

THE COMPANIES ACT 2016

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COMPANY LIMITED BY GUARANTEE

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**AMERICAN-MALAYSIAN CHAMBER OF COMMERCE**

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CONSTITUTION

1. The name of the Company is **AMERICAN-MALAYSIAN CHAMBER OF COMMERCE** (hereinafter referred to as "Chamber").
2. The registered office of Chamber shall be situated in Malaysia.
3. The objects for which the Chamber is established shall be:
  - (1a) To promote and develop mutually prosperous commercial, cultural and community relations between U.S. and Malaysia businesses and organisations;
  - (1b) To provide a forum for discussing and exchanging views on business conditions, both domestic and international, affecting the interest of Members of the Chamber;
  - (1c) To promote, foster, support, represent and protect the interests of the Members of the Chamber;
  - (2) To represent and express members' views on trade and related issues to both U.S. and Malaysian government entities and organisations as well as to provide resources, networking opportunities and support for the American business community in Malaysia;
  - (3) To collect, evaluate and disseminate relevant business and policy information to members and to encourage new business development by linking interested parties with established business and government contacts in Malaysia.
4. The income and property of the Chamber whensoever derived shall be applied solely towards the promotion of the objects of the Chamber as set forth in the Constitution 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 Chamber 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 Chamber or to any member thereof or other person in return for any services actually rendered to the Chamber or the payment of interest on money borrowed from any member of the Chamber.
5. No addition, alteration or amendment shall be made to or in the Constitution for the time being in force unless the same shall have been previously submitted to and approved by the Minister vested with such authority in Malaysia.
6. The liability of the members is limited.

7. Every member of the Chamber undertakes to contribute to the assets of the Chamber in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Chamber 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 one hundred dollars.
8. If upon the winding up or dissolution of the Chamber there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Chamber but shall be given or transferred to some other institutions having objects similar to the objects of the Chamber to be determined by a majority member of the Chamber at or before the time of dissolution.
9. True accounts shall be kept of the sums of moneys received and expended by the Chamber, and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Chamber and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Chamber for the time being, shall be opened to the inspection of members. Once at least in every year the accounts of the Chamber shall be examined and the correctness of the balance sheet ascertained by one or more approved Company Auditor or Auditors.

Provided that the Chamber shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions which if an object of the Chamber would make it a trade union within the meaning of the Trade Union Ordinance No. 23/59.

10. In the Paragraph unless there be something in the subject or context inconsistent therewith.

“the Act” means the Companies Act, 2016.

“Chamber” means “American-Malaysian Chamber of Commerce” incorporated under The Companies Act 1965.

“Member” means an ordinary Member of the Chamber unless otherwise defined in the event of more than one class of membership being created.

“American” means a citizen of the United States of America.

“General Meeting” means a general meeting of the Chamber.

“The President” means the President of the Chamber.

“Vice-President” means a Vice-President of the Chamber.

“The Board of Governors” means the Board of Governors of the Chamber elected or otherwise constituted in the manner prescribed by these Articles.

“The Executive Director” means the person appointed as Executive Director.

“The Secretary” means the person or persons appointed as Secretary or Secretaries of the Chamber.

“The Treasurer” means the person or firms appointed as Treasurer or Treasurers of the Chamber.

“The Auditor” means the person or firm appointed as Auditor or Auditors.

“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 procuration 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 authorised in writing and registered with the Secretary of the Chamber.

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

“Firm” means two or more persons carrying on business in partnership together.

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

Words importing the male gender shall include female.

Words denoting persons include Corporations.

Corporate members are defined as either Large entities or Small entities incorporated or registered under Malaysian Law.

“Branch Office” means member companies with branch offices in Malaysia may have them listed in the Membership Directory when such information is submitted on corporate stationery.

11. Unless the context otherwise requires, words or expressions contained in these Paragraphs shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Paragraphs become binding on the Chamber.
12. Unless otherwise determined by the Chamber in general meeting, the number of members shall be unlimited.

## **MEMBERS**

13. The subscribers to the Constitution shall be eligible to become single members of the Chamber without election on payment of the annual subscription. All other persons or firms or companies elected to membership shall pay the entrance fee and annual subscriptions.
14. The membership of the Chamber shall comprise of the following classes:
  - (a) Corporate members are defined as either Large entities or Small entities incorporated or registered under Malaysian Law.
  - (b) Individual Members defined as any individual who is interested in achieving the purposes and objectives of the Chamber and who is not eligible for membership under any other class, but who shall not be eligible to vote at meetings.
  - (c) Honorary Members. Membership of this group shall be open to distinguished persons invited by the Board of Governors to be members. Such Honorary Members shall be entitled to attend all meetings of the Chamber but shall not be eligible to vote at such meetings or hold any elected office on the Chamber. Term of membership shall be 2 years and can be renewed indefinitely. Membership and renewals are subject to review by the Board of Governors.

- (d) Non Resident Members. Membership of this group shall be open to any individual who is interested in achieving the purposes and objectives of the Chamber and who is a non resident of Malaysia but shall not be eligible to vote at meetings.
  - (e) Further regulations regarding membership of the Chamber may be regulated in the By-laws of the Chamber, which may be enacted and/or amended by the Board of Governors through a two-thirds majority vote.
15. Any firm or company eligible for membership may become a member in their conventional or corporate name.
  16. Notwithstanding Paragraph 15, a person nominated, elected or appointed to any office, committee sub-committee or other position within the Chamber, 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.
  17. Notwithstanding any other provision of these paragraphs, the Board of Governors 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**

18. Every candidate for membership shall complete an application form as may be prescribed by the Board of Governors and shall undertake to be bound by the Constitution and Rules for the time being of the Chamber. The application shall be signed if the candidate is an individual, by him, if a firm by the partners resident in Malaysia and if a company by its properly authorised officer.
19. Each proposal for election shall come before a meeting of the Board of Governors and shall be subject to the approval of a majority of the Members of the Board of Governors present and voting at the meeting in question. Membership shall be effective from the first day of the month following the date of election.
20. The Secretary shall promptly inform the proposer and seconder of the result of each proposal for election.
21. The Secretary shall send to each newly elected member immediately after his election written notice thereof together with a copy or print of the Constitution of the Chamber unless such print or copy has already been received by him or it together with a notification of the amounts of entrance fee and subscription payable by him or it, and the entrance fee and subscription due shall be paid to the Chamber within one calendar month of the date of election failing which the Board of Governors 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 or it and the proposer and seconder forthwith.
22. The Board of Governors, subject to the approval of a three quarter majority of the members present and voting at a meeting, may from time to time if it deems fit invite distinguished persons to become Honorary members.

### **ENTRANCE FEE AND SUBSCRIPTION**

23. The entrance fee and annual subscription fees will be consolidated into a single concept of fees adjustable by the Board of Governors reflecting the prevailing circumstances, and shall be prescribed in the By-laws of the Chamber.
24. The annual subscription shall be payable in advance on the first day of January. A member newly elected during the year shall pay such proportion of the subscription for such year as the unexpired portion of such year bears to the whole of such year.
25. The rate of annual subscription and the manner in which it is charged authorised under Paragraph 23 and 24 shall apply from the first day of January nearest to the date of incorporation.

### **CESSATION OF MEMBERSHIP**

26. (1) A member shall cease to be a Member of the Chamber if:
  - (a) being an individual he shall die or be adjudicated bankrupt or be or become the subject of a State for time being at war with Malaysia;
  - (b) being a firm a Receiving Order shall be made against the firm or if one or more of its partners are or become subjects of a State at war with Malaysia 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) if any receiving 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 Members shall make or enter into any arrangement for composition with his creditors;
  - (e) his annual subscription is three months in arrear and the Member thereafter fails to pay such fee or subscription within one month from the date on which written notice requiring payment thereof is sent to the Member by the Secretary;
  - (f) if he becomes of unsound mind;
  - (g) if he is convicted or indicated of any criminal offences (save for traffic offences); or
  - (h) if, being a company, it is dissolved or wound up; or ceases to carry on activity for more than six (6) months.
- (2) If any member in the opinion of the Board of Governors fails to conform to any published rules and regulations of the Chamber or is guilty of conduct derogatory to the dignity of or injurious to the reputation or interest of the Chamber the Board of Governors may by notice invite such member to resign membership. Such notice shall state generally the grounds on which the invitation is based. If within two weeks of such notice such member shall not resign the Board of Governors may by notice advise such member that such member will be expelled from the Chamber unless such member within two weeks of the date of the notice lodges notice of appeal against expulsion supported by at least five members of the Chamber. Within a reasonable time of receipt of such notice appeal against expulsion the Board of Governors shall convene an Extraordinary General Meeting to consider whether or not such member should be expelled from the Chamber.

- (3) At such meeting the member whom it is proposed to expel and in the case of such member being 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.
  - (4) If two-thirds of the members present and voting at such meeting are in favour of expelling such member from the Chamber such member shall be expelled accordingly and shall cease to be a member of the Chamber. The voting shall be by ballot if not less than five members present at such meeting so demand.
  - (5) A member expelled from the Chamber under this Constitution may not be proposed for re-election as a member of the Chamber for a period of two (2) years from the date of his so ceasing to be a member.
  - (6) The majority decision of the Board of Governors as to whether any member has come within the provisions of this Paragraph shall be final and binding on such member.
  - (7) Any member who ceases to be a member in pursuance of this Constitution shall be liable to pay all arrears of subscription due by him at the date of so ceasing to be a member.
  - (8) 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 became or was elected a member.
  - (9) If by reason of death or retirement there remains only one surviving or continuing partner of a firm who acquires and continues the business in the firm name he may on application and without election be registered as a member in place of the firm provided application for registration is made within one month after the dissolution of the firm.
  - (10) Subject to there not being any significant change in the construction of the Member's business, a change of name of a Member shall not affect membership and such Member may on application and without election be registered as a member under the new name provided application is made within one month or such further period as the Board of Governors may determine from the date of change of name, and subject to the provision of any further particulars as the Board of Governors may direct in order to determine whether or not there has been any significant change in the construction of the business.
  - (11) A company shall not cease to be a member by reason only of a change in the name of the company or a change in the shareholding structure provided the company carries on to meet the requirements in Paragraph 14.
27. If any person, firm or company shall cease for any cause whatsoever to be a member, he or they shall not nor shall his or their heirs executors, administrators and successors in title have any interest in or any claim against the funds of property or the Chamber.

#### **OFFICERS AND BOARD OF GOVERNORS**

28. The composition of committees, sub-committees and appointments to any position within the American-Malaysian Chamber of Commerce and the terms and conditions thereof existing as at the date of incorporation under this Constitution shall, unless inconsistent with the Constitution, have continuing effect unless or until otherwise decided in accordance with the powers vested by this Constitution.

29. The affairs of the Chamber shall be managed by the Board of Governors which shall unless otherwise determined by the Members in general meeting consist of the President, at least one Vice-President and not less than 5 other persons and not more than 25 other persons all of whom shall be members or representatives of members of the Chamber and no member may have more than one seat on the Board of Governors. In addition, the persons appointed as Executive Director under Paragraph 41 shall be ex-officio a member of the Board of Governors without voting rights. The names of the first members of the Board of Governors for the first two year term will be as follows:-

- |                           |                         |
|---------------------------|-------------------------|
| 1) Rafael B. Buenaventura | 7) Arthur B. Goldmacher |
| 2) Brewster P. Campbell   | 8) W. Donn Heaney       |
| 3) William Derango        | 9) Ronald R. Jensen     |
| 4) Fred G. Dorr           | 10) I. D. Maramba       |
| 5) Peter Drummond         | 11) D. R. McCann, Jr.   |
| 6) John T. Franz          | 12) William Nihan       |
|                           | 13) Ray Tait            |

30. The Board of Governors may invite any persons, not necessarily members of the Chamber to sit with the Board of Governors from time to time as 'additional committee members' to represent special interests or for special purposes for a specific period of time. Such 'additional committee members' shall have no voting rights nor any voice in the management of the Chamber.

31. Notwithstanding any provisions contained in the Constitution, the Chief of the United States of America Mission to Malaysia shall be entitled to nominate a person to be an honorary member to the Chamber who shall be entitled to all the privileges and right to vote as if he/she were of an ordinary member and subject to the approval of the Board of Governors such honorary member may be appointed as a member of the Board of Governors with full voting rights and participation in the management of the Chamber provided that always that his/her term of office shall be subjected to the terms and conditions applicable to the other members of the Board of Governors.

32. (1) The office of President, or Vice-President or member of the Committee shall be vacated:

- a) If he becomes a bankrupt.
- b) If he becomes of unsound mind.
- c) If being a member of the Chamber at the time of election he ceases to be a member, or being a representative of a member of the Chamber that member ceases to be a member or being at the time of the election a representative of a member of the Chamber he ceases to be a representative of that member and becomes a representative of a member of the Chamber already represented on the committee.
- d) If by notice in writing given to the Chamber he resigns his office.
- e) If he be removed from office by special resolution of the Chamber.
- f) If a member is found to have misappropriated the funds of the Chamber.
- g) If any conduct of a member of the Board of Governors, which in the opinion of a two-third majority of a Board of Governors present and voting, will render such member of the Board of Governors unfit to be a member of the Board of Governors.

(2) A member expelled from the Board of Governors under this Constitution may, within two weeks of receiving the notice of expulsion, appeal against such expulsion.

33. During the tenure of office as President, Vice-President or Member of the Board of Governors by any representative of a member no other representative of the same member shall be eligible for election or appointment to any such office, but if by reason of extended absence overseas for which leave of absence has been granted by the Board of Governors representative of a member is unable to attend Board of Governors Meetings, he may, with the approval of the Board of Governors nominate another representative of the member to represent him on the Board of Governors, alternatively the Board of Governors may appoint a representative of another member to replace him temporarily.
34. The Board of Governors may act notwithstanding a vacancy in its number always provided that a quorum as laid down in Paragraph 46 be present at the meeting.

### **ELECTION AND APPOINTMENT OF OFFICERS**

35. At the Annual General Meeting all the members of the Board of Governors including the President and Vice-Presidents upon the completion of a term shall resign but shall be eligible for re-election or re-appointment.
36. The members of the Board of Governors shall be nominated and elected as follows:-
  - 1) Nomination shall be signed by members proposing and seconding the nomination of members of the Board of Governors and by the members nominated signifying 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 serve by its representative. Nomination shall be sent to reach the Secretary not less than thirty days before the date of the Annual General Meeting.
  - 2) Members shall elect members of the Board of Governors by secret ballot which will be automatically activated if there are more nominees contesting a vacant position than the number of vacant seats for that position. If the number of nominees contesting a vacant position are equal to or less than the number of vacant seats for that position, voting shall be carried out by a simple show of hands.
  - 3) The Secretary shall issue ballot papers to the members not less than twenty-one days before the date of the Annual General Meeting.
  - 4) Postal or electronic balloting may be adopted if approved by a majority of the Board of Governors and the process and mechanics are described in the By-laws of the Chamber and circulated to all members (at least 21 days) prior to the ballot.
  - 5) In the event the number of nominees exceeds the positions available, there will be a secret ballot. In this case, the number of votes each member may cast is restricted to the number of positions to be filled. The highest recipients of the available votes, restricted to the number of positions, shall be elected to the Board of Governors.
  - 6) Members duly nominated or elected as the case may be shall take office from the conclusion of the Annual General Meeting at which they have been appointed.
37. The term of appointment of the Board of Governors shall be for a period of two (2) years. The terms of office of Governors appointed to fill a vacancy shall be for the balance of the unexpired term of the office of his predecessor.
38. The President and Vice Presidents shall be appointed by the Board of Governors for a period of two (2) years from within its own body and such position, if he/she is re-appointed, can only be for another two (2) year term making it a maximum of four (4) years.



39. The Board of Governors will serve for a period of 24 months with half of the Board of Governors retiring at the next Annual General Meeting and the remaining of the Board of Governors will retire in the subsequent Annual General Meeting irrespective of whether 24 months have been served.
40. If any vacancy shall occur in the office of President or Vice-President the Board of Governors shall elect one of their number or some other person being a member or representative of a member to be President or Vice-President and a member of the Board of Governors. Likewise, any other vacancy on the Board of Governors may be similarly filled.
41. The Executive Director shall be appointed by the Board of Governors and shall be ex-officio a member of the Board of Governors without voting rights.
42. The Secretary shall be appointed by the Board of Governors.
43. The Treasurer shall be appointed by the Board of Governors.
44. The appointment of Executive Director and Secretary may be held by the same person.

#### **PROCEEDINGS OF THE BOARD OF GOVERNORS**

45. The President or in his absence a Vice-President nominated by him shall be Chairman of the Board of Governors and in the absence of the President and Vice-Presidents the Board of Governors shall elect one member as acting Chairman for the particular meeting at which the President or Vice-Presidents are absent.
46. The Board of Governors 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 as to the summoning and holding of meetings of the Board of Governors and for the transaction of business at such meetings and the record of its proceedings shall be open to the inspection of members subject to such regulations as the Board of Governors may from time to time deem expedient.
47. A majority of the members of the Board of Governors present shall form a quorum for the transaction of business.
48. The Board of Governors 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 as a member or representative of a member.

#### **POWERS AND DUTIES OF THE BOARD OF GOVERNORS**

49. The Management of the business and funds of the Chamber shall be vested in the Board of Governors 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 Chamber and are not hereby or by law expressly directed or required to be exercised or done by the Chamber in General Meeting.
50. Without prejudice to the General Powers conferred by the preceding paragraph the Board of Governors 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 Governors 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 regulations 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 Chamber whether internal, external or conducted in concert with other associations, the regulation of officers, servants or members of the Chamber 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 and to fix their salaries, wages commission or emoluments and to require security in such instances and to such amount as they may think fit;
- (e) To buy, sell, lease, let 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 Chamber upon such terms and on such conditions as it may deem expedient;
- (f) To purchase, lease, take in exchange or otherwise acquire lands, buildings or immovable property of any tenure in Malaysia or any share or interest therein as may be required or deemed expedient for the business purpose of the Chamber and to cause the same to be conveyed, transferred, or assigned to Chamber upon such terms and conditions and subject to such covenants or obligations as may be deemed necessary or proper provided that the Chamber shall not acquire, charge, mortgage or dispose of any land without the consent of the Minister charged with the responsibility for companies. If the said property is not in use by the Chamber, it may be rented out at the available market price;
- (g) To sell by public auction or private contract or by tender, exchange, surrender, release, divide or partition lands buildings or any immovable property of any tenure belonging to the Chamber 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;
- (h) To undertake on behalf of the Chamber 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 Chamber may be a party, or which may have been assigned to the Chamber to insure and keep insured, if deemed expedient, all or any of the buildings articles or other property of the Chamber, to insure against the consequential loss through fire, of the Chamber's 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 Chamber;
- (i) To commence, institute, prosecute and defend all such actions and suits as the Board of Governors may deem necessary or expedient on the part of the Chamber and to compromise or submit the same to arbitration as the Board of Governors in its discretion may think fit;
- (j) To determine the manner in which bills notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents shall be signed or executed on behalf of the Chamber;
- (k) To execute in the name and on behalf of the Chamber in favour of any member of the Chamber or other person who may incur or be about to incur any personal liability for the benefit of the Chamber such mortgages of the Chamber 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;

- (l) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts, calculated to benefit employees or ex-employees of the Chamber or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, give or guarantee money for any charitable, patriotic or benevolent purpose or for any exhibition or for any public, general or useful object;
  - (m) To invest, deposit or otherwise deal with any of the moneys of the Chamber not immediately required for the purposes thereof in government guaranteed bonds, fixed deposits with "AA" rated (RAM rating scale) banks in Malaysia or with any Banks incorporated and operating in the US with 'A' ratings (Moody's rating) and from time to time to vary or release such investments deposits or securities;
  - (n) From time to time at its discretion to raise or borrow any sum or sums of money for the purpose of the Chamber and to secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures of debenture stock of the Chamber, charged upon the property and assets of the Chamber (both present and future).
  - (o) To enter into such arrangements and upon such terms and subject to such conditions as the Board of Governors may from time to time consider to be in the interests of the Chamber or its members with any association or associations wherever located whose objects are not inconsistent with those of the Chamber.
51. Any rules or by-laws purporting to have been made by the Board of Governors and signed by the President or a Vice-President and the Secretary shall be deemed to have been duly made by the Board of Governors and shall be printed and circulated to the members.

#### **GENERAL MEETINGS**

52. The first general meeting shall be held at such time not being less than two months and not more than six months after the incorporation of the Chamber and at such place and time as the Board of Governors may determine.
53. An Annual General Meeting shall be held once in every calendar year and not later than the 31 December in every year.
54. The Board of Governors may whenever they think fit and they shall upon a requisition made in writing by not less than any ten members forthwith proceed to convene an Extraordinary General Meeting.
55. 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 Chamber. It must be signed by the requisitionists and may consist of several documents in like form each signed by one or more requisitionists.
56. The Board of Governors shall within fourteen 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 days after the receipt of the requisitionists or a majority of them may themselves convene an Extraordinary General Meeting to be held within one month from the date of the deposit of the requisition on such day and at such place as the persons covering the same may determine. Any meeting convened under this Constitution 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 Governors.

57. (a) Twenty-one clear days' notice shall be given to the Members of any meeting which may be called to consider any special resolution of the Chamber such notice to be sent by post or otherwise served as hereinafter provided.
- (b) In all other cases, fourteen 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 sent by post or otherwise served as hereinafter provided.
- (c) Notice shall be deemed to have been received:
- i. if delivered by hand, at the time of delivery to the member or where the member is an entity, the registered address of the member;
  - ii. if sent by facsimile, immediately after successful transmission of the facsimile during working hours of 9.00 am to 6.00 pm, and if outside working hours, the notice is deemed to have been received the following day;
  - iii. if sent by post, by properly addressing, prepaying and posting a letter containing the notice, and to have been effected on the day the notice is posted; and
  - iv. if sent via electronic communications, immediately after successful transmission of the via electronic communications during working hours of 9.00 am to 6.00 pm, and if outside working hours, the notice is deemed to have been received the following day.
- 57A. 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 Governors and to elect officers and auditors and to transact any other business which under this Constitution ought to be transacted at an Annual General Meeting.
58. All other business transacted at an Annual General Meeting and all business at an Extraordinary General Meeting shall be deemed special.
59. (a) Subject to the Act, the Chamber may hold a general meeting at more than one venue using any technology 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.
- (b) Anyone using this technology is taken to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- (c) Members may choose to communicate or meet via video conference.
60. 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 twenty (20) members present personally or by representative.
61. If within fifteen 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 Governors may appoint.
62. At any adjourned meeting the member or members' representative present personally whatever their number shall form a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place if a quorum had been present.

63. The President or in his absence a Vice-President shall preside as Chairman at every general meeting or if within fifteen 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 Governors present shall choose someone of their number present as Chairman of the meeting and if no such member of the Board of Governors is present or if all such members of the Board of Governors 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.
64. The Chairman 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.
65. 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 demanded by not less than ten (10) members present in person or by representative entitled to vote in which event the poll shall be taken in such manner as the Chairman may direct and the returns of the poll scrutinised by two members appointed by the Chairman who shall inform him of the result of the poll which the Chairman 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 Chamber provided always that if no poll is demanded or if demanded is withdrawn a declaration by the Chairman 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 Chamber shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
66. If the dissentient members on any resolution at an Annual General Meeting or Extraordinary General Meeting shall within 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**

67. Every member present personally or by representative shall have one vote.

#### **ANTECEDENT DECISIONS**

68. All actions taken and all decisions made by the American-Malaysian Chamber of Commerce prior to the date of incorporation under this Constitution shall, unless inconsistent with this Constitution, have continuing effect unless or until otherwise decided in accordance with powers vested by this Constitution.

#### **MINUTES**

69. The Board of Governors shall cause proper minutes of all proceedings to be duly entered in Books provided for the purpose.

#### **ACCOUNTS AND REPORT**

70. The Board of Governors shall cause proper books of account to be kept at the Registered Office of the Chamber or at such place or places and in the charge of such person as the Board of Governors may from time to time direct.
71. The Board of Governors 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

Chamber 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 Chamber except as conferred by law or authorised by the Board of Governors or by the Chamber in General Meeting.

72. At the Annual General Meeting in each year the Board of Governors shall lay before the Chamber a Report and Income and Expenditure Account and a Balance Sheet containing a summary of the assets and liabilities of the Chamber made up to a date not more than six 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 Chamber. At the Annual General Meeting a report shall be presented by the Board of Governors as to the state conditions and affairs of the Chamber. The Balance Sheet, Accounts and Report shall be signed by the President or a Vice-President and one other member of the Board of Governors and counter-signed by the Secretary. A printed copy of such account and balance sheet and report of the Board of Governors 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 Chamber for the inspection of Members during a period of at least five days before the meeting.

#### **AUDIT**

73. The Auditor shall audit the accounts of the Chamber and of all funds connected with or controlled by the Chamber. The Auditor shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting.
74. Every member upon election to the Chamber shall give to the Secretary in writing a registered address within Malaysia and shall from time to time notify the Secretary of any change thereof.
75. 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.
76. The accidental omission to give any notice to any member shall not invalidate any resolution passed at any meeting.

#### **SEAL**

77. The Chamber may decide to have a seal. The Board shall provide for the safe custody of the seal. The seal must only be used by the authority of the Board authorized by the Board to use the seal.
78. Every instrument to which the seal is affixed shall be signed by the President or Vice-President and shall be countersigned by some other person appointed by the Board for the purpose of countersigning the instrument to which the seal is affixed.

#### **BY-LAWS**

79. The Board of Governors may, with a two thirds majority vote, make, alter, add to and repeal the by-laws, as long as they do not conflict with the Constitution.

Lodged by:

**LAM LEE SAN (F), MALAYSIAN INSTITUTE OF CHARTERED  
SECRETARIES AND ADMINISTRATORS (MAICSA), (MAICSA 7048104)  
Wisma Goshen, 2nd Floor, 60, 62 & 64 Jalan SS 22/21, Damansara Jaya,  
47400 Petaling Jaya, Selangor Darul Ehsan  
Tel: 603-77288485 Fax: 603-77288852**

