :-
- (a) If he becomes a bankrupt.
  - (b) If he be found lunatic or of unsound mind.
  - (c) If being a member of the MDBC at the time of election he ceases to be a member, or being a representative of a member of the MDBC that member ceases to be a member or being at the time of the election a representative of a member of the MDBC he ceases to be a representative of that member and becomes a representative of a member of the MDBC already represented on the committee.
  - (d) If he absents himself from three (3) consecutive Board of Directors' meetings without special leave of absence from the Board of Directors and they passed a resolution that he has by reason of such absence vacated his office.
  - (e) If by notice in writing given to the MDBC he resigns his office.
  - (f) If he be removed from office by special resolution of the MDBC.
23. Any Director may at any time appoint any person approved by the Board to be alternate Director of the Company but approval is not required where a person appointed is already a Director, and may at any time remove any alternate Director so appointed by him from office. An alternate Director so appointed shall not be entitled to receive any remuneration from the Company, nor be required to hold any qualification but shall otherwise be subject to the provisions of these presents with regard to Directors. An alternate Director shall (subject to his giving to the Company address within-Malaysia at which notices may be served upon him) be entitled to receive notices of all meetings of the Board, and to attend and vote as a Director at such meeting at which the Director appointing him is not personally present, and generally to perform all the function of his appointer as a Director in the absence of such appointer. An alternate Director shall ipso facto cease to be an alternate Director if his appointer ceases for any reason to be a Director, provided that if any Director retires by rotation but is re-elected by the meeting at which such retirement took effect, and appointment made by him pursuant to this article which was enforced immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. All appointments and removals of alternate Director shall be effected by writing under the hand of the Director making or revoking such appointment and left at the office.
24. The Board of Directors may act notwithstanding a vacancy in its number always provided that a quorum as laid down in Article 36 be present at the meeting.

#### ELECTION AND APPOINTMENT OF OFFICER

25. At the Annual General Meeting all the members of the Board of Directors including the Chairman and Vice-Chairman upon the completion of a term shall resign but shall be eligible for re-election or re-appointment.
26. The members of the Board of Directors shall be nominated and elected as follows :-
  - (1) Nomination shall be signed by six (6) members proposing the nomination of members of the Board of Directors and by the members nominated signifying in writing their willingness to serve if elected. Where a firm or company member is nominated, the nomination shall be in the name of the firm or company which if elected would be served by its representative. Nomination and its acceptance shall be sent to reach the Secretary not less than seven (7) days before the date of the Annual General Meeting.
  - (2) Members shall elect members of the Board of Directors by a show of hands or a written secret ballot at the Annual General Meeting.
  - (3) Members duly elected shall take office from the conclusion of the Annual General Meeting at which they have been appointed.
27. Unless otherwise determined by the MDBC in general meeting, the term of the Directors shall be for a period of two (2) years. The term of office of a Director elected due to an increase in the number of Directors shall be until the conclusion of the next Annual General Meeting.
28. The Chairman and Vice-Chairman of the MDBC shall be appointed by the Board of Directors for a one (1) year term (12 months) from within its own body.
29. If any vacancy shall occur in the office of Chairman or Vice-Chairman the Board of Directors shall elect one (1) of their number or some other person being a member or representative of a member to be Chairman or Vice-Chairman and a member of the Board of Directors. Likewise, any other vacancy on the Board of Directors may be similarly filled.
30. An Executive Director may be appointed by the Board of Directors and the Executive Director so appointed shall be ex-officio a member of the Board of Directors without voting rights.
31. The Secretary shall be appointed by the Board of Directors and the first Secretary shall be Maggie Leong Mei Kay.
32. The Treasurer shall be appointed by the Board of Directors.
33. The office of Executive Director and Secretary may be held by the same person.

#### PROCEEDINGS OF THE BOARD OF DIRECTORS

34. The Chairman or in his absence the Vice-Chairman shall be Chairman of the Board of Directors and in the absence of the Chairman and Vice Chairman the Board of Directors shall elect one (1) of its members as Acting Chairman for the particular meeting at which the Chairman and Vice-Chairman are absent.
35. The Board of Directors shall meet at least once every quarter and at other such times as it may deem advisable and may make such regulations as it may think proper for the summoning and holding of meetings of the Board of Directors and for the transaction of business at such meetings and the record of its proceeding shall be open to the inspection of members subject to such regulations as the Board of Directors may from time to time deem expedient.
36. A majority of the members of the Board of Directors present shall form a quorum for the transaction of business.
37. The Board of Directors shall conduct its business by voting on any issue and where there is an equality of votes the Chairman of the meeting shall be entitled to a casting vote in addition to his own vote.

#### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

38. The Management of the business and funds of the MDBC shall be vested in the Board of Directors who in addition to the powers by these articles expressly conferred on them may exercise all such powers and do all such acts and things as may be exercised or done by the MDBC which are not hereby or by law expressly directed or required to be exercised or done by the MDBC in General Meeting.
39. Without prejudice to the General Powers conferred by the preceding Article the Board of Directors shall have power:-
  - (a) To appoint committee and sub-committee consisting of members or representatives of members which may be permanent or temporary or for special purposes as the Board of Directors may determine;
  - (b) To delegate, subject to such conditions as it thinks fit, any of its powers to committees and sub-committees, with the exception of the power to make by-laws, and to make vary and repeal by-laws or for the regulation of the proceedings of committees and sub-committees;
  - (c) To make vary and repeal by-laws for the election of members, for the regulation of the business of the MDBC whether internal, external or conducted in concert with other associations, the regulation of officers, servants or members of the MDBC and particularly for the conduct of arbitrations;
  - (d) From time to time to appoint such officers, clerks, agents and servants for, and at their pleasure to remove or suspend the same from permanent, temporary or special services as they may think

fit and to determine their powers and duties to fix their salaries, wages commission or emoluments and to require security in such instance and to such amount as they may think fit;

- (e) To undertake on behalf of the MDBC the payment of all rents, and the performance of all covenants, conditions and agreements contained in or reserved by any deed or contract to which the MDBC may be a party, or which may have been assigned to the MDBC to insure and keep insured, if deemed expedient, all or any of the buildings articles or other property of the MDBC, to insure against the consequential loss through fire, of the MDBC' revenue and/or standing charges and to execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purpose of the MDBC;
  - (f) To commence, institute, prosecute and defend all such action suits as the Board of Directors may deem necessary or expedient on the part of the MDBC and to compromise or submit the same to arbitration as the Board of Directors in its discretion may think fit;
  - (g) To determine the manner in which bill, notes, receipt, acceptances, endorsements, cheques, releases, contracts and documents shall be signed or executed on behalf of the MDBC;
  - (h) To execute in the name and on behalf of the MDBC in favour of any member of the MDBC or other person who may incur or be about to incur any personal liability for the benefit of the MDBC such mortgages of the MDBC property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.
40. Any rules or by-laws purporting to have been made by the Board of Directors and signed by the Chairman, the Vice-Chairman and the Secretary shall be deemed to have been duly made by the Board of Directors and shall be printed and circulated to the members.

#### GENERAL MEETINGS

- 41. The first general meeting shall be held at such time not more than eighteen (18) months after the incorporation of the MDBC and at such place and time as the Board of Directors may determine.
- 42. An Annual General Meeting shall be held once in every calendar year.
- 43. The Board of Directors may whenever they think fit and they shall upon a request made in writing by not less than any five (5) member or ten per cent (10%) of the members forthwith whichever the higher proceed to convene an Extraordinary General Meeting.
- 44. Any requisition made by members shall express the objects for which it is desired that the meeting be called and shall be left at the Registered Office of the MDBC. It must be signed by the requisitionists and may consist of several documents in like form each



signed by one (1) or more requisitionists.

45. The Board of Directors shall within fourteen (14) days after the receipt of such requisition proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within fourteen (14) days after the receipt of the requisition, the requisitionists or a majority of them may themselves convene an extraordinary General Meeting to be held within one (1) month from the date of the expiry of the aforesaid fourteen (14) days on such time and day and at such place as the persons convening the same may determine. Any meeting convened under this article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board of Directors.
46. A notice may be served upon any member personally or by sending it through the post in a prepaid letter addressed to such member at the registered address given by the member to the Secretary.
  - (a) Twenty-one (21) clear days' notice shall be given to the Members of any meeting which may be called to consider any special resolution of the MD&BC.
  - (b) In all other cases, fourteen (14) days' notice to the members specifying the place, day and hour of meeting and in case of special business the general nature of such business shall be given by notice.
47. The accidental omission to give any notice to any member shall not invalidate any resolution passed at any meeting.
48. The business of the Annual General Meeting shall be to receive and consider the Balance Sheet and Accounts and the Report of the Board of Directors, to elect officers and auditors and to transact any other business which under these Articles ought to be transacted at an Annual General Meeting.
49. All other business transacted at an Annual General Meeting and all business at an Extraordinary General Meeting shall be deemed special.
50. No business shall be transacted at any General Meeting unless a quorum of members or members' representatives is present at the time when the meeting proceeds to business. The quorum for a General Meeting shall be five (5) voting members or ten per cent (10%) of the voting membership whichever is the higher of the members present personally or by representative.
51. If within fifteen (15) minutes 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 such day in the next week and at such time and place as the Board of Directors may appoint.
52. At any adjourned meeting the member or members' representative present personally whatever their number shall form a quorum and shall have

58. No member shall be entitled to vote at any general meeting unless all subscriptions or other sums payable by him in respect of his membership in the MDBC have been paid.
59. The instrument appointing a proxy shall be in writing under the hand of the appointer or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
60. The instrument appointing a proxy shall be in the following form or a form as near thereto in substance as circumstances admit :-

MALAYSIAN DUTCH BUSINESS COUNCIL

I/We \_\_\_\_\_ being a member of the  
 abovenamed Company hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_ as my/our proxy to vote for  
 me/us on my/our behalf at the Annual/Extra ordinary General Meeting of  
 the abovenamed Company to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_  
 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_

\_\_\_\_\_  
 Signature of Member

61. The instrument appointing a proxy shall be deposited at the registered office of the MDBC not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be at which the person named in the instrument proposed to vote and in default of such deposit, such instrument of proxy shall not be treated as valid.
62. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the appointer or the revocation of the instrument if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the MDBC at the registered office before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

ANTECEDENT DECISIONS

63. All actions taken and all decisions made by the MDBC prior to the date of incorporation under these Articles shall unless inconsistent with

power to decide upon all matters which the adjournment took place if a quorum had been present.

53. The Chairman or in his absence the Vice-Chairman shall preside as Chairman at every general meeting or if within fifteen (15) minutes of the time appointed for such meeting none of these shall be present or shall decline to take or shall retire from the chair the members of the Board of Directors present shall choose someone of their member present as Chairman of the meeting and if no such member of the Board of Directors is present or if all such members of the Board of Directors decline to take the chair or shall retire from the chair the members shall choose some of their member or some representative of a member to be Chairman of the meeting.
54. The Chairman of the meeting may with the consent of the meeting adjourn any general 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.
55. At every general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or on the declaration of the result of the show of hands is demanded by not less than five (5) members present in person or by representative entitled to vote in which event the poll shall be taken in such manner as the Chairman of the meeting may direct and the returns of the poll scrutinised by two (2) members appointed by the Chairman of the meeting who shall inform him of the result of the poll which the Chairman of the meeting shall thereupon announce and which shall be deemed to be the resolution of the meeting at which the poll was demanded and shall be recorded accordingly in the book containing the Minutes of the proceedings of the MDBC provided always that if no poll is demanded or if demanded is withdrawn a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried either unanimously or by a majority or has been lost as the case may be shall be conclusive and an entry to that effect in the book containing the Minutes of the proceedings of the MDBC shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
56. If the dissenting members on any resolution at an Annual General Meeting or Extraordinary General Meeting shall within forty eight (48) hours of the close of such meeting send to the Secretary a statement of their reasons of dissent such statement and the names of the members dissenting or forwarding such statement shall be entered in the Minutes of the Meeting.

#### VOTES OF MEMBERS

57. Every corporate and individual member present personally or by representative shall have one (1) vote where a member is attending a meeting of the MDBC is also a proxy for another member he shall have one vote for each member for whom he is acting as a proxy in addition to the vote to which he is entitled as a member.

the Articles, have continuing effect unless or until otherwise decided in accordance with the powers vested by these Articles.

#### MINUTES

64. The Board of Directors shall cause minutes of all proceedings to be duly entered in Books provided for the purpose.

#### ACCOUNTS AND REPORT

65. The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the MDBC or any of them shall be open to the inspection of the members and no member shall have any right of inspecting any account book or document of the MDBC except as conferred by law authorized by the Board of Directors or by the MDBC in General Meeting.
66. At the Annual General Meeting in each year the Board of Directors shall lay before the MDBC a Report, Audited Income and Expenditure Account and Balance Sheet containing a summary of the assets and liabilities of the MDBC made up to a date not more than six (6) months before the meeting from the time when the last preceding account and balance sheet were made up or in the case of the first account and balance sheet from the incorporation of the MDBC. At the Annual General Meeting a report shall be presented by the Board of Directors as to the condition and state of affairs of the MDBC. The Balance Sheet, Accounts and Report shall be signed by the Chairman or Vice-Chairman and one (1) other member of the Board of Directors and countersigned by the Secretary. A printed copy of such account and balance sheet and report of the Board of Directors shall be sent to every member with the notice convening the meeting and a copy shall also be deposited at the Registered Office of the MDBC for the inspection of Members during a period of at least five (5) days before the meeting.

#### AUDIT

67. The Auditor shall audit the account of the MDBC and of all funds connected with or controlled by the MDBC. The Auditor shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting.

#### SEAL

68. The Board of Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Board of Directors and every instrument to which the Seal is affixed shall be signed by any two (2) members of the Board of Directors.

#### WINDING UP

69. The regulation in Table 'A' in the Fourth Schedule to the Companies Act, 1965 shall not apply to the MDBC, except so far as the same are repeated or contained in these Articles.

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

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Names, Addresses and  
Descriptions of  
Subscribers

Signatures

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DATUK ABDULLAH BIN ALI  
NRIC No. 220831-01-5049  
No 23 Lorong Kubang Buaya 78  
Taman Suria  
25050 Kuantan

TUNKU MAHMUD B TUNKU BESAR BURHANUDI IN  
NRIC No. 300816-05-5093  
No 3 Lorong Damai Sembilan  
55000 Kuala Lumpur

GERARD LODEWIJK KNIPHORST  
Netherlands Passport No. 054686Z  
No 5 Dataran Tunku  
Bukit Tunku  
50480 Kuala Lumpur

KLAAS EVERT ENGELSE  
Netherlands Passport No. 065606Z  
No 8 Dataran Tunku  
Bukit Tunku  
50480 Kuala Lumpur

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Dated this 12th day of September 1996

Witness to be above signatures:

MAGGIE LEONG MEI KAY  
ADVOCATE AND SOLICITOR  
C/O MESSRS. LEONG & COMPANY  
5TH FLOOR, PLAZA PETALING  
NO. 65 & 67, JALAN PETALING  
50000 KUALA LUMPUR