

BORANG 8

ACT SYARIKAT, 1965

[Seksyen 16 (4)]

No. Syarikat
2547/75
(Tempatan 24545)

PERAKUAN PERBADANAN SYARIKAT AWAM

Ini adalah memperakui bahawa NEGRI SEMBILAN KWANG TUNG ASSOCIATION adalah diperbadankan dibawah Act Syarikat, 1965, pada dan mulai dari 13 haribulan Februari, 1976 dan bahawa syarikat itu ialah *sebuah syarikat berhad menurut jaminah.

Dibuat di bawah tandatangan dan meteri saya, di Kuala Lumpur pada 13 haribulan Februari, 1976.

(Sgd.)
(Zulkifli bin Mahmood)
Pendaftar Syarikat, Malaysia.

*Masokkan sama ada syarikat itu :-

- (a) sebuah syarikat berhad menurut syer;
- (b) sebuah syarikat berhad menurut jaminan;
- (c) sebuah syarikat berhad menurut syer dan jaminan;
- (d) sebuah syarikat tidak berhad.

[Borang ini telah diterjemahkan oleh Peguam Negara Malaysia menurut Pemberitahu Undangan No. 12 tahun 1964 – A.G 3047/4; R.of C. 31/67/10]

BORANG 15

AKTA SYARIKAT, 1965

LESEN DI BAWAH SEKSYEN 24(2)

Bahawasanya telah dibuktikan dengan puashati saya :-

- (a) bahawa suatu persatuan bernama NEGRI SEMBILAN KWANG TUNG ASSOCIATION (kemudian daripada ini disebut sebagai PERSATUAN tersebut) hendak ditubuhkan sebagai suatu syarikat berhad bagi menganjurkan tujuan-tujuan khairat atau berguna yang dinyatakan dalam Memorandum Persatuan PERSATUAN tersebut,
- (b) bahawa PERSATUAN tersebut bercadang hendak menggunakan semua keuntungannya dan lain-lain pendapatan untuk menganjurkan tujuan-tujuan khairat dan bergenia yang tersebut itu,
- (c) bahawa PERSATUAN tersebut adalah dilarang oleh perlembagaannya dari membayar apa-apa dividen kepada ahli-ahlinya.

Maka dalam ini saya, Datuk Haji Hamzah bin Abu Samah, Menteri Perdagangan dan Perindustrian dengan ini mengarahkan, menurut kuasa-kuasa yang diheri kepada saya oleh Seksyen 24(2) Akta Syarikat, 1965, bahawa PERSATUAN tersebut didaftarkan sebagai suatu syarikat dengan tanggungan berhad tanpa ditambah perkataan "Berhad" kepada namanya.

Bertarikh 31 haribulan Disember, 1975.

(Sgd.)

(Datuk Haji Hamzah bin Abu Samah)
Menteri Perdagangan dan Perindustrian,
Malaysia.

The Companies Act, 1995

**A COMPANY NOT FOR PROFIT AND LIMITED
BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION
OF
NEGRI SEMBILAN KWANG TUNG ASSOCIATION**

1. The name of the Association is “NEGRI SEMBILAN KWANG TUNG ASSOCIATION”.
2. The registered office of the Association will be situated in Malaysia.
3. The objects for which the Association is established are :-
 - (a) To foster relationship and goodwill, encourage physical culture and promote the well being of persons belonging to the Kwang Tung Province.
 - (b) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the purposes of its business, and in particular any lands, building or works, and to construct, maintain and alter any buildings or works necessary or convenient for the Association's business.
 - (c) To sell, let, mortgage, dispose of or turn to account, all or any of the property, rights or privileges of the Association.
 - (d) To undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects.
 - (e) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit.
 - (f) To invest the moneys of the Association not immediately required for its purposes, in or upon such investments, securities or property as may be thought fit.
 - (g) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects.
 - (h) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
 - (i) To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

Provided always that the Association shall not support with its funds any political organisation and institution or mission for whose maintenance any Government or municipal or other Public Authority is liable by law or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association 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 Association or to any of them or to any person claiming through any of them. Provided that nothing therein contained shall prevent the payment in good faith or remuneration to any officers or servants of the Association or to any member thereof or other person in return to any services actually rendered to the Association or the payment of interest on money borrowed from any member of the Association.

5. No addition, alteration or amendment shall be made to or in the regulation contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the licensing authority under Section 24 of the Companies Act, 1965.

6. The Fourth and Fifth clauses of this Memorandum contain condition on which a licence is granted by the Minister vested with such authority in Malaysia for the Association in pursuance of Section 24 of the Companies Act, 1965.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding ten dollars (\$10/-).

9. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but if and so far as effected can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution, or in default thereof by such judge of the Supreme Court of Malaysia as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

10. (a) The objects set out in the Third Schedule to the Companies Act 1965 shall be excluded from the Memorandum of Association.

(b) The Company shall not buy or sell any immovable property without the consent of the Minister in writing under his hand and seal.

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

Names and Addresses of Subscribers

Description of Subscribers

MOK SUM,
414 - 416, Lobak Road,
SEREMBAN, N.S.
I/C. No : 0887661

Company Director

LEE YOKE YEA,
20 - 22, Jalan Wilkinson.
SEREMBAN, N.S.
I/C. No : 1298801

Company Director

YAP SAM,
656, Temiang Road,
SEREMBAN, N.S.
I/C. No : 0216634

Businessman

KOW LUP PIOW,
7, Jalan Tunku Hassan,
SEREMBAN, N.S.
I/C. No : 2000714

Businessman

Dated this 5th day of September 1975.,
Witness to the above signatures.

S. L. TAN
(TAN SWEE LI AN), , **p.j-k.**
Certified Public Accountant (Malaysia),
40, Jalan Tunku Hassan,
Seremban,
Negri Sembilan.

**A COMPANY NOT FOR PROFIT AND LIMITED
BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
NEGERI SEMBILAN KWANG TUNG ASSOCIATION**

GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :-

Words

Meanings

The Act	The Companies Act, 1965.
These Articles	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Association.
The Council	The Council for the time being of the Association
The Office	The Registered Office of the Association
The Seal	The Common Seal of the Association
Month	Calendar month
Words importing the singular number only shall include the plural; and	
Words importing the masculine gender only shall include the feminine gender and vice versa.	
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing works in a visible form.
Words importing persons shall include corporations.	

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

2. For the purposes of registration the number of Members of the Association was declared not to exceed 3,000, but the Council may from time to time register an increase of members.
3. The provisions of Section 158 of the Act shall be observed by the Association.
4. Every member of the Association shall sign a written consent to become a Member.
5. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

6. The persons who were at the date of the adoption of these Articles Members of the Association shall be Members of the Association and such other persons shall be Members of the Association as the Council shall admit to Membership in accordance with the provisions hereinafter contained.

7. The privileges of Membership shall not be transferable or transmissible.

QUALIFICATION OF MEMBERS

8. (1) No person shall be qualified for Membership of the Association unless he :-

- (a) belongs to the Province of Kwang Tung.
- (b) resides in the State of Negri Sembilan, Malaysia.
- (c) is over the age of sixteen years.

(2) No person shall be elected to Membership of the Association unless he is in the opinion of the Council of good moral character.

ELECTION OF MEMBERS

9. Every person desirous of becoming a Member of the Association shall make his application in writing, according to such form as shall be approved by the Council from time to time and supported with a nomination by a member. Notice of such application and nomination giving the name, address and qualifications of the candidate shall be posted on a Notice Board in the premises of the registered office of the Association for a period of one week.

10. A confirmatory meeting of the Council shall be held after an interval of not less than one month from the previous meeting, and in the event of no objections having been received in the interim or of such objection, if any being overruled under the next following Article, the candidate shall be duly elected and the Secretary shall forward him Forms A and B, set out in the Appendix to these Articles, and on receipt of the latter duly signed the Member's name shall be added to the Register of Members.

11. If any objections be received they shall be considered by the Council, the final decision whether or not they shall be overruled resting with the Members of the Council present at such Meeting or any adjournment thereof.

SUBSCRIPTION OF MEMBERS

12. Every new Member shall immediately upon his election pay his subscription for the then current year and no election shall become effective until such subscription shall have been paid.

13. The subscription shall be \$2.00/- for Entrance Fee and \$2.00/- for Monthly Subscription per member and \$100/- for Entrance Fee shall confer life membership and shall be payable on such date or dates as shall from time to time be fixed by the Council and approved by the Members at a General Meeting.

14. In the event of any Member not paying his subscription, within four months after the same has become due, the Honorary Treasurer shall make application in accordance with Form C set out in the Appendix to these Articles, and in the event of the subscription not being paid at the end of a further one month the Council may remove such Member's name from the Register of Members.

CESSATION OF MEMBERSHIP

15. (a) A Member shall cease to be a Member of the Association upon the happening of any of the following events :-

- (i) Upon giving to the Association notice in writing that he resigns membership;
- (ii) If a receiving order is made against him or he makes any arrangement or composition with his creditors;
- (iii) If he becomes of unsound mind;
- (iv) If he is convicted of any offence and ordered to be imprisoned for a period of not less than three months without the option of a fine;
- (v) If he shall cease to be qualified under any of the provisions these Articles.

(b) The Council shall have power by resolution to expel from membership of Association any Member who in their opinion shall have committed a breach of the provisions of these Articles or shall have been guilty of such conduct as shall have rendered him unfit to continue to belong to the Association but no such resolution shall have any operation or effect unless the Member concerned shall have been given a proper opportunity of submitting for the consideration of the Council any statement or explanation in writing which he may desire and of attending and being heard by it at the meeting at which his actions or conduct are to be under consideration.

GENERAL MEETINGS

16. The Association shall hold a General Meeting in the year 1976 succeeding year as its Annual General Meeting on such date and at such place as may be determined by the Council.

Provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

17. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

18. The Council may whenever they think 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 Section 144 of the Act.

19. Twenty-one days' notice at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such Members having a registered

address within Malaysia and other persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association; but with the consent of all the Members entitled to receive notices "thereof, or of such proportion thereof as is prescribed by the Act in the case of Meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.

20. The accidental omission to give notice of a meeting to, or the non- receipt of such notice by -any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding taking place at such meeting.

21. The Following kinds of business shall be deemed to be special business :-

(i) All business transacted at an Extraordinary General Meeting.

(ii) All business transacted at an Annual General Meeting with the except of the consideration of the Income Expenditure Account and Balance Sheet and the Reports of the Council and of the Auditors, the election of Members of the Council, the appointment of four Trustees of the Association and the appointment of and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

22. At every Annual General Meeting the Association shall :-

(i) consider the Accounts and Balance Sheet of the Association, the Report of the Auditors of the Association

and any reports laid before it by Council;

(ii) appoint ail Auditor or Auditors in accordance with the provisions of the Act governing such appointments.

23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided thirty Members present in person shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. Ia any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the Council shall appoint and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present shall be a quorum.

25. The Chairman of the Association shall preside as Chairman at every General Meeting, but if there shall be no chairman of the Association, or if any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside the Members present shall choose some Member of the Council, or if no such Member be present, or if all the Members of the Council present decline to take the Chair, they shall choose some Member of the Association who shall be present to preside as Chairman.

26. The Chairman of the Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn a Meeting from time to time, and from place to place, but no

business' shall be transacted at any adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

27. At all General Meetings a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the Meeting or by at least three Members present in person and entitled to vote, and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

The demand for a poll may be withdrawn.

28. Subject to the provisions of Article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

29. No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

31. Any Member entitled to be present and vote at a Meeting may submit any resolution to any General Meeting, provided that at least the prescribed time before the day appointed for the Meeting he shall have served upon the Association a notice in writing signed by him containing the proposed resolution, and stating his intention to submit the same. The prescribed time above mentioned shall be such that, between the date on which the notice is served or deemed to be served and the day appointed for the Meeting, not less than six weeks shall intervene.

32. Upon receipt of any such notice as in the last preceding Article mentioned, the Honorary Secretary shall include in the notice of the Meeting notice that such resolution will be proposed.

33. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

34. Every Member shall have one vote.

35. No person other than a Member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his Membership shall be entitled to be present or to vote on any question at any General Meeting.

THE COUNCIL

36. The Affairs of the Association shall be managed by a Council which until otherwise determined by a General Meeting shall consist of thirty members of the Association, comprising of President, two Vice-Presidents, an Hon. Treasurer, an Assist. Hon. Treasurer, an Hon. Secretary, an Assist. Hon. Secretary, a Chinese Correspondence Secretary, an English Correspondence Secretary, a Social Secretary, an Assist. Social Secretary, an Hon. Internal Auditor, an Assist. Hon. Auditor, an Investigator, an Assist. Investigator and Fifteen Committee Members.

37. The persons who were at the date of the adoption of these Articles, Members of the pro-tem Committee of the Association, namely, Messrs Mok Sum, Lee Yoke Yea, Yap Sam and Kow Lup Piow, shall be the first Members of the Council and shall be deemed to have been elected thereto on the dates on which they became respectively Members of the said Committee.

CHAIRMAN, HONORARY SECRETARY HONORARY TREASURER

38. (a) Subject to the provisions of Article 60 at their first Meeting after every Annual General Meeting of the Association (which shall be held within one month after such Annual General Meeting), the Council shall elect one of their Members :-

- (i) to hold office as Chairman of the Association;
- (ii) to hold office as Vice Chairman of the Association;
- (iii) to hold office as Honorary Secretary of the Association; and
- (iv) to hold office as Honorary Treasurer of the Association;

until the close of the first Meeting of the Council following the next Annual General Meeting of the Association.

(b) If a casual vacancy arises at any time in any of the aforesaid officers it shall be filled by the appointment by the Council of one of their Members, and the Member so appointed shall hold office until the close of the first Meeting of the Council following the next Annual General Meeting of the Association.

(c) A retiring Chairman, Vice-Chairman, and Honorary Secretary or Honorary Treasurer shall be eligible for re-election.

(d) The persons who were respectively at the date of adoption of these Articles, Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer of the Association shall be Chairman, Vice-Chairman, Honorary Secretary and Honorary Treasurer of the Association until the close of the first Meeting of the Council held after the Annual General Meeting of the Association which occurs next after the date of such adoption.

POWERS OF THE COUNCIL

39. The Council may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by Statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to the provisions of these Articles, to the provisions of the Statutes for the time being in force affecting the Association, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

40. The Members for the time being of the Council may act notwithstanding any vacancy in their body :

Provided always that in case the Members of the Council shall at any time be or be reduced in number to less than thirteen it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

41. All moneys, cheques, bills and notes belonging to the Association shall be paid to or deposited with the Association's bankers to an account opened in the name of the Association. Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Council, shall be signed by the Hon. Treasurer and any one of the other office bearers named under Article 38. The Association's banking account shall be kept with such banker or bankers as the Council shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

42. The office of a Member of the Council shall be vacated :-

- (a) If he ceases to be a Member of the Association;
- (b) If by notice in writing to the Association he resigns his Office;
- (c) If he ceases to hold office by reason of any order made under the Act;
- (d) If he is removed from office by a resolution duly passed by the Council;
- (e) If he fails to attend at least three of any twelve consecutive Meeting of the Council unless he has obtained from the Council leave of absence owing to absence abroad, illness or other sufficient reason.

ROTATION OF MEMBERS OF THE COUNCIL

43. One third of the Members of the Council shall retire annually and no retiring Member of the Council other than one elected to fill a casual vacancy shall be eligible for re-election until the expiration, of one year from the expiration of his term of office, but the Council may, if they think fit re-elect as Member of the Council a retiring Chairman of the Association for a further period not exceeding one year and the number of Members of the Council for the time being shall be increased accordingly. This regulation may be varied by any resolution by which the number of the Council is altered.

44. The one-third Members to retire as aforesaid shall be those who have been longest continuously in office as such and for the purpose of that calculation, Membership of the pro-tem Committee of the Association shall be deemed to be Membership of the Council.

45. A declaration of the election of all new Members of the Council shall be made at the Annual General Meeting and such new Members shall take office immediately after such meeting.

46. Not less than eight weeks before the Annual General Meeting the Honorary Secretary shall send to each Member of the Association a list of the Council, distinguishing the names of those retiring, and forms of nomination of Members to take the place of those retiring Members.

47. Every Member may nominate one Member for election as a Member of the Council and shall enter the nomination on the forms for the purpose sent as mentioned in the preceding Article. Such forms must be signed by the Member nominating and by another Member seconding the nomination, and the forms so signed must be delivered to the Honorary Secretary not less than five weeks before the date of the Annual General Meeting at which the election of the Council is to be declared together with a statement from the Member nominated that he accepts nomination and will serve if elected.

48. The Council shall appoint from amongst the Members of the Association who are not on the list of nominations two Members to act as Scrutineers; who shall on the morning of and prior to the Annual General Meeting open the ballot papers and count the votes, and the three Members who receive the most votes shall at the Annual General Meeting be declared duly elected. In the event of an equality of votes the names of such Members as have an equal number of votes shall be submitted to a ballot of the Members present at the Annual General Meeting, and the election shall be determined accordingly and not by the casting vote of the Chairman of the Meeting.

49. Any casual vacancy in the Council may be filled up by the Council, but the Member appointed to fill such vacancy shall retire from office on the date on which the Member of the Council, whose place is so filled, would in the ordinary way have retired.

50. Subject to the provision of Article 19 as to the giving of notice' of special business the Association may from time to time in General Meeting increase or reduce the number of Members of Council and determine in what rotation such increased or reduced number shall go out of office, and make any consequential alterations in the provisions of these Articles as to the manner of election of Members of the Council.

51. In addition and without prejudice to the provisions of the Act, the Association may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office and may by an Ordinary Resolution appoint another Member in his stead but any person so appointed shall retain his office so long only as the Member in whose place he is appointed would have led the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

52. (a) The Council may frame such rules for the conduct of their business, including the determination of the place and time of meetings of the Council and for the giving of notice thereof as they think fit, subject to the provisions of the Act and of these Articles.

(b) The quorum at meetings of the Council shall be nine Members.

(c) Votings at meetings of the Council shall be by show of hands and every Member of the Council shall have one vote; in the event of an equality of votes the Chairman of the Meeting shall have an additional or casting vote.

(d) A Member of the Council may, and on the request of a Member of the Council or of any three Members of the Association the Honorary Secretary shall, at any time summon a meeting of the Council by notice served upon the several Members of the Council.

(e) A Member of the Council who is absent from Malaysia shall not be entitled to notice of a meeting.

53. The Chairman of the Association shall preside as Chairman at every meeting of the Council but if there shall be no Chairman of the Association or if at any meeting he shall not be present within five minutes after the time appointed for holding the same or shall be unwilling to preside the Members of the Council present shall choose one of their number to be Chairman of the meeting.

54. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Council generally.

55. The Council may delegate any of their powers to committees consisting of such Members of the Council as they think fit and the committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The meeting and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

56. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a Member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member 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 or had duly continued in office and was qualified to be a Member of the Council.

57. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all Meetings of the Association and of the Council and of Committee of the Council and all business transacted at such Meetings, and any such minutes of any Meeting if purporting to be signed by the Chairman of such Meeting, or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of facts therein stated.

58. A resolution in writing signed by all the Members for the time being of the Council or of any Committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such

Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

TRUSTEES

59. Any immovable property of the Association shall be vested in the hands of five Trustees, to be appointed at a general meeting of members. A Trustee may be replaced at a general meeting of members :

- (i) upon his death;
- (ii) if he becomes of unsound mind;
- (iii) if a receiving order is made against him or he makes any arrangements or composition with his creditors;
- (iv) if he is convicted of any offence and ordered to be imprisoned for a period of not less than three months without the option of a fine.

SECRETARY

60. In addition and without prejudice to the provisions of Article 38, the Council may appoint a professional Secretary for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. In the event of such appointment being made, the Council may decide whether or not the office of Honorary Secretary shall continue.

THE SEAL

61. The Council may provide a Common Seal of the Association and make provision for the safe custody of the same and for the use thereof. The Seal shall not be affixed to any instrument except by the authority previously given by resolution of the Council and in the presence of at least two Members of the Council who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Honorary Secretary or some other person appointed by the Council and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

62. The Council shall cause proper books of accounts to be kept with respect to :-

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

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 affairs of the Association and to explain its transactions and it shall

be the duty of the Honorary Treasurer to keep or see to the keeping of such books of accounts and to prepare the annual balance sheet of the Association for the consideration and approval of the Council.

63. The books of accounts shall be kept at the Office or at such other place or places as the Council shall think fit, and shall always be open to inspection of the Members of the Council.

64. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members of the accounts and books of the Association, or of any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of Members at all reasonable times.

65. At the Annual General Meeting in every year the Council shall lay- before the Association a proper Income and Expenditure account for the period since the last preceding accounts together with a proper Balance Sheet made up to the same date as the date to which the Income and Expenditure account is made up. Every such Balance Sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Meeting.

66. The accounts of the Association shall be made up to the 31st day of December in each year and the year ending on the 31st day of December shall be the financial year of the Association for the purposes of these Articles.

AUDIT

67. Once at least in every year the accounts of the Association shall be examined and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by one or more properly qualified Auditor or Auditors.

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

NOTICES

69. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.

70. Any Member described in the Register of Member by an address not within Malaysia, who shall from time to time give the Association an address within Malaysia at which notices may be served upon him shall be entitled to have notices served upon him at such address, but, save as aforesaid, only those Members

who are described in the Register of Members by an address within Malaysia shall be entitled to receive notices from the Association.

71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

PRIVILEGES OF MEMBERS

72. (a) When a Member dies, his body may be temporarily put to rest in a room set for the purpose in the Association's premises, until the funeral. The use of the cortege may be extended to him. The Council of the Association may appoint Members to assist in the funeral affairs but all incidental expenses incurred shall be borne by the bereaved family.

(b) If a Member dies in poverty, the bereaved family may apply to the Secretary for Welfare Affairs for voluntary donations from Members, the full amount of which shall be handed over to the bereaved family.

(c) A Member may have available for holding wedding ceremonies, the use of the association's hall, tables and chairs, but shall be responsible for any damage incurred when same are being used.

ALTERATION OF MEMORANDUM AND ARTICLES

73. The Memorandum and Articles of Association may be altered to the extent and in the manner provided by Sections 21 and 31 respectively of the Act, but not otherwise.

DISSOLUTION

74. Clause 9 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

APPENDIX

FORM A

Tuan,

I am to inform you that you have been duly elected a Member of the NEGRI SEMBILAN KWANG TUNG ASSOCIATION.

I enclose herewith a copy of the Memorandum and Articles of Association now in force, and on receipt by me of the enclosed Form B, duly signed by you, together with your subscription for the current year (\$), you will be considered as admitted to the Association, and your name will be added to the Register of Members.

Yang benar,

FORM B

I, of being duly elected a Member of the NEGRI SEMBILAN KWANG TUNG ASSOCIATION do hereby consent to become a Member and undertake, so long as I remain a Member, to abide by the Memorandum and Articles of Association as they now exist, or as they may hereafter be altered, amended, or added to.

I also undertake that I will forthwith cease to be a Member on receipt of a notice from the Secretary that, (in accordance with Article 15), my name has been removed from the Register and that I will not in that event bring any action against the Council or the Association.

Yang benar,

FORM C

Tuan,

I am directed by the Council of the NEGRI SEMBILAN KWANG TUNG ASSOCIATION to apply for payment of your subscription now in arrears, and to inform you that in the event of the same not being paid within one month from this date the Council may remove your name from the Register of Members.

Yang benar,

Names and Addresses of Subscribers

Description of Subscribers

MOK SUM,
414 - 416, Lobak Road,
SEREMBAN, N.S.
I/C. No : 0887661

Company Director

LEE YOKE YEA,
20-22, Jalan Wilkinson,
SEREMBAN, N.S.
I/C. No : 1298801

Company Director

YAP SAM,
656, Tcmiang Road,
SEREMBAN, N.S.
I/C. No : 0216634

Businessman

KOW LUP PIOW,
7, Jalan Tunku Hassan,
SEREMBAN, N.S.
I/C. No : 2000714

Businessman

This 5th day of September, 1975
Witness to the above signatures.

S. L. TAN
(TAN SWEE LI AN), **p.j.k.**
Certified Public Accountant (Malaysia),
40, Jalan Tunku Hassan,
Seremban,
Negeri Sembilan.