



# ARTICLES OF ASSOCIATION

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# MEMORANDUM OF ASSOCIATION



Malaysian-German Chamber  
of Commerce and Industry  
Deutsch-Malaysische  
Industrie- und Handelskammer





**Articles of  
Association  
of  
Malaysian-German  
Chamber of  
Commerce and  
Industry**

## **Articles of Association of Malaysian-German Chamber of Commerce and Industry**

- 1) In these Articles, unless there be something in the subject or context inconsistent therewith, the following words and expressions shall have the following meanings:
  - (a) “Annual General Meeting” means the yearly General Meeting of the Members of MGCC;
  - (b) “MGCC” means the company registered as ‘MALAYSIAN-GERMAN CHAMBER OF COMMERCE AND INDUSTRY’;
  - (c) “Articles” means these Articles of Association of MGCC as may from time to time be modified or amended in accordance with the provisions thereof.
  - (d) “Board of Directors” means the Board of Directors being vested with the policy matters of MGCC for the time being;
  - (e) “Corporate Member” means a Member who is a corporation firm or business, other than an individual or natural person and who has been elected to membership in accordance with the provisions of Article 14 to Article 19 hereof, and where the context so requires, any obligations imposed on a Corporate Member shall be deemed to have been imposed in like manner on the Corporate Nominee;
  - (f) “Corporate Nominee” means an individual nominated by a Corporate Member to represent a Corporate Member in exercising its rights and powers as a Member and to enjoy the facilities and privileges of MGCC;
  - (g) “Extraordinary General Meeting” means a General Meeting of the Member of MGCC specially summoned or convened under these Articles;
  - (h) “Functions” includes but is not limited to meetings, social gatherings, discussions, lectures, seminars, workshops, film or slide shows, receptions, luncheons and dinners;
  - (i) “General Meeting” means a general meeting of the Members of MGCC whether annual or extraordinary;
  - (j) “German citizen” means any individual who is a citizen of the Federal Republic of Germany or any corporation firm or business incorporated or registered pursuant to the laws of the Federal Republic of Germany;
  - (k) “In Writing” means written, type-written or printed or partly written, partly type-written and partly printed;
  - (l) “Member” means any corporation, firm, business, government or government body whether foreign or local, individual or natural person entered on the Roll of MGCC as a Member of whatever class in accordance with these Articles and any

amendment thereto;

- (m) "Office" means the registered office of MGCC;
- (n) "Seal" means the Common Seal of MGCC;
- (o) "Secretary" means the Secretary of MGCC for the time being;
- (p) "Voting Member" means a Corporate Member or an Individual Member;
- (q) "Executive Director" means the Chief Executive Officer of MGCC for the time being;
- (r) "AGCIC" means the Association of German Chambers of Industry and Commerce.

- 2) Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine or neuter gender as the case may be and vice versa.

### **Admission of Members**

- 3) There will be no restriction on the number of membership.
- 4) Admission to MGCC shall be determined solely by the Board of Directors and in accordance with the relevant provisions hereinafter contained. An individual over the age of 21 years shall be eligible for admission as an Individual Member. Every application for membership in MGCC shall be submitted to MGCC at its office (business address) in writing in such form and containing such information as the Board of Directors may from time to time require.
- 5) Each application shall be countersigned by a proposer, a voting representative (corporate nominee) or an individual member of MGCC.
- 6) Upon election to membership, the applicant shall be so notified by MGCC, shall be furnished with a copy of the Memorandum and Articles of Association and shall be enrolled as a member, specifying the appropriate classification.
- 7) Each member shall be furnished with a certificate of membership of the appropriate classification, each certificate being signed by the President and one other Board of Directors member of MGCC.
- 8) An applicant for Membership shall not be entitled to enjoy the facilities and privileges of MGCC prior to his admission as a Member unless the Board of Directors shall in its discretion give its permission in writing, which permission may at any time without prior notice be withdrawn.
- 9) The determination of applications for Membership shall be by any means (whether by ballot or otherwise) as the Board of Directors may from time to time decide and the Admission of Members shall be entirely in the hands of the Board of Directors who may

refuse or reject any application for Membership without giving any reason therefore.

- 10) A Member upon his admission shall be bound by the Memorandum and Articles of Association for the time being of MGCC.

### **Membership**

- 11) The Membership of MGCC shall comprise:
- (a) Corporate Members; or
  - (b) Individual Members; or
  - (c) Associate Members; and
  - (d) Honorary Members.

### **Corporate Members**

- 12) Any corporation, firm or business, that is:
- (a) registered in the Federal Republic of Germany; or
  - (b) a representative of a corporation, firm or business registered in the Federal Republic of Germany; or
  - (c) registered in Malaysia and/or any other country in Asia, provided that, if there is an official bilateral German Chamber established in such a country, the approval of that Chamber is obtained, may apply for Corporate Membership; or
  - (d) registered in any other EU country
- 13) A corporation, firm or business may obtain one Corporate Membership only.
- 14) A Corporate Member shall have the right to receive MGCC's publications and to nominate at any time one (1) individual person as its nominee by notice in writing given to the Secretary.
- 15) In the event that a Corporate Member desires to change its representative, a new written nomination shall be submitted to MGCC.
- 16) MGCC shall maintain a list of the names of each Corporate Member's representative (Corporate Nominee), indicating the name and mailing address of the voting representative.
- 17) Any nominee of a Corporate Member, if approved by the Board of Directors, shall be known as a Corporate Nominee and may use the facilities of MGCC and attend its functions in all respects as if he were an individual Member, subject nevertheless to the provisions of Article 16.
- 18) A Corporate Nominee may also be an Individual Member.

- 19) A Corporate Member shall have the right to receive notice of all general and other meetings of MGCC, and through its Corporate Nominees to attend the same, to vote, propose resolutions and move amendments thereat.
- 20) All regulations of MGCC shall apply to each Corporate Member and its Corporate Nominee.
- 21) Each Corporate Member and its Corporate Nominee shall be jointly and severally responsible for payment of the yearly subscription fee and for all amounts properly entered on the account of the Corporate Nominee.

#### **Individual Members**

- 22) All German passport holders or Malaysian citizens will upon their admission to MGCC be Individual Members.

#### **Associate Members**

- 23) Associate Membership is open to all Malaysian and German non-profit organisations involved in commerce and industry.
- 24) Associate Members shall enjoy the rights and privileges of a member except the right to vote at meetings and eligibility to be a member of the Board of Directors.

#### **Honorary of Members**

- 25) The Board of Directors shall have the power of inviting any person worthy of such distinction to become an Honorary Member. Honorary Members shall enjoy the rights and privileges of a member except the right to vote at meetings and eligibility to be a member of the Board of Directors.

#### **Guests**

- 26) Any person who is not a member may be introduced from time to time as a guest of a Member.
- 27) The Board of Directors shall be entitled to withdraw from any member the privilege of introducing a Guest if it is of the opinion that his use of this privilege constitutes an abuse thereof.
- 28) The Board of Directors shall be entitled to impose restrictions on Guests with regard to times or particular facilities of MGCC and shall notify the Members of such action.

#### **Entrance Fees and Subscriptions**

- 29) Organizations providing free membership facilities to MGCC shall enjoy reciprocal benefits

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- (a) All entrance fees as well as pro-rata annual fees shall be payable on the day of admission to Membership.
- (b) Thereafter, each yearly subscription fee shall be payable on January 1 of each year, except for the founding year of MGCC when yearly subscription is due together with the Entrance fee.
- (c) Subscriptions so paid are non-refundable for any reason.
- (d) The Board of Directors shall have power from time to time to increase or otherwise vary, or remove altogether the entrance fees and subscription fees payable by Members pursuant to the provisions of the above Article, whether universally or by reference to any or more categories of membership only. The Board of Directors shall also have power to exempt any Member or category of Members from payment of entrance fees or subscription fees otherwise payable by the same under the above Article.

#### **Default**

- 31) If any fee due under the provisions of Article 30 is due by any member to MGCC and remains unpaid after the expiration of a period of one (1) month from the due date for payment therefore, the Executive Director may give written notice to such member to the effect that if any such entrance fee or other amount is not paid in full within such period (not being less than ten (10) days as may be prescribed by the terms of such notice, the member will be liable to be expelled from MGCC. In the event that payment of all outstanding amounts is still not received by MGCC within the period limited as aforesaid, the Executive Director may at any time thereafter give to the member in default written notice, without prejudice to the rights of the Executive Director to recover from him all outstanding amounts. The Executive Director may expel a member and cause a notice to be given to the effect that he has been expelled from MGCC and upon the posting of any such notice, such member shall ipso facto cease to be a Member of MGCC forthwith. The Board of Directors may in their sole and absolute discretion reinstate any person who has ceased to be a Member on such condition as the Board of Directors may think fit.
- 32) The Board of Directors may require a Corporate Member to withdraw its Corporate Nominee if:
- (a) such Corporate Nominee is guilty of any of the offences or matters provided for in Article 38 hereof; or



(b) the conduct of such Corporate Nominee is subject to enquiry in the manner provided for in Article 37 hereof.

#### **General Provisions with regard to Membership**

- 33) Any Member may resign his Membership by giving three (3) months' notice in writing to MGCC.
- 34) The rights and privileges of an Individual Member shall be personal to himself and such rights and privileges shall not be capable of being transferred by his own act or by operation of/or law and shall cease upon his death or upon his ceasing for any reason to be a Member of MGCC under the provisions of these Articles.
- 35) Any person who for any reason whatsoever ceases to be a Member shall nevertheless remain liable for and shall pay to MGCC all moneys which at the time of his ceasing to be a Member shall be due from him to MGCC.
- 36) The Board of Directors may prohibit any Member from using the facilities of MGCC, attending its functions or voting on any question while such Member is in default within the meaning of Article 37 and Article 38 thereof.
- 37) Any Member who shall be convicted of any indictable offence or of any offence involving his integrity or honesty or who shall commit an act of bankruptcy or enter into liquidation whether voluntary or compulsory other than for the purposes of amalgamation or reconstruction or shall compound with his creditors or take or suffer any similar action in consequence of debt or become unable to pay his debts as they fall due, shall ipso facto cease to be a Member of MGCC and shall forfeit all rights to the use of or any claim upon any property of an in MGCC provided that it shall be lawful for the Board of Directors upon the written application of such Member and after due inquiry to restore his name to the list of Members of MGCC upon such terms as the Board of Directors may in its absolute discretion think fit.
- 38) If any Member persistently violates any of the provisions of these Articles or of the by-law or if his conduct is in the opinion of the Board of Directors injurious to the character or interests of MGCC the Board of Directors shall specifically consider the matter and if the Member complained or shall not explain his conduct to the satisfaction of the Board of Directors, the Board of Directors may strike his name off the roll of Members. In the event that the Board of Directors considers that the circumstances of the case are sufficiently grave and serious, the Board of Directors may without giving the Member the option of resigning, immediately suspend such member from the use of the facilities of MGCC

pending the investigation of his conduct by the Board of Directors.

- 39) Subject to the provisions of these Articles (and in particular, the rights applicable to the different categories of Membership) and of the Memorandum and Articles of the Association for the time being in force, all Members shall be entitled at all times to use in common all the premises and the property of MGCC.
- 40) The President and/or the Vice-President unless delegated to other Board Members shall have power to make representations on the matters related to the objectives of MGCC on behalf of MGCC to any appropriate authority or body.
- 41) MGCC may maintain such special registers of Members with attendant conditions, as the Board of Directors may in its absolute discretion deem necessary from time to time.

#### **Management; Board of Directors**

- 42) The management of the affairs of MGCC shall be vested in the Executive Director, provided always the Board of Directors in consultation with AGCIC shall have the power to terminate the services of the Executive Director on grounds of misconduct unsatisfactory performance of duties, fraud and any act which brings dispute to MGCC.
- 43) The Board of Directors shall comprise of a minimum of ten (10) members and a maximum of sixteen (16) members, of whom shall comprise equally of German and Malaysian nationalities and who shall be senior management staff if nominated by corporate members and individual members. The Board of Directors shall not have more than one Malaysian individual nor more than one German individual as a Director at any one time.
- 44) The founding Board of Directors shall be:

Hans-Dieter Zeissner	Cheah Leong Voon
Claus Cramer Rudolf	Paul Angermeir
Heinz Poehlsen	Ti Teow Yong
Peter Huetz	Ghazali B. Dato' Yusoff
Kay Hans Eberhard Kafka	Dato Sulaiman B. Sujak
Wulf Peter Vogel	Datuk Muhammad Feisol Hassan
Dato' Gurdial Singh Gill	

and they shall hold office for a period of one year only. Thereafter, at the first annual general meeting of the company after amendment, the Directors shall by means of secret balloting determine 7 appointees among the existing Directors for the incoming Board of Directors. Any director so appointed shall hold office until the next term of following

annual general meeting, and shall then be eligible for re-election. The remaining Directors shall be elected by members at every second Annual General Meeting and at the subsequent term the directors subject to retire shall be those who did not stand for election for the previous term.

- 45) Election of the Members of the Board shall be by way of ballots of the voting members present at the Annual General Meeting personally or by proxy in writing, and shall be conducted under the supervision of the Chairman of the meeting.
- 46) The candidate or candidates receiving the highest number of votes shall be elected as Board of Directors members. In the event of the same number of votes being cast for two or more candidates for the same position the members will conduct a second ballot for that position between such candidates. If the second ballot fails to elect a candidate for a position, the election for such position shall be conducted by draw.
- 47) An Executive Director of MGCC proposed by AGCIC shall be appointed by the Board of Directors. The Executive Director shall be a member of the Board of Directors and the Chief Executive Officer of MGCC. He will be responsible for the employment and termination of employees of MGCC and will co-ordinate all business, financial and statutory affairs of MGCC under regular reporting to the Board of Directors.
- 48) The Board of Directors shall also appoint a Treasurer from amongst the member of the Board of Directors who in co-ordination with the Executive Director as well as with the appointed Auditors shall oversee and report to the Board of Directors as well as to the Members at General Meetings all financial affairs and transactions of MGCC.
- 49) The meetings of the Board of Directors shall be held at such time and place as the Board of Directors may from time to time direct, or failing such direction as the President, or in his absence, the Vice President may decide. Such meetings shall take place at least once every three months.
- 50) Such meetings shall be convened by direction of the President or Vice-President or on the requisition of at least three members of the Board of Directors; such requisition shall clearly specify the object or objects for which the meeting is to be convened.
- 51) Except in urgent cases, three clear days notice of every meeting of the Board of Directors shall be given to the members of the Board of Directors.
- 52) Particulars of the business to be transacted at any meeting shall be stated in the notice convening the same by the Secretary in consensus with the President.
- 53) No resolution or act of the Board of Directors shall be amended or rescinded at any future meetings, unless due notice of the motion to amend or rescind the same shall have been

given in the notice convening such meeting.

- 54) The Board of Directors shall cause accurate minutes of all meetings to be prepared and to be forwarded to the office of MGCC. All such minutes shall be open for inspection by any member of MGCC during office hours.
- 55) A resolution in writing, signed by all the Directors of the Company for the time being entitled to receive notice of a meeting of the Directors or who are sufficient to form a quorum, shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form; each signed by one or more directors.
- 56) The Presidents and any member of the Board of Directors who are invited to give statements to the public such as interviews, written articles, or other information for and on behalf of MGCC shall, as far as practicable, give prior notice to the Board of Directors. They shall also, as far as practicable, give prior notice to the Board of Directors for trips overseas which they propose to make and which involve promotion of MGCC in any way, including full details of the proposed itinerary. In any event the Presidents and all Directors shall make reports on their activities for MGCC to the Board of Directors.
- 57) The President, or in his absence, the Vice-President, shall preside as Chairman at each meeting of the Board of Directors. In the absence of the President and of the Vice-President, the Chairman shall be chosen from amongst the Board members present at the said meeting.
- 58) Voting at meetings of the Board of Directors shall be by simple majority of those present in person. The Chairman of a meeting of the Board of Directors shall have a casting vote.
- 59) The Board of Directors shall have power to appoint a Corporate Nominee or/an Individual Member to fill any casual vacancy on the Board of Directors until the next Annual General Meeting. Any Corporate Member or Individual Member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Board of Directors at such Meeting.
- 60) Subject to Article 59, MGCC may by Special Resolution remove any member of the Board before the expiration of his period of office and may by Ordinary Resolution appoint another in his stead.
- 61) At all meetings of the Board of Directors seven (7) Board members shall form a quorum.
- 62) Notwithstanding anything in these Articles to the contrary:
  - (a) Any member of the Board of Directors desirous of resigning his office may give notice thereof in writing to the Board, and on the acceptance by the Board of such

resignation his office shall be vacated.

- (b) Subject as hereinafter provided, in the event of the number of the Board of Directors falling below 13, the continuing members shall have power to continue to act only for the purpose of filling any casual vacancy consistent with the requirements of Article 61 and of convening any General Meeting of MGCC.
  - (c) Any member of the Board of Directors who has resigned shall be eligible for re-election.
- 63) The office of the President, Vice-President and members of the Board of Directors shall be vacated:
- (a) if he becomes bankrupt;
  - (b) if he be found lunatic or unsound mind or convicted in a court of law of a major issue;
  - (c) if he ceases to be member of MGCC; or being a nominee of a Corporate Member, the latter ceases to be a member of MGCC or being a nominee of a Corporate Member, he ceases to be a nominee of the Corporate Member;
  - (d) if he absent himself from three consecutive Board of Directors' Meetings without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of such absence vacated his office;
  - (e) if by notice in writing given to MGCC he resigns his office;
  - (f) if he be removed from office by special resolution of the members.
- 64) The Board of Directors may act notwithstanding a vacancy in its number always provided a quorum as laid down in Article 61 present at the meeting.
- 65) The Board of Directors shall exercise and do all statutory matters as may be exercised or done by MGCC save such as are by these Articles or by any Ordinance in force required to be exercised or done by MGCC in General Meeting and no resolution passed by MGCC in a General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if such resolution had not been made.
- 66) The Board of Directors shall have power to make and from time to time alter or repeal all such by-laws and rules as they may deem necessary or expedient or convenient for the proper conduct and management of MGCC provided that no by-law shall be inconsistent with or in contravention of anything contained in the Memorandum or Articles of Association of MGCC and provided further that any by-laws may be set aside by a Special Resolution duly passed at a General Meeting of MGCC.
- 67) No member of the Board of Directors shall receive any remuneration for his services on the

Board of Directors.

### **Presidents**

- 68) The Board of Directors shall appoint at its first meeting a President and a Vice President hereinafter collectively referred to as Presidents from among its number. The office shall be held by one German and one Malaysian.
- 69) Election for the Presidents shall be by way of ballot of the Board of Directors present at the first Board of Directors meeting and shall be conducted under the supervision of the Chairman of the Meeting. The candidate receiving the highest number of votes shall be elected.
- 70) In the event of the same number of votes being cast for two or more candidates, the Board of Directors will conduct a second ballot between such candidates. If the second ballot fails, the election shall be conducted by draw.
- (a) The President shall perform such duties and exercise such powers as the Board of Directors may from time to time direct. Within these powers the President shall exercise general supervision over the affairs of MGCC.
  - (b) The President shall be an ex-officio member of all Board Committees.
  - (c) The Vice-President shall, in the absence of the President, exercise the powers and duties of the President, and shall otherwise perform such duties and exercise such powers as the Board of Directors may from time to time direct.
  - (d) The Treasurer appointed by the Board of Directors and acting for the Board of Directors shall in consensus with the Executive Director be responsible for directing the efficient management and custody of all assets and the financial operation of MGCC and all accounting procedures related thereto and shall in consensus with the Executive Director prepare and present to the Board of Directors a proposed budget for the following year.
- 71) The Treasurer in consensus with the Executive Director will render reports to the Board of Directors on the financial status of MGCC at such intervals as the Board of Directors may direct, but in any case not less than semi-annually.
- 72) The terms of the Presidents shall be two (2) years except for the founding President whose term shall be for one year only. After one year, the President and Vice-President shall change office. In the event that an incumbent President is unable to fulfil his term, a new President shall be elected after the vacancy in the Board has been filled by a new co-opted Board Member.

- 73) Retiring Board of Directors members and Presidents shall be eligible for re-election, but no President or Vice-President shall hold the same office consecutively for more than two terms.

### **Nominations**

- 74) Nominations for the election of Corporate Nominees and Individual Members to serve on the Board of Directors may be made by any Member and should:
- (a) be submitted in writing to the Secretary of MGCC by the proposer at least fourteen (14) clear days prior to the holding of the Annual General Meeting:
  - (b) be signed by the proposer and include a statement over the signature of the proposed candidate of his willingness to accept office if elected.
- 75) Any nomination which does not comply with the foregoing conditions is liable to be considered as invalid and to render the proposed candidate ineligible for election. Upon receipt of any such nomination aforesaid the Secretary shall cause such nomination or a copy thereof to be posted on the web-site of MGCC.

### **Meetings**

- 76) The provisions of Article 73 and Article 74 shall not apply in respect of the election of the first Board of Directors. The first Board of Directors shall hold office until the next Annual General Meeting of MGCC.
- 77) There shall be an Annual General Meeting of MGCC to be held upon a date and at a time to be fixed by the Board of Directors for the following purposes:
- (a) To receive a Directors' Report, Balance Sheet and Statement of Accounts for the preceding financial year;
  - (b) To elect members of the Board of Directors in the place of those retiring or to re-elect such retiring members or any of them (every second year only);
  - (c) To appoint auditors;
  - (d) Such other business as may appear in the notice convening the meeting or as may have been notified in writing by any member, delivered to the office of MGCC at least twenty-one (21) days prior to the date of the meeting, provided that the Board of Directors may decide that any item of business so notified by a member is not a proper matter for discussion at the meeting, and accordingly that item shall not form part of the business of that meeting. If the notice is signed by 10 or more members, the Board of Directors shall not be entitled to delete any item, and all

matters specified in such notice shall be business for discussion at the meeting.

- (e) All business other than that specified above conducted at the Annual General Meeting shall be deemed special and no resolution shall be submitted in respect of such special business unless the notice convening the meeting indicates the general nature of the special business to be considered provided however that the absence of notice of any special business shall not preclude the discussion at an Annual General Meeting of any matter, of which due notice be given to the Secretary at least two (2) weeks before the meeting, relating to the constitution and management of MGCC. If no such notice is given, the Board of Directors may exclude such matter from being discussed.
- 78) At all General Meetings the President of MGCC shall be entitled to take the chair of present or if he be absent, the Vice-President or if he be absent, the Board of Directors present shall elect one amongst their number to be Chairman.
- 79) At all General Meetings the only voting Members shall have a voting right in accordance with these Articles.
- 80) At every Annual General Meeting of MGCC at which membership of the Board of Directors shall be determined, each existing member of the Board of Directors who has not been appointed as pursuant to Article 44 shall be deemed to have retired, and immediately thereafter to have offered himself for re-election unless he has otherwise advised the Secretary prior to the holding of the said General Meeting. The retiring members of the Board of Directors shall be eligible for re-election at the same or any other General Meeting of MGCC.
- 81) The Board of Directors shall appoint a committee to be called a nominating and balloting committee of not less than three (3) voting members of MGCC. At least one member of the committee shall be a member of the Board of Directors. The committee shall designate one member as its Chairman.
- 82) The committee shall meet not later than thirty (30) days before the date of the Annual General Meeting to prepare nominations for the election of Board of Directors members and their alternates.
- 83) The Board of Directors shall report of casual vacancies during the year and the appointment of corporate nominees or individual members to fill these casual vacancies.
- 84) The committee shall prepare a report for the annual election, including a list of corporate nominees and individual members when a casual vacancy arises on the Board of Directors. The list shall be presented to the Board of Directors and circulated to the members of



MGCC at least seven (7) days prior to the Annual General Meeting for the purpose of the election of the Board of Directors.

- 85) All voting members of MGCC shall be entitled to make nominations for the office of members of the Board of Directors. Nominations must be in writing and submitted to MGCC at its office. Such nominations shall be read to the meeting after the presentation of the committee's report.
- 86) At all General Meetings 1/3 of the voting membership or 25 Voting Members whichever is lower shall constitute a quorum. Proxies are acceptable.
- 87) An instrument appointing a proxy must be left at the registered office or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.
- 88) The Board of Directors may also convene Extraordinary General Meetings of MGCC specifying in the notice convening the meeting the object or objects for which the Meeting is called and to which the discussions must be strictly confined.
- 89)
  - (a) The Board of Directors shall upon the written requisition of members representing not less than one-tenth of the total voting rights of all members having at that date a right to vote at the General Meeting either personally or in the case of Corporate Member by its Nominee, forthwith proceed duly to convene an Extraordinary General Meeting to be held as soon as practicable.
  - (b) Any such requisition shall state the proposed resolution(s) to be adopted by the meeting and shall be signed by the requisitioners and deposited at the registered office of MGCC.
  - (c) If the directors do not within twenty-one (21) days after the date of the deposit of the requisition proceed to convene a meeting, the requisitioners, or any of them representing more than one-half of the total voting rights, of all of them, may themselves, in the same manner as nearly as possible, convene a meeting, but any meeting so convened shall not be held after the expiration of three (3) months from that date.
- 90) All General Meetings shall be called either by circular, posted and addressed to the Members, or through the medium of one of the local papers, giving at least twenty-eight (28) clear days notice of the meeting. Accidental omission to give such notice to any of the

Members shall not invalidate any resolution passed at such meeting.

- 91) If within half an hour from the time appointed for any General Meeting, a quorum is not present, the meeting if convened upon the requisition of Voting Members pursuant to Article 86 hereof shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present the business may be transacted with such number of Voting Members as may be present but no amendments to the Memorandum and Articles of Association be adopted.
- 92) The Chairman of any General Meeting may, with the consent of the meeting, adjourn any meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 93) A resolution passed at a General Meeting of MGCC shall be binding to all Members.

#### **Management**

- 94) The Executive Director shall be in charge of the management of MGCC within the scope of the Memorandum and Articles of Association of MGCC as well as the Management Agreement between AGCIC and MGCC and in accordance with the decisions of the Board of Directors.
- 95) MGCC staff, including the professional employees sent on assignment by AGCIC, as well as other support staff are hired by the Executive Director, following consultation with the Board of Directors.
- 96) The Executive Director shall attend all Board and Committee meetings.
- 97) All employees of the MGCC shall perform their duties based on the principle of strict objectivity, impartiality, confidentiality and neutrality.
- 98) The Executive Director has the responsibility to draw the attention of the Board to any actions which are ultra vires to the Memorandum and Articles of Association of MGCC, or matters related to the budget as approved by AGCIC.
- 99) The Executive Director shall be a German citizen.

#### **Notices**

- 100) Except where these Articles expressly deal with the manner and method of giving notices to members, notices may be given by MGCC to any Member by personal delivery or by post, facsimiles or electronic mail to members at such Members' last known registered

addresses. Where a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing pre-paying and posting a letter containing the notice and where sent by post shall be deemed to have been duly served the day following the day of posting and where sent by facsimile or electronic mail deemed to have been duly served on the day of transmission provided the transmission was sent before 4.00 PM otherwise the next working day would be deemed the day of service.

- 101) Any Member who changes his place of residence or its registered office shall give due notice to the Secretary and shall furnish him with the new address and telecommunication numbers to which notices and other correspondence may be sent.

### **Seal**

- 102) The Secretary shall cause the Seal of MGCC to be kept in a safe place and shall affix the Seal, with the authority only of the Board of Directors, to all instruments required to be sealed, and all such instruments shall be signed by any two members of the Board of Directors.

### **Accounts**

- 103) The Management of MGCC shall receive all entrance fees, subscriptions, and all other dues from Members or other persons or corporations as well as all other moneys payable or due to MGCC, and the Treasurer's receipt or that of the Secretary shall be only sufficient discharge for such moneys and all moneys so received shall be paid into the bank account of MGCC.
- 104) The Executive Director in consensus with the Board of Directors shall cause true accounts to be kept of all moneys received and expended and of the assets, credits and liabilities of MGCC.
- 105) The accounts shall be made up to and closed on the 31st December of each year or on such other date as the Board of Directors shall decide from time to time. A balance sheet containing a summary of the assets and liabilities of MGCC shall be audited by the Auditors appointed at the last Annual General Meeting, and shall be signed by at least two (2) members of the Board of Directors with the auditors' report being attached to such balance sheet.
- 106) Not less than fourteen (14) clear days before each Annual General Meeting a copy of the balance sheet together with the auditors' report shall be posted or sent to every Voting Member.

**Audit**

- 107) The Auditor shall audit the accounts of MGCC and of all funds connected with or controlled by MGCC. The Auditor shall be appointed at each Annual General Meeting to hold office until the next Annual General Meeting.
- 108) Every account of MGCC when audited and approved by the Executive Director, shall be conclusive.

**General**

- 109) Any question of the interpretation of the provisions of the Memorandum and Articles of MGCC shall be left to the Board of Directors whose decision on any point shall be final.
- 110) All matters not specifically provided for in the Memorandum and Articles of MGCC shall be decided by the Board of Directors, in consensus with AGCIC.

**Winding up**

- 111) The provisions of Clause 8 of the Memorandum of MGCC relating to the winding up or dissolution of MGCC shall have effect and be observed as if the same were repeated in these Articles.



**Memorandum of  
Association  
of  
Malaysian-German  
Chamber of  
Commerce and  
Industry**

**The Companies Act 1965**  
**Company Limited by Guarantee**

**Memorandum of Association of Malaysian-German Chamber of Commerce and Industry (171131-U)**

1. The name of the Company is "MALAYSIAN-GERMAN CHAMBER OF COMMERCE AND INDUSTRY" (hereinafter called "MGCC").
2. The registered office of MGCC will be situated in Malaysia.
3. The objectives for which MGCC is established shall be:
  - (a) To promote and foster bilateral trade, services and investment between Malaysia and the Federal Republic of Germany.
  - (b) To maintain and improve the close trading, commercial and other links between the Federal Republic of Germany and Malaysia.
  - (c) To promote, foster, support, represent and protect the interests of the members of MGCC.
  - (d) To liaise and co-operate with the competent Malaysian authorities and to make representations as and when necessary.
  - (e) To co-operate with any Company, Institution, Society or Association having objects altogether or in part similar to MGCC and to procure from and communicate to any such association such information as may be likely to forward the objects of MGCC.
  - (f) To collect, obtain, publish and disseminate information relating to trade and all other matters connected therewith as may be of service to members, provided that such publication shall obtain the prior approval of the competent authority.
  - (g) To consider issues affecting Malaysian/German economic and commercial activities.
  - (h) To promote in Malaysia German trade fairs.
  - (i) To provide training and consultancy for professional training programmes, apprenticeship programmes as well as skill enhancement programmes in Malaysia.
  - (j) To offer consulting services to small and medium-sized enterprises as well as to non-members.
4. The income and property of MGCC, whencesoever derived, shall be applied solely towards the promotion of the objects of MGCC as set forth in its Memorandum of Association 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 persons who at any time are or have been members of MGCC 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 or remuneration to any officers or servants of MGCC or to any member thereof or other person

in return for any services actually rendered to MGCC or the payment of interest on money borrowed from any member of MGCC.

(a) MGCC is the official, bilateral German chamber of commerce in Malaysia, as recognised by the Association of German Chambers of Industry and Commerce (hereinafter called "AGCIC"). MGCC shall carry out its activities in close cooperation with the AGCIC, as well as with other relevant authorities of the two countries concerned. MGCC refrains from participation in any political activities. Furthermore, MGCC shall not be commercially active over and above its mandate.

(b) The financial resources of MGCC shall be:

- membership fees
- fees for services
- fees for other relevant programmes
- grants
- subsidies provided by the Federal Republic of Germany
- other subsidies

(c) In order to qualify for obtaining German government subsidies as partial contribution to the budget by AGCIC, MGCC has to present to AGCIC at the end of each foregoing year the next year's budget for approval. Adjustments to this budget must be presented to AGCIC for consideration not later than October 1st of the current year. Preparation of budget falls under the responsibilities of the Executive Director, in consensus with the Board of Directors.

(d) The Board of Directors and the General Manager are jointly responsible for the financial resources and expenditures of MGCC. As long as MGCC receives grants or subsidies for specific purposes as outlined by these Memorandum and Articles of Association, as well as the agreement with the AGCIC, the disbursement of those funds is only permissible for such specific purposes within the statutory framework of its mandate. Individual members have no rights or claims to the funds.

5. The liability of the Members is limited.
6. No addition or alteration or amendment shall be made to or in the Memorandum and Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister charged with the responsibilities for companies.
7. All liabilities of MGCC are secured only by its assets. Personal liabilities of individual members, or members of the Board of Directors, for any obligations, are excluded. Every Member of MGCC undertakes to contribute to the assets of MGCC in the event of the same

being wound up while he is a Member, or within one year afterwards, for payment of the debts and liabilities of MGCC 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 MGCC there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members of MGCC, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of MGCC to be determined by the members of MGCC, at or before the time of dissolution and in default thereof by a Judge of the High Court of Malaysia.
9. True accounts shall be kept of the sums of money received and expended by MGCC, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of MGCC, 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 MGCC for the time being in force, shall be open to the inspection of the Members. Once at least in every year the accounts of MGCC shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.
10. The provisions of the Third Schedule of the Companies Act, 1965 shall not apply to MGCC and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule.
11. The MGCC shall not acquire, purchase, sell, charge or dispose of any land without the consent in writing by the Minister charged with the responsibilities for companies.

Provided that MGCC 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 MGCC would make it a trade union within the meaning of the Trade Union Act for the time being in force.





**Malaysian-German Chamber  
of Commerce and Industry**  
Deutsch-Malaysische  
Industrie- und Handelskammer

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