

THE COMPANIES ACT 2016
—————
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
—————
CONSTITUTION
OF
MALAYSIAN AUTISM RESOURCE FOUNDATION

Preliminary

1. The name of the company is Malaysian Autism Resource Foundation (hereinafter referred to as “**MARF**”).
2. The registered office of MARF will be situated in Malaysia.

PART A

3. In this Constitution:-

“The Foundation” or “MARF”	means Malaysian Autism Resource Foundation.
“The Board”	means the Board of Trustees hereby set up for the management of the affairs of MARF.
“Member”	means the subscriber to the Constitution and any new member admitted as a member in accordance with clause 19.
“Act”	means the Companies Act 2016 or any statutory modification or amendment thereof for the time being.
“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 MARF.

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

Objects, Powers and Nature of MARF

4. The objects for which MARF is established are:-
- (a) to assist Malaysians with autism by providing affordable educational and training resources to families (especially lower income families), caregivers, teachers, therapists and service providers, including setting up an online resource library and funding autism-specific training among therapists in Malaysia;
 - (b) to promote and disseminate evidence-based knowledge relating to autism to Malaysians, families, caregivers, teachers, therapists, service providers, other practitioners and advisers to help Malaysians with autism and their families cope with and journey through the various stages of growth and development so as to improve the quality of lives of all affected by autism; and
 - (c) to bring into and introduce in Malaysia evidence-based interventions or educational methods practiced around the globe in relation to autism or to address autism at an affordable rate including the funding, procurement and facilitation of translation of books and materials in foreign languages into local languages and the funding of access to qualified and trained therapists for autism.

For the avoidance of doubt, references to “Malaysian” in this Constitution shall be to (1) citizens of Malaysia; and/or (2) permanent residents in Malaysia, under the relevant laws of Malaysia and the reference to Malaysian families shall include any family of which at least one immediate member is a Malaysian.

5. The powers of MARF under the objects clause shall be limited to the powers set out below –
- (a) To receive any gifts whether moveable or pecuniary and whether or not subject to any trust for anyone or more of the objects of MARF.
 - (b) To take such steps by personal appeals only as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of MARF in the form of donations, grants, loans, legacy, subscriptions or otherwise.
 - (c) To purchase, take on lease or otherwise acquire for the purposes of MARF and to hold any estates, lands, buildings, easements or other interests in movable or immovable property which may be deemed necessary or convenient for any of the purpose of MARF provided that MARF shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with the responsibility for companies.
 - (d) To construct, maintain and alter any houses, building or works necessary or convenient for the purpose of the MARF.
 - (e) To let on lease or on hire the whole or any part of the movable or immovable property of MARF on such tenure as the Board shall determine.

- (f) To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices, workshops, mills, plants, machinery and other things found necessary or convenient for the purpose of MARF.
- (g) To purchase, acquire, hold, sell and deal in shares, stocks, debentures stocks, bonds, obligations, and securities issued or guaranteed by Government of Malaysia, State Governments or public body or authority.
- (h) To sell, dispose of, or transfer any property and undertaking of MARF or any part thereof, for any consideration which MARF may see fit to accept.
- (i) To accept stock or share, mortgage debentures of other securities of any company in payment or payment for any services rendered for any sale made to or debt owing from any such company.
- (j) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instruments.
- (k) To invest in whether in Malaysia the money of MARF not immediately required in such manner as from time to time may be determined by the Board, provided that MARF shall not own or incorporate any subsidiary company unless consent from the Registrar of Companies is obtained.
- (l) To engage and appoint and pay such officers, clerks, agents, servants or persons to perform such duties or services for the proper administration and management of MARF and to remove and suspend the same.
- (m) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of MARF and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law.
- (n) To borrow and raise money in such manner as the Board approved in meeting any of its obligations or discharging of its function.
- (o) To do all or any of the matters hereby authorised in any part of Malaysia either alone or in conjunction with, or as trustees or agents, for any company, association or person, and by or through trustees or agents.
- (p) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of powers of MARF:

provided that MARF shall not support with its funds any political organisation or society or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which, if any were included in the objects of MARF would make it a trade union within the meaning of the Trade Union Act 1959.

- 6. There shall be a Board of Trustees for the management of the affairs of MARF.
- 7. The profits, income and property of MARF howsoever derived shall be applied solely towards the promotion of the objects of MARF as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise

howsoever by way of profit to the members of MARF provided that nothing herein shall prevent the payment, in good faith, of

- (a) allowance or remuneration to any officers excluding Board of Trustees or servant of MARF in return for any professional services rendered to MARF;
 - (b) payment of interest at the current bank rate on any loan advanced by members of MARF to promote the objects thereof; and
 - (c) reasonable and proper rent for premises demised or let by any member of MARF
8. No addition, alteration or amendment shall be made to or in provisions contained in the Constitution for the time being enforced unless the same shall have been previously submitted to and approved by the Registrar of Companies.
 9. No person shall be appointed as a member of the Board of MARF unless his appointment has been approved by the Registrar of Companies.
 10. MARF is not allowed to solicit donation from the public without the approval of Registrar of Companies.
 11. MARF shall ensure that the contribution is received within six (6) months after MARF is incorporated
 12. The Board and the members MARF shall always ensure that MARF or the fund of MARF is not being used for any form of political activity or for any unlawful purpose prejudicial to or incompatible with peace, welfare, security, public order, good order or morality in Malaysia or for any purpose prejudicial to national security or public interest.
 13. The liability of the members of MARF is limited to such amount as the members may respectively undertake to contribute to the assets of MARF in the event of it being wound up.
 14. If upon the winding up or dissolution of MARF 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 MARF, but shall be given or transferred to some other institution, institutions or organisation having objects similar to the objects of MARF and having been approved by the Director-General of Inland Revenue, Malaysia at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, to some other funds of similar organisations or some charitable objects approved by the Director-General of Inland Revenue, Malaysia.
 15. Every member of MARF undertakes to contribute to the assets of MARF in the event of MARF being wound up during the time that he is a member or within one year after he ceases to be a member for payment of debts and liabilities of MARF contracted before he ceases to be a member and for the adjustment, of rights of the contributories amongst themselves, such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00).
 16. True accounts shall be kept of the sums of money received and expended by MARF and the matter in respect of which such receipt, and expenditure takes place, and of the property, credits and liabilities of MARF and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of MARF for the time being, shall be open for the inspection of the members. At least once in every calendar

year the accounts of MARF shall be examined and the correctness of the balance sheet ascertained by one or more approved Company Auditor or Auditors.

PART B

Members

17. The number of members to which MARF proposes to be registered is not fewer than two (2) and not more than five (5) but MARF may from time to time register an increase or reduction in the number of members.
18. The members of MARF shall be the subscribers to the Constitution and such other persons or corporate bodies who shall be elected or admitted to membership in accordance with the Constitution and shall be entered in the Register of Members accordingly and he shall be a member thereof. The honorary members hereinafter mentioned shall also be deemed to be members of MARF.
19. The Board shall have the power to determine:
 - (a) the various classes of membership of MARF, which may include but shall not be limited to –
 - (i) Associate Members;
 - (ii) Ordinary Members;
 - (iii) Affiliation Members; and
 - (iv) Life Members.
 - (b) the rights and restrictions attached to the members of each class;
 - (c) qualification of admission to each class;
 - (d) any restriction in the number of members within each class; and
 - (e) any other terms and conditions on the membership and admission requirements.

and to make all amendments and/or modifications thereto as the Board deems fit from time to time, subject to a Special Resolution being passed therefor.
20. No person shall be elected or admitted to membership unless he shall first have submitted to MARF an application for membership accompanied by any prescribed entry fee and subscription. Every application for membership shall be in writing containing such particulars as the Board may from time to time prescribe. Admission to membership of any person who makes application to MARF shall be at the sole discretion of the Board and Board may reject any application for membership without assigning any reason thereof.
21. The Board may admit to honorary membership of MARF persons distinguished in such professional fields as the Board deems in its sole discretion fit and proper (including the medicine field) or who have rendered public services in Malaysia whose admission shall not be subject to clauses 13 and 20 above or any liability in the event of MARF being wound up.

Entries in the Register of Members

22. The secretary shall cause to be entered the name and address of each member in the Register of Members upon his election or admission to membership.

Entry Fees and Subscription

23. The payment of entry fees (if any) and annual subscriptions by members shall be of such amount and payable on such dates in such manner as the Board may from time to time prescribe. Without derogation of the generality of the foregoing, the Board shall have the power to –
- (a) revoke or postpone any fees and where any fees are revoked after the payment thereof to MARF, such fees so paid shall, unless the Board resolves otherwise, be returned in full to the relevant members;
 - (b) grant an extension of time for payment of fees;
 - (c) allow for payment of fees by way of instalments;
 - (d) stipulate the amount, time, method and place of payment of fees; and
 - (e) impose late payment fees or charges.

Cessation of Membership

24. A member shall cease to be a member of the MARF 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 MARF resigns his membership;
 - (c) if he becomes of unsound mind;
 - (d) if he is convicted or indicted of any criminal offences;
 - (e) if being a corporate body it is dissolved, wound up, make any composition, compromise or arrangement with its creditors or shall for any reasons whatsoever ceases to hold or enjoy such rights, powers, or privileges for it to continue to hold membership in MARF; or
 - (f) if he shall be adjudged bankrupt or make any composition, compromise or arrangement with his creditors.
25. The decision of the Board as to whether any member, has come within the provision of clause 24 shall be final and binding on any such member.

Expulsion

26. Majority of members present and voting at an annual or extraordinary general meeting may by resolution expel any member whose conduct has, in the opinion of the members, rendered that particular member unfit to continue hold membership of MARF. Any such person shall, from the passing of such resolution expelling him from his membership, cease to be a member of MARF and shall not be eligible for re-election or readmission.

General Meetings

27. MARF shall hold an annual general meeting in every calendar year in addition to any other meetings in that calendar year, and shall specify the meeting as such in the notices calling it, within six (6) months from the financial year end of MARF and not more than fifteen (15) months after the last preceding annual general meeting. Notwithstanding the foregoing and provided that MARF holds its first annual general meeting within eighteen (18) months of its incorporation, MARF shall not be required to hold an annual general meeting in the year of its incorporation and in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
28. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
29. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition by the members in accordance with the Act, or, in default thereof, may be convened by such members who requisitioned the extraordinary general meeting.

Notice of General Meeting

30. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at least, and a meeting of MARF other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is held, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the persons as are under the Constitution of MARF, entitled to receive such notices from MARF:

Provided that a meeting of MARF shall, notwithstanding that it is called by shorter notice than that specified in this clause, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all members.
31. Any accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Using Technology to hold Meetings

32. Subject to the Act, MARF may hold a general meeting at more than one venue using any technology or method that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the meeting. The main meeting venue shall, subject to the Act, be in Malaysia and the chairperson shall be present at the main venue of the meeting. For the purpose of this clause 32, “to hear”, “be heard” and “communicate” shall not be restricted to the actual form of verbal communication but including any other form of expressions such a real time submission of typed text.
33. Any members participating in a general meeting held via the technology or method which complies with clause 32 above shall be taken to be present in person at the meeting and shall be entitled to vote and be counted for purpose of quorum accordingly.

Proceedings at General Meetings

34. All businesses transacted at an extraordinary general meeting, or transacted at an annual general meeting other than those businesses in respect of the laying of the audited financial statements and the reports of the members of the Board and auditors, the election of members of the Board in place of those retiring and the appointment and fixing of the remuneration of the auditors, shall be considered to be special businesses.
35. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to and throughout the business. Save as otherwise provided herein, two (2) members present in person shall be a quorum. For the purposes of this constitution, “member” includes a person attending as a proxy or as representing a corporation which is a member.
36. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved and 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. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the holding of the adjourned meeting, the members so present shall be a quorum.
37. The chairman of the Board shall preside as chairman at every general meeting of MARF but if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or if he is unwilling to so act as the chairman of the meeting, the members of MARF present shall choose and elect, by a simple majority, one of their members to be the chairman of the meeting.
38. The chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting may determine. No business shall be transacted at any adjourned meeting other than those businesses left unfinished or might have been transacted at the meeting from which adjournment took place. Whenever a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid it shall not be necessary to give a notice of adjournment or of the business to be transacted at an adjourned meeting.

39. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:
 - (a) by the chairman of the meeting; or
 - (b) by at least three (3) members present in person or by proxy.
40. Unless a poll be so demanded, a declaration by the chairman that the resolution has on a show of hands been passed unanimously, or by a particular majority, or is lost and an entry to that effect in the book containing the minutes of the proceedings of general meeting of MARF shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
41. In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
42. A poll demanded on the election of a chairman of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll for the particular business. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
43. A resolution of the members must be passed subject to the requirements of the Act.
44. Minutes of a general meeting entered into the book shall be signed by the chairman of the general meeting, or failing which, by a member of the Board who was present at that general meeting.

Votes of Members

45. Every member shall have one vote.
46. No member shall be entitled to vote at any general meeting whether personally or by proxy unless all moneys and/or subscriptions due and payable by him to MARF for the time being shall have been paid and settled in full.
47. Votes of members may be given either personally or by proxy. Where a corporation being a member of the company is present at a general meeting by a proxy or representative, such proxy shall be entitled to vote for such corporation on a show of hands.
48. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, either under seal or under hand of the office or attorney duly authorised. A proxy may but need not be a member of MARF.
49. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits:

Malaysian Autism Resource Foundation

[I/we] of, being a member of MARF, hereby appoint of
Or failing him of, as my [/our] proxy to vote for me [/us] on my [/our] behalf
at annual [extraordinary] general meeting of MARF to be held on the day of 20.....,
and at any adjournment thereof.

50. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
51. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity 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 or revocation of aforesaid shall have been received by MARF at the office before the commencement of the meeting or the adjourned meeting at which the proxy is used.

Powers and Duties of the Board

52. The business of MARF shall be managed by the Board. The Board shall consist of not fewer than six (6) members and not more than ten (10) members.
53. The roles, responsibilities and duties of the Board shall include but are not limited to the following –
- (a) to support, promote, further and grow the objects of MARF;
 - (b) to manage the affairs and support long term success of MARF;
 - (c) to ensure that the MARF adheres to an inclusive and ethical standard whilst being sustainable;
 - (d) to assist in the planning of the activities organised by the MARF and may be involved in any projects of the MARF;
 - (e) to support the funding activities of the MARF which may be undertaken by approaching and engaging with prospective donors, and advertising needs thereof;
 - (f) to work together to improve the lives and living of persons with autism and their families;
 - (g) to share their views openly, honestly and respectfully and shall listen to and respect the views of others; and
 - (h) to hold at least four (4) meetings of the Board in each calendar year.
54. At the first annual general meeting of MARF, all members of the Board shall retire and such members of the Board who retire pursuant to this clause 54 shall be eligible for re-election. The first members of the Board shall be:-
- (a) Dr. Ng Sui Yin (f);
 - (b) Dr. Amar Singh a/l H Surjan Singh;
 - (c) Dr. Toh Teck Hock;

- (d) Dr. Ting Huong Yong;
- (e) Ms. Paw Swee Choo (f);
- (f) Ms. Leung Chee Ling (f);
- (g) Pn. Norazlin Binti Kamal Nor; and
- (h) Pn. Fatimah Az-Zahraa Binti Amir Farid

55. The members of the Board shall be paid all travelling, hotel and other reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or the general meetings of MARF.
56. The business of MARF shall be managed by MARF who may pay all the costs and expenses incurred in promoting and registering MARF, and may exercise all such powers of MARF as are not, by the Act or this Constitution, required to be exercised by MARF in a general meeting, subject nevertheless to the provisions of the Act or this Constitution and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by MARF in a general meeting. No regulation subsequently made by the members in a general meeting shall however invalidate any prior act of the Board which would have been valid if that regulation had not been made.
57. The Board may from time to time and at any time by power of attorney appoint any person, company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of MARF for such purpose and to exercise such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under the Act and this Constitution) for a duration 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.
58. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to MARF 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 determine.

Borrowing Powers

59. Subject to the Act and this Constitution, the Board may exercise all the powers of MARF to borrow money, and to mortgage or charge or to create any encumbrances over its undertakings and properties, or any part thereof, and to issue debentures, debentures stock and others securities, whether outright or as security for any debt, liability or obligation of MARF.

Minutes of Meetings of the Board

60. The Board shall cause minutes to be entered 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;
 - (c) of all resolutions and proceedings at all meetings of MARF and of the Board and of any committee of the Board.

Minutes of the meetings shall be signed by the chairman of the meetings upon approval by all the members present at that meeting or by the chairman of the next succeeding meetings and shall be accepted as prima facie evidence without further proof of the facts stated therein.

Disqualification of Members of the Board

61. The office of the members of the Board shall be vacated if the member of the Board:-
- (a) without the consent of MARF in a general meeting holds any office of profit under MARF; or
 - (b) becomes bankrupt or makes any arrangement or compromise with his creditors generally; or
 - (c) becomes prohibited or disqualified from being a member of the Board under any provisions of the Act;
 - (d) becomes of unsound mind;
 - (e) resigns from his office by notice in writing to MARF;
 - (f) fails to attend to at least four (4) meetings of the Board without permission of the Board in a calendar year;
 - (g) is removed by an ordinary resolution of the general meeting of MARF;
 - (h) is absent for more than six (6) months without permission of the Board from meetings of the Board held during that period;
 - (i) is directly or indirectly interested in any contract with MARF and fails to declare the nature of his interest in the manner required by the Act; or
 - (j) dies.
62. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

Rotation of the Members of The Board

63. At the annual general meeting in every calendar year subsequent to that in which the first annual general meeting is held, one-third of the Board members for the time being, or if their number is not three or multiple of three, then the number nearest one-third, shall retire from office at the conclusion of the general meeting.
64. The member of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became member on the same day the members of the Board to retire shall, unless they otherwise agree among themselves, be determined by lot.
65. A retiring member of the Board shall be eligible for a re-election.

66. MARF at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default thereof, the retiring member the Board shall, if he offers himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board is put to the meeting and lost.
67. No person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of Board unless, not less than five (5) and not more than twenty-one (21) days before the date appointed for the meeting, there shall have been left at the registered office of MARF a notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election as a member of the Board, which shall be accompanied by a notice in writing signed by that person of his willingness to be elected. Notwithstanding the above, a member other than a retiring member of the Board shall vacate his office if his election as a member of the Board is not approved, or where approval given shall at any time be withdrawn or cancelled, by the Registrar of Companies or the Minister charged with the responsibility for companies.
68. The Board may from time to time by ordinary resolution increase or reduce the number of members of the Board and may also determine in what rotation the increased or reduced number is to go out of office.
69. The Board shall have power at any time, and from time to time, to appoint any person to be a member of the Board either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of members of the Board shall not at any time exceed the total number fixed in accordance with this Constitution. Any member of the Board so appointed shall hold office only until the following annual general meeting, and then shall be eligible for a re-election, but shall not be taken into account in determining the Board members who are to retire by rotation at such meeting.
70. Subject to the Act, MARF may at a general meeting remove any member of the Board before the expiration of his period of office notwithstanding anything in this Constitution or in any agreement between the Board and such member of the Board.
71. MARF may by ordinary resolution in a general meeting of MARF appoint another person in place of a member of the Board removed from office under clause 70. Without prejudice to the powers of the Board under clause 69 hereof, MARF in a 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 so long that the total number of members of the Board shall not at any time be exceeded.

Proceedings of the Board

72. The Third Schedule of the Act shall apply to the proceedings of the Board to the extent that it is not inconsistent with any provisions contained in this Constitution.
73. 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 of the Board shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
74. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board by giving a notice in writing to all the members

- of the Board which shall contain particulars as to the date, time, place/platform of the meeting and the matters or businesses to be tabled for discussion and deliberation during the meeting.
75. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be two (2). For the avoidance of doubt, no business shall be transacted at a meeting of the Board unless a quorum exists.
 76. 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 this Constitution 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 of the Board to that minimum number to constitute a quorum, or of summoning a general meeting of MARF, but for no other purposes.
 77. The Board may elect a chairman of their meetings and determine the period for which he is to hold office. 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 meetings or if he is unwilling to so act at the meetings, the members of the Board present may choose one of their number to be chairman of the meeting.
 78. 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 terms and conditions as the Board may prescribe, provided that such powers and terms shall not exceed those vested in or exercisable by the Board under the Act and this Constitution.
 79. 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 meetings or if he is unwilling to so act at the meetings, the members present may choose one of their numbers to be chairman of the meeting.
 80. The committee may meet and adjourn as it thinks proper. Questions arising at any meeting of the committee 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.
 81. 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 the appointment of any such member of the Board or of the committee of the Board or person acting as aforesaid shall be defective in any manner for any reason whatsoever, 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 attend and vote at the relevant meeting.
 82. A resolution signed or assented to by a majority of 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. Any such resolution may consist of several documents, including facsimile, email, or other means of communication, in similar form and each document shall be signed or assented to by the members of the Board. A copy of resolution in writing shall be entered in the minute book of proceedings of the Board.
 83. A meeting of the Board may be held at more than one venue using any technology or method that gives the members of the Board a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the meeting. For the purpose of this clause 83, "to hear", "be heard" and "communicate" shall not

be restricted to the actual form of verbal communication but including any other form of expressions such a real time submission of typed text.

84. Any members of the Board participating in a meeting of the Board held via the technology or method in compliance with clause 83 above shall be taken to be present in person at the meeting and shall be entitled to vote and be counted for purpose of quorum accordingly.

Secretary

85. The secretary of MARF shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit and any secretary so appointed may be removed by them. The first secretary of MARF shall be Lam Lee San (f), NRIC No. 740810-14-5740 (MAICSA 7048104).
86. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to, a member of the Board and the secretary, shall not be satisfied by it being done by or to the same person acting both as a member of Board and as, or in place of, the secretary.

The Seal

87. Subject to the Act, MARF may or may not have a common seal. In the event that the Board shall resolve that MARF shall have a common seal, such common seal shall comply and be utilised only in accordance with the requirements, conditions and restrictions set out in the Act and this Constitution.
88. 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 on that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

Accounts

89. The Board shall cause proper books of accounts and other records to be kept which shall sufficiently explain the transactions and financial position of MARF and enable true and fair profit and loss accounts and balance sheets with respect, amongst others, to the following:
- (a) all sums of money received and expended by the MARF and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods and services by MARF; and
 - (c) the assets and liabilities of MARF.
90. The books of accounts shall be kept at the registered office of MARF or, at such other place or places as the Board thinks fit and shall always be open to the inspection of the members of the Board.

91. 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, books and records relating thereto of MARF or any of them shall be open to inspection of members of MARF.
92. The Board shall from time to time in accordance with the requirement of the Act cause to be prepared, circulated and laid before MARF in an annual general meeting the financial statements as are referred to in and required to be so prepared, circulated and laid by the Act.
93. Subject to the Act, a copy of the financial statements and the directors report to be attached thereto which are to be laid before MARF in an annual general meeting, together with a copy of the auditor's report, shall not less than twenty-one (21) days before the date of the annual general meeting be sent to every member and every holder of debentures of, MARF.

Auditors

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

Notice

95. Subject to the Act, any notice may be given by MARF to any member in writing in the following manner:
 - (a) by hand or ordinary post to the address of the member as registered and appearing in the register of members or if such registered address is not in Malaysia, to any address in Malaysia which he shall supply to MARF for the purpose of giving notice to him;
 - (b) in electronic or digital form by transmitting to the electronic address or facsimile number of the member as supplied by him; or
 - (c) subject to the Act and this clause 95, for the purpose of notice of general meeting, by publishing on a website.
96. If a notice for a general meeting is given by way of a publication in a website as per clause 95(c) above, MARF shall notify its members that the notice is available in the website and such notification must be given in hard copy or electronic form stating –
 - (a) that it concerns a meeting of members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.
97. The notice pursuant to clause 95 shall be made available on the website throughout the period beginning from the date of notification referred to clause 96 until the conclusion of the general meeting.
98. A notice:
 - (a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;

- (b) sent by post, is taken to be given on the third (3rd) day after it is posted with the correct payment of postage costs;
- (c) sent by electronic and digital transmission, is taken to be given on the business day after it is sent irrespective of whether or not the same is actually received by the member provided that there is no delivery-failure or error message; and
- (d) given by publication in the website, is taken to be given on the business day after the notification that the notice is available in the website is sent.

99. Notices of every general meeting shall be given in any manner hereinafter authorised to:-

- (a) every member except those members with registered address outside Malaysia who shall not have supplied to MARF an address in Malaysia for the purpose of giving of notices to them;
- (b) the auditors for the time being of MARF; and
- (c) the members of the Board.

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

Indemnity

100. Subject to the provision of and so far as may be permitted by the Act, every member of the Board, auditor or other officers of MARF shall be entitled to be indemnified out of the assets of MARF against all costs, charges, losses, damages, expenses and liabilities incurred, otherwise than or through their own wilful neglect or default, 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 MARF 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.