
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

MALAYSIAN-GERMAN CHAMBER OF
COMMERCE AND INDUSTRY
REGISTRATION NO. 198801003774 (171131-U)

INCORPORATED ON THE 14TH DAY OF JUNE, 1998

Company Limited by Guarantee

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

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. 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.
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 German trade fairs in Malaysia;
 - (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 powers of the MGCC under the object clauses shall be limited to the powers set out below:-
 - (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 the MGCC provided that 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;
 - (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.

5. 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 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. The financial resources of MGCC shall be:
 - i. membership fees
 - ii. fees for services
 - iii. fees for other relevant programmes
 - iv. grants
 - v. subsidies provided by the Federal Republic of Germany
 - vi. other subsidies
 - 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;
 - 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 Memorandum and Articles of Association, as well as the agreement with the DIHK, the disbursement of those funds is only permissible for such specific purposes.
6. The liability of the Members is limited.
7. 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.
8. 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.
9. 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.

10. 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.

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. Union Act for the time being in force.

11. 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.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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:

- 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.
18. 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 that Director shall retire at the next Annual General Meeting.
19. 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.
20. 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 and/or finance/procurement policies of MGCC and/or the laws of Malaysia.
21. 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.

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) "Director" means a member of MGCC's Board of Directors elected by the Voting Members in the Annual General Meeting or co-opted by the Board of Directors;
 - (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 Article 9 to Article 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;
 - (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 Article 13 and Article 14;
 - (h) "Honorary Member" means any person worthy of being invited by the Board of Directors in accordance with Article 15 hereof;
 - (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;
 - (j) "Extraordinary General Meeting" means a General Meeting of the Member of MGCC specially summoned or convened under these Clauses;
 - (k) "Functions" includes but is not limited to meetings, social gatherings, discussions, lectures, seminars, workshops, film or slide shows, receptions, luncheons and dinners;
 - (l) "General Meeting" means a general meeting of the Members of MGCC whether annual or extraordinary;
 - (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;
 - (n) "In Writing" means written, type-written or printed or partly written, partly type-written and partly printed;
 - (o) "Member" means the subscriber of the Memorandum and Articles of Association, 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 Articles and any amendment thereto;
 - (p) "Office" means the registered office of MGCC;

- (q) "Seal" means the Common Seal of MGCC;
 - (r) "Secretary" means the Secretary of MGCC for the time being;
 - (s) "Special Resolution" means a resolution of which a notice of not less than twenty-one days has been given and passed by a majority of not less than seventy-five per centum of such Voting Members who are entitled to vote;
 - (t) "Voting Member" means a Corporate Member;
 - (u) "Executive Director" means the Chief Executive Officer of MGCC for the time being;
 - (v) "Officer" means any licensed professional including but not limited to the company secretary of MGCC;
 - (w) "DIHK" means the German Chamber of Commerce and Industry (German: Deutsche Industrie- und Handelskammer).
- 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 Members.
- 4) 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.
- 5) 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.

Membership

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

Corporate Members

- 7) 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;
 - (c) registered in Malaysia; or
 - (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.
- 8) A corporation, firm or business may obtain one (1) Corporate Membership only.
- 9) 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.
- 10) Any Corporate Nominee may attend MGCC's functions and utilize its facilities according to MGCC's terms and conditions.

- 11) 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.
- 12) 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.

Associate Members

- 13) 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.
- 14) 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 Members

15) 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.

Entrance and Subscription Fees

- 16) Organizations providing free membership to MGCC shall enjoy reciprocal free membership.
- 17) With regard to entrance and subscription fees, the following provisions shall apply:
 - (a) All entrance fees as well as pro-rata subscription 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;
 - (c) Subscription fees 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

- 18) 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.

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.

- 19) 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 25 hereof; or
 - (b) the conduct of such Corporate Nominee is subject to enquiry in the manner provided for in Article 26 hereof.

General Provisions with regard to Membership

- 20) Any Member may resign his Membership by giving three (3) months' notice in writing to MGCC.
- 21) 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:
- (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.
- 22) 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:
- (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) if he is removed by ordinary resolution of the Board of Directors.
- 23) 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.
- 24) 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
- 25) 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.
- 26) If any Member persistently violates any of the provisions of these Article 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.

- 27) 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 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.
- 28) 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.

Board of Directors

- 29) 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.

- 30) The founding Board of Directors were:

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	

and they held office for a period of one (1) year only.

- 31) 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.
- 32) 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 balloting committee.
- 33) 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.
- 34) 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.
- 35) 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.

- 36) 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.
- 37) 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.
- 38) 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.
- 39) 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.
- 40) 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.
- 41) 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.
- 42) 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.
- 43) 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.
- 44) 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.
- 45) Voting at meetings of the Board of Directors shall be by simple majority of those present. The Chairman of a meeting of the Board of Directors shall have a casting vote.
- 46) 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 so appointed 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.
- 47) 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.
- 48) At all meetings of the Board of Directors seven (7) Directors shall form a quorum
- 49) 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 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.

(c) Any member of the Board of Directors who has resigned shall be eligible for re-election.

50) The office of the President, Vice-President and 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 the Corporate Member ceases to be a member of MGCC, the nominee of the Corporate Member shall relinquish his position;

(d) if being a nominee of a Corporate Member, he ceases to be a nominee of the Corporate Member;

(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;

(f) if by notice in writing given to MGCC he resigns his office;

(g) if he be removed from office by special resolution of the members.

51) 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.

52) The Board of Directors shall form a Finance Committee which will be governed by the following:

(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;

(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);

The Finance Committee shall hold meetings at regular intervals taking into account the times of the meetings of the Board of Directors.

53) 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.

54) 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.

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.

56) 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.

57) No member of the Board of Directors shall receive any remuneration for his services on the Board of Directors.

Presidents

- 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.
- 59) 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.
- 60) 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.
- (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 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.
- 61) 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
- 62) 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.
- 63) In the event that an incumbent President is unable to fulfil his term, a new President shall be elected amongst the Board Members.

Nominations

- 64) Nominations for the election of Corporate Nominees 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) working 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.
- 65) 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 website of MGCC.

General Meetings

- 66) The first Board of Directors shall hold office until the next Annual General Meeting of MGCC and the provisions of Articles 59 and 60 were not applied to it.

- 67) 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, but at the latest until the expiration of six (6) months since the end of a financial year, for the following purposes:
- (a) To receive a Directors' Report, Balance Sheet and Statement of Accounts for the preceding financial year;
 - (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);
 - (c) To appoint auditors who cannot be Directors;
 - (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 ten (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.
- 68) 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.
- 69) At all General Meetings only Voting Members shall have a voting right in accordance with these Articles
- 70) 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.
- 71) 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.
- 72) 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.
- 73) 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.
- 74) 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.

- 75) 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.
- (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.
 - (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 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.
- 76) 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.
- 77) 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 be adopted
- 78) 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.
- 79) 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.
- 80) 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.
- 81) 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.
- 82) 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.
- 83) A resolution passed at a General Meeting of MGCC shall be binding to all Members.

Executive Director

- 84) 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.
- 85) 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.
- 86) The Executive Director shall attend all Board and Committee meetings.
- 87) 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.

Notices

- 88) 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.
- 89) 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

- 90) 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.

Accounts

- 91) MGCC operates according to an annual budget, whereby it is obligated to maintain accounts on commercial principles in accordance with all applicable laws.
- 92) 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.
- 93) 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.

Audit

- 94) 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.
- 95) Every account of MGCC when audited and approved by the Executive Director, shall be conclusive.

Change to Memorandum and Articles of Association & Miscellaneous

- 96) 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.
- 97) All matters not specifically provided for in the Memorandum and Articles of MGCC shall be decided by the Board of Directors, in consensus with DIHK.
- 98) 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.

Winding up

- 99) The provisions of Clause 9 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.

LODGER INFORMATION

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