

APPENDIX A

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF MALAYSIAN-GERMAN CHAMBER OF COMMERCE AND INDUSTRY (“the Chamber”)

1. The existing Memorandum of Association (“Memorandum”) of the Chamber is proposed to be amended as follows:

CLAUSE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Clause 2	Clause 2 The registered office of MGCC will be situated in Malaysia.	Clause 2 The registered office of MGCC will be situated in Malaysia. MGCC is the official, bilateral German chamber of commerce in Malaysia, as recognised by DIHK. MGCC shall carry out its activities in close cooperation with the DIHK, as well as with other relevant authorities of the two (2) countries concerned. MGCC shall not be commercially active over and above its mandate.
To insert new Clauses 4(a) to (c)	NIL	<p>Clauses 4 (a) to (c)</p> <p>The powers of the MGCC under the object clauses shall be limited to the powers set out below:-</p> <ul style="list-style-type: none"> (a) To purchase, take on lease or otherwise acquire for the purposes of MGCC 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 MGCC PROVIDED that MGCC shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with the responsibility for companies. (b) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instruments. (c) To borrow and raise money in such manner as the MGCC may think fit.

CLAUSE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Clause 4 and renumber as Clause 5	<p>Clause 4</p> <p>The income and property of MGCC, hencesoever 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.</p> <p>(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").</p> <p>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.</p> <p>(b) The financial resources of MGCC shall be:</p> <ul style="list-style-type: none"> • membership fees • fees for services • fees for other relevant programme • grants • subsidies provided by the Federal Republic of Germany • other subsidies <p>(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.</p> <p>(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.</p>	<p>Clause 5</p> <p>The profits, income and property of MGCC howsoever derived shall be applied solely towards the promotion of the objects MGCC as set forth in this 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 members of the MGCC. Provided that nothing herein shall prevent the payment, in good faith, of 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.</p> <p>(a) The financial resources of MGCC shall be:</p> <ul style="list-style-type: none"> • membership fees • fees for services • fees for other relevant programmes • grants • subsidies provided by the Federal Republic of Germany • other subsidies <p>(b) In order to qualify for obtaining German government subsidies as partial contribution to the budget by DIHK, MGCC has to present to DIHK at the end of each foregoing year the next year's budget for approval. Adjustments to this budget must be presented to DIHK for consideration per DIHK deadline. Preparation of budget falls under the responsibilities of the Executive Director, in consensus with the Board of Directors;</p> <p>(c) 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 the Constitution, as well as the agreement with the DIHK, the disbursement of those funds is only permissible for such specific purposes.</p>

CLAUSE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Clause 6 and renumber as Clause 7	<p>Clause 6</p> <p>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.</p>	<p>Clause 7</p> <p>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 and by DIHK.</p>
To amend Clause 7 and renumber as Clause 8	<p>Clause 7</p> <p>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 (1) 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 dollar.</p>	<p>Clause 8</p> <p>All liabilities of MGCC are secured only by its assets. Personal liabilities of Members, or 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 (1) 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 (100) Malaysian Ringgit.</p>
To amend Clause 8 and renumber as Clause 9	<p>Clause 8</p> <p>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.</p>	<p>Clause 9</p> <p>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 or organization, having objects similar to the objects of MGCC to be determined by the members of MGCC 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 the aforesaid provision, to some other Funds of similar organizations or some charitable object approved by the Director-General of Inland Revenue of Malaysia. Any repayment obligations on the basis of grant agreements concluded by MGCC have priority over other uses of MGCC's assets.</p>

CLAUSE NO.	EXISTING PROVISION	PROPOSED PROVISION
<p>To delete Clauses 10 & 11</p>	<p>Clause 10</p> <p>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.</p> <p>Clause 11</p> <p>The MGCC shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with the responsibility for companies.</p>	<p>Delete in its entirety.</p>
<p>To insert new Clauses 11 to 21</p>	<p>NIL</p>	<p>Clause 11</p> <p>A Director or Officer of MGCC may be or become a director or Officer of, or otherwise be interested in, any company, firm or entity promoted by MGCC or in which MGCC may be interested. No such Director or Officer shall be accountable to MGCC for any remuneration or other benefits received by him from such company, firm or entity unless MGCC otherwise directs.</p> <p>Clause 12</p> <p>A Director or Officer of MGCC shall not take up any position or acquire any interest, including but not limited to, as a shareholder or debenture holder/lender, nominee, trustee, adviser, director, employee, officer, consultant, legal counsel or any other position of interest in any company, firm or entity which is in competition with MGCC or which provides similar services or performs similar functions as MGCC ("Competitor"). However, any membership in another bilateral chamber and/or business association shall be excluded from the provisions in Clause 12 and Clause 18.</p> <p>Clause 13</p> <p>Any contract or arrangement entered into by or on behalf of MGCC in which any Director or Officer of MGCC is in any way interested shall be rendered voidable at the option of MGCC. Any Director or Officer entering into any contract or arrangement contrary to the aforementioned prohibition shall be liable to account to MGCC for any profit realised by him under any such contract or arrangement.</p>

CLAUSE NO.	EXISTING PROVISION	PROPOSED PROVISION
<p>Cont'd</p> <p>To insert new Clauses 11 to 21</p>	<p>NIL</p>	<p>Clause 14</p> <p>Any interest contrary to the foregoing prohibition must be disclosed by any such Director or Officer at the meeting of the Directors at which the contract or arrangement is determined at, if the interest then exists, or in any other case at the first meeting of the Directors after the execution of the contract or arrangement. The Board of Directors may approve such a contract or arrangement if they are in the interest of MGCC and any approval granted shall be recorded in the minutes of the Board of Directors.</p> <p>Clause 15</p> <p>Every Director shall comply with the provisions of Section 221 of the Companies Act 2016 ("the Act") in connection with the disclosure of his shareholding and interest in any contract or proposed contract with MGCC and in connection with the disclosure, every director shall state the fact and nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of MGCC.</p> <p>Clause 16</p> <p>A general notice may be given to the Board by any Director to the effect that he is an officer or member of any specified corporation or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that corporation or firm. Such notice shall be deemed a sufficient declaration of interest in regard to any contract so made if it accurately specifies the nature and extent of his interest in the specified corporation or firm at the time any contract is made. No such notice shall be of any effect unless either it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is notified to and thereafter brought up and read at the next meeting of the Directors after it is given.</p>

CLAUSE NO.	EXISTING PROVISION	PROPOSED PROVISION
<p>Cont'd</p> <p>To insert new Clauses 11 to 21</p>	<p>NIL</p>	<p>Clause 17</p> <p>A disclosure under Clause 14 and Clause 15 shall be recorded in the minutes of the Board of Directors and a Director shall not vote in respect of any contract or proposed contract or arrangement in which he is interested, directly or indirectly, and if he does so vote, his vote shall not be counted subject to Section 222(2) of the Act. Subject to Clause 16, he shall not be counted in the quorum present at any meeting, but neither of these prohibitions shall apply to:</p> <ul style="list-style-type: none"> (a) any arrangement for giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of MGCC; or (b) any contract or proposed contract which relates to any loan to MGCC or arrangement for the giving by MGCC of any security to a third party in respect of a debt or obligation of MGCC for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or (c) any contract or proposed contract or arrangement with any other corporation in which he is interested only as a holder of shares or securities or as creditor and such interest is not material; or (d) any contract or proposed contract which has been or will be made with or for the benefit of or on behalf of a corporation (as defined in the Act) which by virtue of Section 7 of the Act is deemed to be related to MGCC that he is a director of that corporation. <p>Clause 18</p> <p>If any Director takes up any position or acquires any interest in a Competitor, that Director shall resign immediately upon taking up such a position or acquiring such interest or within seven (7) days of receiving notice from MGCC that such Director should do so under this Clause. Should any Director be holding any such office or any such interest in a Competitor prior to the inclusion of this Clause in the Memorandum of Association, that Director shall retire at the next Annual General Meeting.</p>

CLAUSE NO.	EXISTING PROVISION	PROPOSED PROVISION
<p>Cont'd</p> <p>To insert new Clauses 11 to 21</p>	<p>NIL</p>	<p>Clause 19</p> <p>Any Director, Officer or Member of MGCC, in their dealings with MGCC or in any contract or arrangement entered into by or on behalf of MGCC, shall at all material times comply with all applicable laws and adequate procedures relating to anti-bribery and anti-corruption including but not limited to the Malaysian Anti-Corruption Commission Act of Malaysia. In the event of any breach of this clause, the Director shall resign in seven (7) days.</p> <p>Clause 20</p> <p>All Directors and Officers of MGCC shall be prohibited from participation in its tenders and shall be prohibited from seeking to influence the tender process or any other process in a manner inconsistent with the Memorandum of Association and/or finance/procurement policies of MGCC and/or the laws of Malaysia.</p> <p>Clause 21</p> <p>Subject to the provision of and so far as may be permitted by the Act, every member of the Board of Directors, auditor or other officer of the MGCC shall be entitled to be indemnified by MGCC against all costs, charges, losses, expenses and liabilities incurred 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 MGCC 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.</p>

2. The existing Articles of Association (“Articles”) of the Chamber are proposed to be amended as follows:

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
<p>To amend Article 1(e) to (r) and renumber as Article 1(e) to (v)</p>	<p>Article 1(e) to (r)</p> <p>In these Articles, unless there be something in the subject or context inconsistent therewith, the following words and expressions shall have the following meanings:</p> <p>(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;</p> <p>(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;</p> <p>(g) “Extraordinary General Meeting” means a General Meeting of the Member of MGCC specially summoned or convened under these Articles;</p> <p>(h) “Functions” includes but is not limited to meetings, social gatherings, discussions, lectures, seminars, workshops, film or slide shows, receptions, luncheons and dinners;</p> <p>(i) “General Meeting” means a general meeting of the Members of MGCC whether annual or extraordinary;</p> <p>(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;</p> <p>(k) “In Writing” means written, type-written or printed or partly written, partly type-written and partly printed;</p> <p>(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;</p> <p>(m) “Office” means the registered office of MGCC;</p> <p>(n) “Seal” means the Common Seal of MGCC;</p>	<p>Article 1(e) to (v)</p> <p>In these Articles, unless there be something in the subject or context inconsistent therewith, the following words and expressions shall have the following meanings:</p> <p>(e) “Director” means a member of MGCC’s Board of Directors elected by the Voting Members in the Annual General Meeting;</p> <p>(f) “Corporate Member” means a Member who is a corporation firm or business who has been elected to membership in accordance with the provisions of Clause 9 to Clause 11 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;</p> <p>(g) “Associate Member” means a Member who is a Malaysian or German non-profit organisation involved in commerce and industry or an individual or natural person who has been elected to membership in accordance hereof with Clause 13 and Clause 14;</p> <p>(h) “Honorary Member” means any person worthy of being invited by the Board of Directors in accordance with Clause 15 hereof;</p> <p>(i) “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. Each Corporate Nominee shall only be allowed to nominate one (1) representative as Corporate Nominee;</p> <p>(j) “Extraordinary General Meeting” means a General Meeting of the Member of MGCC specially summoned or convened under these Clauses;</p> <p>(k) “Functions” includes but is not limited to meetings, social gatherings, discussions, lectures, seminars, workshops, film or slide shows, receptions, luncheons and dinners;</p> <p>(l) “General Meeting” means a general meeting of the Members of MGCC whether annual or extraordinary;</p> <p>(m) “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;</p> <p>(n) “In Writing” means written, type-written or printed or partly written, partly type-written and partly printed;</p> <p>(o) “Member” means the subscriber of these Article, any corporation, firm, business, government or government body whether foreign or local, individual or natural person entered MGCC as a Member of whatever class in accordance with these Article and any amendment thereto;</p>

	<p>(o) "Secretary" means the Secretary of MGCC for the time being;</p> <p>(p) "Voting Member" means a Corporate Member or an Individual Member;</p> <p>(q) "Executive Director" means the Chief Executive Officer of MGCC for the time being;</p> <p>(r) "AGCIC" means the Association of German Chambers of Industry and Commerce.</p>	<p>(p) "Office" means the registered office of MGCC";</p> <p>(q) "Seal" means the Common Seal of MGCC;</p> <p>(r) "Secretary" means the Secretary of MGCC for the time being;</p> <p>(s) "Voting Member" means a Corporate Member;</p> <p>(t) "Executive Director" means the Chief Executive Officer of MGCC for the time being;</p> <p>(u) "Officer" means any licensed professional including but not limited to the company secretary of MGCC;</p> <p>(v) "DIHK" means the German Chamber of Commerce and Industry (German: Deutsche Industrie- und Handelskammer).</p> <p>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.</p>
To amend Article 3	<p>ADMISSION OF MEMBERS</p> <p>Article 3</p> <p>There will be no restriction on the number of membership.</p>	<p>ADMISSION OF MEMBERS</p> <p>Article 3</p> <p>There will be no restriction on the number of Members.</p>
To amend Article 4	<p>Article 4</p> <p>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. "Month" means calendar month.</p>	<p>Article 4</p> <p>Admission to MGCC shall be determined solely by the Board of Directors and in accordance with the relevant provisions hereinafter contained. Every application for membership in MGCC shall be submitted to MGCC at its office (business address) or online through MGCC's website in writing in such form and containing such information as the Board of Directors may from time to time require.</p>

ARTICLE NO.	<i>EXISTING PROVISION</i>	PROPOSED PROVISION
To amend Article 5	<p>Article 5</p> <p>Each application shall be countersigned by a proposer, a voting representative (corporate nominee) or an individual member of MGCC.</p>	<p>Article 5</p> <p>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.</p>
To delete Articles 6 to 10	<p>Article 6</p> <p>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</p> <p>Article 7</p> <p>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.</p> <p>Article 8</p> <p>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.</p> <p>Article 9</p> <p>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.</p> <p>Article 10</p> <p>A Member upon his admission shall be bound by the Memorandum and Articles of Association for the time being of MGCC</p>	Delete in its entirety.

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 11 and renumber as Article 6	<p>Article 11</p> <p>The Membership of MGCC shall comprise:</p> <p>(a) Corporate Members; or (b) Individual Members; or (c) Associate Members; and (d) Honorary Members.</p>	<p>Article 6</p> <p>The Membership of MGCC shall comprise:</p> <p>(a) Corporate Members; or (b) Associate Members; and (c) Honorary Members.</p>
To amend Article 12 and renumber as Article 7	<p>CORPORATE MEMBERS</p> <p>Article 12</p> <p>Any corporation, firm or business, that is:</p> <p>(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</p>	<p>CORPORATE MEMBERS</p> <p>Article 7</p> <p>Any corporation, firm or business, that is:</p> <p>(a) registered in the Federal Republic of Germany; or a representative of a corporation, firm or business registered in the Federal Republic of Germany; or (c) registered in Malaysia; (d) registered in any other country on the condition that said corporation, firm or business have business interests in the EU and/or Malaysia may apply for Corporate Membership.</p>
To amend Article 13 and renumber as Article 8	<p>Article 13</p> <p>A corporation, firm or business may obtain one Corporate Membership only.</p>	<p>Article 8</p> <p>A corporation, firm or business may obtain one (1) Corporate Membership only.</p>
To delete Articles 15 & 16	<p>Article 15</p> <p>In the event that a Corporate Member desires to change its representative, a new written nomination shall be submitted to MGCC.</p> <p>Article 16</p> <p>MGCC shall maintain a list of the names of each Corporate Member's representative (Corporate Nomine), indicating the name and mailing address of the voting representative</p>	<p>Delete in its entirety.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 17 and renumber as Article 10	<p>Article 17</p> <p>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.</p>	<p>Article 10</p> <p>Any Corporate Nominee may attend MGGC's functions and utilize its facilities according to MGCC's terms and conditions.</p> <p>The list of Emeritus Fellows, past and present, shall be published in the Institut website and updated if there are changes to the composition.</p>
To delete Article 18	<p>Article 18</p> <p>A Corporate Nominee may also be an Individual Member.</p>	Delete in its entirety
To amend Article 19 and renumber as Article 11	<p>Article 19</p> <p>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.</p>	<p>Article 11</p> <p>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. The voting right can be transferred by written power of attorney to another Corporate Member. No Member can exercise more than five (5) voting rights - including his own.</p>
To delete Article 20	<p>Article 20</p> <p>All regulations of MGCC shall apply to each Corporate Member and its Corporate Nominee.</p>	Delete in its entirety
To delete Article 22	<p>INDIVIDUAL MEMBERS</p> <p>Article 22</p> <p>All German passport holders or Malaysian citizens will upon their admission to MGCC be Individual Members.</p>	Delete in its entirety
To amend Article 23 and renumber as Article 13	<p>Article 23</p> <p>Associate Membership is open to all Malaysian and German non-profit organisations involved in commerce and industry.</p>	<p>Article 13</p> <p>Associate Membership is open to all Malaysian and German non-profit organisations involved in commerce and industry as well as German passport holders or Malaysian citizens.</p>
To delete Articles 26 to 28	<p>GUESTS</p> <p>Article 26</p> <p>Any person who is not a member may be introduced from time to time as a guest of a Member.</p>	Delete in its entirety

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
<p><i>Cont'd</i></p> <p>To delete Articles 26 to 28</p>	<p>Article 27</p> <p>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.</p> <p>Article 28</p> <p>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.</p>	<p>Delete in its entirety</p>
<p>To amend Article 29 and renumber as Article 16</p>	<p>Article 29</p> <p>Organizations providing free membership facilities to MGCC shall enjoy reciprocal benefits</p>	<p>Article 16</p> <p>Organizations providing free membership to MGCC shall enjoy reciprocal free membership.</p>
<p>To amend Article 30 and renumber as Article 17</p>	<p>Article 30</p> <p>(a) All entrance fees as well as pro-rata annual fees shall be payable on the day of admission to Membership.</p> <p>(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.</p> <p>(c) Subscriptions so paid are non-refundable for any reason.</p> <p>(e) 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.</p>	<p>Article 17</p> <p>With regard to entrance and subscription fees, the following provisions shall apply:</p> <p>(a) All entrance fees as well as pro-rata subscription fees shall be payable on the day of admission to Membership.</p> <p>(b) Thereafter, each yearly subscription fee shall be payable on January 1 of each year.</p> <p>(c) Subscription fees so paid are non-refundable for any reason.</p> <p>(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.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 31 and renumber as Article 18	<p>Article 31</p> <p>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.</p>	<p>Article 18</p> <p>If any fee due under the provisions of Article 17 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.</p> <p>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.</p>
To amend Article 32 and renumber as Article 19	<p>Article 32</p> <p>The Board of Directors may require a Corporate Member to withdraw its Corporate Nominee if:</p> <ul style="list-style-type: none"> (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. 	<p>Article 19</p> <p>The Board of Directors may require a Corporate Member to withdraw its Corporate Nominee if:</p> <ul style="list-style-type: none"> (a) such Corporate Nominee is guilty of any of the offences or matters provided for in Article 25 hereof; or (b) the conduct of such Corporate Nominee is subject to enquiry in the manner provided for in Article 26 hereof.
To delete Article 34	<p>Article 34</p> <p>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.</p>	Delete in its entirety

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To insert new Articles 21 & 22	NIL	<p>Article 21</p> <p>A Corporate or Associate Member not being a natural person, shall cease to be a Member of MGCC and its name shall be removed as Member of MGCC in any one of the following events:</p> <ul style="list-style-type: none"> (a) if he is convicted or indicted of criminal offences; (b) if being a corporate body it is dissolved or wound up; (c) or ceases to carry on activity for more than six (6) months; (d) if he shall be adjudged bankrupt or make any composition or arrangement with his creditors; or (e) is removed by ordinary resolution of the Board of Directors. <p>Article 22</p> <p>An Associate Member who is a natural person or Honorary Member shall cease to be a Member of MGCC and his name shall be removed as Member of MGCC in any of the following events:</p> <ul style="list-style-type: none"> (a) in the event of death; (b) if he becomes of unsound mind; (c) if he is convicted or indicted of criminal offences; (d) if he shall be adjudged bankrupt or make any composition or arrangement with his creditors; (e) is removed by ordinary resolution of the Board of Directors.
To amend Article 36 and renumber as Article 24	<p>Article 36</p> <p>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</p>	<p>Article 24</p> <p>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 25 and Article 26 thereof.</p>
To amend Article 37 and renumber as Article 25	<p>Article 37</p> <p>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.</p>	<p>Article 25</p> <p>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 a Member 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.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION																												
To amend Article 40 and renumber as Article 28	<p>Article 40</p> <p>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.</p>	<p>Article 28</p> <p>The President and/or the Vice-President unless delegated to other Directors and the Executive Director 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</p>																												
To delete Articles 41 & 42	<p>Article 41</p> <p>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.</p> <p>.</p> <p>Article 42</p> <p>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.</p>	Delete in its entirety																												
To amend Article 43 and renumber as Article 29	<p>Article 43</p> <p>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.</p>	<p>BOARD OF DIRECTORS</p> <p>Article 29</p> <p>The Board of Directors shall comprise of a minimum of ten (10) members and a maximum of sixteen (16) members who shall be senior management staff if nominated by Corporate Members.</p>																												
To amend Article 44 and renumber as Article 30	<p>Article 44</p> <p>The founding Board of Directors shall be:</p> <table border="0"> <tr> <td>Hans-Dieter Zeissner</td> <td>Cheah Leong Voon</td> </tr> <tr> <td>Claus Cramer</td> <td>Rudolf Paul Angermeir</td> </tr> <tr> <td>Heinz Poehlsen</td> <td>Ti Teow Yong</td> </tr> <tr> <td>Peter Huetz</td> <td>Ghazali B. Dato' Yusoff</td> </tr> <tr> <td>Kafka, Kay Hans Eberhard</td> <td>Dato Sulaiman B. Sujak</td> </tr> <tr> <td>Wulf Peter Vogel</td> <td>Datuk Muhammad Feisol Hassan</td> </tr> <tr> <td>Dato' Gurdial Singh Gill</td> <td></td> </tr> </table>	Hans-Dieter Zeissner	Cheah Leong Voon	Claus Cramer	Rudolf Paul Angermeir	Heinz Poehlsen	Ti Teow Yong	Peter Huetz	Ghazali B. Dato' Yusoff	Kafka, Kay Hans Eberhard	Dato Sulaiman B. Sujak	Wulf Peter Vogel	Datuk Muhammad Feisol Hassan	Dato' Gurdial Singh Gill		<p>Article 30</p> <p>The founding Board of Directors were:</p> <table border="0"> <tr> <td>Hans-Dieter Zeissner</td> <td>Cheah Leong Voon</td> </tr> <tr> <td>Claus Cramer Rudolf</td> <td>Paul Angermeir</td> </tr> <tr> <td>Heinz Poehlsen</td> <td>Ti Teow Yong</td> </tr> <tr> <td>Peter Huetz</td> <td>Ghazali B. Dato' Yusoff</td> </tr> <tr> <td>Kay Hans Eberhard Kafka</td> <td>Dato Sulaiman B. Sujak</td> </tr> <tr> <td>Wulf Peter Vogel</td> <td>Datuk Muhammad Feisol Hassan</td> </tr> <tr> <td>Dato' Gurdial Singh Gill</td> <td></td> </tr> </table>	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	
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	<p>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.</p> <p>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.</p>	<p>and they held office for a period of one (1) year only.</p>
To insert new Article 31	NIL	<p>Article 31</p> <p>The Directors elected and in office at the time of the Effective Date of these Articles, shall hold office for a term of two (2) years ("Term"). After the expiration of a Term, the Voting Members elect the Directors at the Annual General Meeting every two (2) years. Immediate re-election for a second Term shall only be allowed once. In the event that there are no available candidates at the end of the nomination period, a second re-election for a third Term shall be permissible. After the third Term, a cooling off period of one (1) Term shall be observed.</p>
To amend Article 45 and renumber as Article 32	<p>Article 45</p> <p>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.</p>	<p>Article 32</p> <p>Election of the Directors 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 Annual General Meeting</p>
To amend Article 46 and renumber as Article 33	<p>Article 46</p> <p>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.</p>	<p>Article 33</p> <p>The candidate or candidates receiving the highest number of votes shall be elected as Directors. In the event of the same number of votes being cast for two (2) 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.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 47 and renumber as Article 34	<p>Article 47</p> <p>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.</p>	<p>Article 34</p> <p>An Executive Director of MGCC proposed by DIHK shall be appointed by the Board of Directors. The Executive Director's term in office will be stipulated in his contract of employment. An early termination shall only be possible with the approval of DIHK and a resolution 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.</p>
To amend Article 48 and renumber as Article 35	<p>Article 48</p> <p>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.</p>	<p>Article 35</p> <p>The Board of Directors shall also appoint a Treasurer from amongst the 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.</p>
To amend Article 49 and renumber as Article 36	<p>Article 49</p> <p>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.</p>	<p>Article 36</p> <p>A director shall be deemed to be present at a meeting of the Board if he participates by telephone, video-conferencing or other electronic means and all Directors participating in the meeting are able to hear each other and recognise each other's voice, and for this purpose, participation constitutes prima facie proof of recognition. For the purposes of recording attendance, the chairman or Secretary shall mark on the attendance sheet that the Directors were present and participating by telephone, video-conferencing or other electronic means.</p>
To amend Article 50 and renumber as Article 37	<p>Article 50</p> <p>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.</p>	<p>Article 37</p> <p>Such meetings shall be convened by direction of the President or Vice-President or on the requisition of at least three (3) Directors; such requisition shall clearly specify the object or objects for which the meeting is to be convened.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 51 and renumber as Article 38	<p>Article 51</p> <p>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.</p>	<p>Article 38</p> <p>Except in urgent cases, ten (10) working days' notice in writing or email of every Meeting of the Board of Directors shall be given to the Directors.</p>
To amend Article 54 and renumber as Article 41	<p>Article 54</p> <p>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.</p>	<p>Article 41</p> <p>The Board of Directors shall cause accurate minutes of all Meetings to be prepared by the Executive Director or his representative 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.</p>
To amend Article 55 and renumber as Article 42	<p>Article 55</p> <p>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.</p>	<p>Article 42</p> <p>A resolution in writing, signed by the majority of the Directors of MGCC for the time being entitled to receive notice of a meeting of the Directors, 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 (1) or more directors.</p>
To amend Article 56 and renumber as Article 43	<p>Article 56</p> <p>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.</p>	<p>Article 43</p> <p>The President and/or the Vice-President unless delegated to other Directors and the Executive Director shall have power to make statements to the public such as interviews, written Clauses, or other information for and on behalf of MGCC and shall keep each other informed. The Board of Directors shall be informed of any critical, outstanding matters at the discretion of the President, Vice President or Executive Director.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 57 and renumber as Article 44	<p>Article 57</p> <p>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.</p>	<p>Article 44</p> <p>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 Directors present at the said meeting.</p>
To amend Article 59 and renumber as Article 46	<p>Article 59</p> <p>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.</p>	<p>Article 46</p> <p>The Board of Directors shall have power to appoint a Corporate Nominee to fill any casual vacancy on the Board of Directors until the next Annual General Meeting. Any Corporate Member shall retire at the next Annual General Meeting but shall be eligible for election as a Director at such Meeting in accordance with the provisions in Article 31.</p>
To amend Article 60 and renumber as Article 47	<p>Article 60</p> <p>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.</p>	<p>Article 47</p> <p>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.</p>
To amend Article 61 and renumber as Article 48	<p>Article 61</p> <p>At all meetings of the Board of Directors seven (7) Board members shall form a quorum.</p>	<p>Article 48</p> <p>At all meetings of the Board of Directors seven (7) Directors shall form a quorum.</p>
To amend Article 62(b) and renumber as Article 49 (b)	<p>Article 62 (b)</p> <p>Notwithstanding anything in these Articles to the contrary:</p> <p>(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.</p>	<p>Article 49 (b)</p> <p>Notwithstanding anything in these Articles to the contrary:</p> <p>(b) Subject as hereinafter provided, in the event of the number of the Board of Directors falling below ten (10), the continuing members shall have power to continue to act only for the purpose of filling any casual vacancy consistent with the requirements of Articles 29, 33 and 46 and of convening any General Meeting of MGCC.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 63(d) and renumber as Article 50(d)	<p>Article 63 (d)</p> <p>The office of the President, Vice-President and members of the Board of Directors shall be vacated:</p> <p>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;</p>	<p>Article 50 (d)</p> <p>The office of the President, Vice-President and Directors shall be vacated:</p> <p>(e) if he absents himself from three (3) 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;</p>
To amend Article 64 and renumber as Article 51	<p>Article 64</p> <p>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.</p>	<p>Article 51</p> <p>The Board of Directors may act notwithstanding a vacancy in its number always provided a quorum as laid down in Article 48 present at the meeting.</p>
To insert new Articles 52, 54 and 55	NIL	<p>Article 52</p> <p>The Board of Directors shall form a Finance Committee which will be governed by the following:</p> <p>(a) Finance Committee as a standing committee of MGCC of not less than three (3) Directors including the Treasurer. The Treasurer shall chair the committee meetings;</p> <p>(b) The Finance Committee shall monitor the efficient financial management and operation of MGCC and shall prepare and present recommendations to the Board of Directors including the budget proposals prepared in accordance with Article 60 (d).</p> <p>The Finance Committee shall hold meetings at regular intervals taking into account the times of the meetings of the Board of Directors.</p> <p>Article 54</p> <p>The Board of Directors may exercise all of the powers of the MGCC to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the MGCC.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
Cont'd To insert new Articles 52, 54 and 55	NIL	Article 55 The Board of Directors shall have power 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 the MGCC in the form of donations, grants, loans, mortgages, legacy, subscriptions or otherwise. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to the MGCC 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 by resolution determine.
To amend Article 67 and renumber as Article 57	Article 67 No member of the Board of Directors shall receive any remuneration for his services on the Board of Directors	Article 57 No member of the Board of Directors shall receive any remuneration for his services on the Board of Directors, except for the Executive Director.
To amend Article 68 and renumber as Article 58	PRESIDENTS Article 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.	PRESIDENTS Article 58 The Board of Directors shall elect 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 (1) German and/or one (1) Malaysian.
To amend Article 70(d) and renumber as Article 60(d)	Article 70(d) 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. (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.	Article 60(d) In the event of the same number of votes being cast for two (2) 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. (d) The Treasurer shall be elected by the Board of Directors from among its number for a two (2) year period. Re-election shall only be allowed once on the condition that there are available candidates among the Board of Directors. Acting for the Board of Directors, the Treasurer 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.

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 72 and renumber as Article 62	<p>Article 72</p> <p>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.</p>	<p>Article 62</p> <p>The Terms of the Presidents shall be two (2) years. After one (1) year, the President and Vice-President shall change office. Immediate re-election shall only be allowed once.</p>
To amend Article 73 and renumber as Article 63	<p>Article 73</p> <p>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.</p>	<p>Article 63</p> <p>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.</p>
To amend Article 74(a) and renumber as Article 64(a)	<p>Article 74(a)</p> <p>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:</p> <p>(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;</p>	<p>Article 64(a)</p> <p>Nominations for the election of Corporate Nominees to serve on the Board of Directors may be made by any Member and should:</p> <p>(a) be submitted in writing to the Secretary of MGCC by the proposer at least fourteen (14) working days prior to the holding of the Annual General Meeting;</p>
To amend Article 76 and renumber as Article 66	<p>Article 76</p> <p>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.</p>	<p>Article 66</p> <p>The first Board of Directors shall hold office until the next Annual General Meeting of MGCC and the provisions of Articles 58 and 59 were not applied to it.</p>
To amend Article 77(a), (b) & (c) and renumber as Article 67(a), (b) & (c)	<p>Article 77 (a), (b) & (c)</p> <p>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:</p> <p>(a) To receive a Directors' Report, Balance Sheet and Statement of Accounts for the preceding financial year;</p> <p>(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);</p> <p>(c) To appoint auditors;</p>	<p>Article 67 (a), (b) & (c)</p> <p>There shall be an Annual General Meeting of MGCC to be held upon a date and at time to be fixed by the Board of Directors, but at the latest until the expiration of six (6) months since the end of a financial year, for the following purposes:</p> <p>(a) To receive a Directors' Report, Balance Sheet and Statement of Accounts for the preceding financial year;</p> <p>(b) To elect Directors in the place of those retiring or to re-elect such retiring Members or any of them every second year in accordance with Articles 31 and 70 (with the exception of the Executive Director);</p> <p>(c) To appoint auditors who cannot be Directors;</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 80 and renumber as Article 70	<p>Article 80</p> <p>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.</p>	<p>Article 70</p> <p>At the Annual General Meeting of MGCC at which membership of the Board of Directors shall be determined every two (2) years, each existing Director shall be deemed to have retired, and may offer himself for election unless he has otherwise advised the Secretary prior to the holding of the Annual General Meeting.</p>
To amend Article 81 and renumber as Article 71	<p>Article 81</p> <p>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.</p>	<p>Article 71</p> <p>The Board of Directors shall appoint a committee to be called a balloting committee of not less than three (3) Voting Members of MGCC which shall be in charge of the balloting process during the Annual General Meeting and collect the nominations submitted to MGCC by the Voting Members. At least one (1) member of the committee shall be a member of the Board of Directors. The committee shall designate one (1) member as its Chairman.</p>
To delete Articles 82 to 84	<p>Article 82</p> <p>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.</p> <p>Article 83</p> <p>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.</p> <p>Article 84</p> <p>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.</p>	Delete in its entirety.

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 85 and renumber as Article 72	<p>Article 85</p> <p>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.</p>	<p>Article 72</p> <p>All Voting Members of MGCC shall be entitled to make nominations from among the ordinary Voting Members. Nominations must be in writing and submitted to MGCC at its office. Such nominations should be sent to the Members along with the invitation to the Annual General Meeting.</p>
To amend Article 86 and renumber as Article 73	<p>Article 86</p> <p>At all General Meetings 1/3 of the voting membership or 25 Voting Members whichever is lower shall constitute a quorum. Proxies are acceptable.</p>	<p>Article 73</p> <p>At all General Meetings one-third (1/3) of the voting membership or twenty-five (25) Voting Members whichever is lower shall constitute a quorum. Proxies are acceptable. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business until the conclusion of the meeting.</p>
To amend Article 88 and renumber as Article 75	<p>Article 88</p> <p>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</p>	<p>Article 75</p> <p>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.</p> <p>(a) The Board of Directors shall upon the written requisition of members representing not less than one-tenth (1/10) 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.</p> <p>(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.</p> <p>(c) If the directors do not within fourteen (14) 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.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To delete Article 89	<p>Article 89</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>	Delete in its entirety.
To amend Article 90 and renumber as Article 76	<p>Article 90</p> <p>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.</p>	<p>Article 76</p> <p>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) working 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.</p>
To amend Article 91 and renumber as Article 77	<p>Article 91</p> <p>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.the General Council.</p>	<p>Article 77</p> <p>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 75 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 adopted.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To insert new Articles 79 to 82	NIL	<p>Article 79</p> <p>The President, in agreement with the Executive Director of the Board, may decide to allow Members to participate in the meeting by electronic communication without being present at the place of the meeting. Members who make use of this option shall be deemed to be present. They may also decide that the meeting shall be held exclusively by electronic communication. An item on the agenda shall be discussed in a face-to-face meeting if a request to that effect is made before a decision is taken and is supported by at least one fifth of the Members.</p> <p>Article 80</p> <p>The invitation to a meeting must contain information on technical access and authentication, and the access data must be made available in good time before the meeting. The data on access and authentication for electronic communication must be stored securely and used exclusively for authorized participation in the meeting.</p> <p>Article 81</p> <p>It must be technically ensured at the meeting that the persons with membership rights who are present by means of electronic communication can exercise their membership rights during the meeting in accordance with the constitution (right to speak, to make applications and to vote). The validity of resolutions and elections of the General Meeting shall not be affected by the fact that, due to a technical malfunction, the representation of Associate Members by means of electronic communication is impaired in their participation or in the exercise of their membership rights, unless the quorum is thereby not maintained. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business until the conclusion of the meeting.</p> <p>Article 82</p> <p>Resolutions, including elections, shall be passed at the meeting with the aid of electronic voting systems. Electronic voting is permissible if the system used corresponds to the state of the art and also guarantees secret elections and votes. A vote must be conducted by secret ballot if one third of the members present request this.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 94 and renumber as Article 84	<p>MANAGEMENT</p> <p>Article 94</p> <p>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.</p>	<p>EXECUTIVE DIRECTOR</p> <p>Article 84</p> <p>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 DIHK and MGCC and in accordance with the decisions of the Board of Directors.</p>
To amend Article 95 and renumber as Article 85	<p>Article 95</p> <p>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.</p>	<p>Article 85</p> <p>MGCC staff, including the professional employees sent on assignment by DIHK, as well as other support staff are hired by the Executive Director, following consultation with the Board of Directors.</p>
To delete Article 97	<p>Article 97</p> <p>All employees of the MGCC shall perform their duties based on the principle of strict objectivity, impartiality, confidentiality and neutrality.</p>	Delete in its entirety
To amend Article 98 and renumber as Article 87	<p>Article 98</p> <p>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.</p>	<p>Article 87</p> <p>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 DIHK. The Executive Director shall be proficient in the German language.</p>
To delete Article 99	<p>Article 99</p> <p>The Executive Director shall be a German citizen.</p>	Delete in its entirety

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 102 and renumber as Article 90	<p>Article 102</p> <p>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</p>	<p>Article 90</p> <p>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 (2) Directors</p>
To amend Article 103 and renumber as Article 91	<p>Article 103</p> <p>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.</p>	<p>Article 91</p> <p>MGCC operates according to an annual budget, whereby it is obligated to maintain accounts on commercial principles in accordance with all applicable laws.</p>
To delete Article 104	<p>Article 104</p> <p>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.</p>	Delete in its entirety
To amend Article 105 and renumber as Article 92	<p>Article 105</p> <p>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.</p>	<p>Article 92</p> <p>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) Directors with the auditors' report being attached to such balance sheet.</p>

ARTICLE NO.	EXISTING PROVISION	PROPOSED PROVISION
To amend Article 106 and renumber as Article 93	<p>Article 106</p> <p>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.</p>	<p>Article 93</p> <p>Not less than twenty-one (21) working 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.</p>
To amend Article 110 and renumber as Article 97	<p>GENERAL</p> <p>Article 110</p> <p>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.</p>	<p>CHANGE OF MEMORANDUM AND ARTICLES OF ASSOCIATION & MISCELLANEOUS</p> <p>Article 97</p> <p>All matters not specifically provided for in the Memorandum and Articles of Association of MGCC shall be decided by the Board of Directors, in consensus with DIHK.</p>
To insert new Article 98	NIL	<p>Article 98</p> <p>At the suggestion of the Board of Directors or upon written request of at least one-third (1/3) of the full Members, the Memorandum and Articles of Association may be amended by an ordinary or extraordinary General Meeting. Proposed special resolutions for amendments to the Memorandum and Articles of Association are to be announced in the agenda. A special resolution modifying the Memorandum and Articles of Association requires a majority of two-third (2/3) of the Voting Members present and represented. Changes to the Memorandum and Articles of Association require the prior approval of DIHK.</p>