

THE COMPANIES ACT, 2016

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**CONSTITUTION
OF
ASIAN INSTITUTE OF CHARTERED BANKERS**

Incorporated on the 7th day of November 1977

BORANG 8

AKTA SYARIKAT, 1965

[Seksyen 16 (4)]

No. Syarikat

4164/77

(Tempatan 35880)

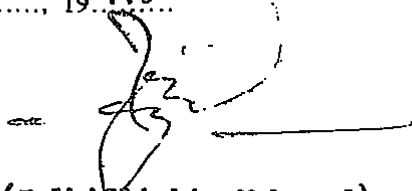
PERAKUAN PERBADANAN SYARIKAT AWAM

Ini adalah memperakui bahawa INSITITIUT BANK-BANK MALAYSIA

adalah diperbadankan di bawah Akta Syarikat, 1965, pada dan mulai dari 7
haribulan November, 19 77, dan bahawa syarikat itu
ialah * sebuah syarikat berhad menurut jaminan.

Dibuat di bawah tandatangan dan meteri saya, di Kuala Lumpur

pada 7 haribulan November, 19 77.


(Zulkipli bin Mahmood)
Pendaftar Syarikat, Malaysia

* Masukkan samada syarikat itu—

- (a) sebuah syarikat berhad menurut syer;
- (b) sebuah syarikat berhad menurut jaminan;
- (c) sebuah syarikat berhad menurut syer dan jaminan;
- (d) sebuah syarikat tidak berhad.



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

BORANG 13
AKTA SYARIKAT 1965
[Seksyen 23 (2)]

No. Syarikat

35880	P
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

INSTITIUT BANK-BANK MALAYSIA

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
07 haribulan November 1977, sebagai sebuah syarikat
Awam, pada 18 haribulan Ogos 2003
telah menukar namanya kepada

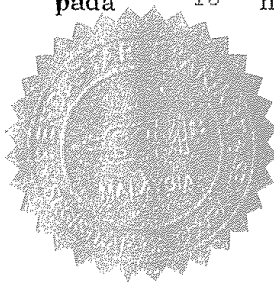
INSTITUT BANK-BANK MALAYSIA

dan bahawa syarikat ini adalah sebuah syarikat Awam

dan adalah sebuah syarikat berhad menurut Jaminan

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur

pada 18 haribulan Ogos 2003




PUTEH BT MAHMOOD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 13
AKTA SYARIKAT 1965

[Seksyen 23(2)]

No. Syarikat

35880

P

**PERAKUAN PEMERBADANAN ATAS PERTUKARAN
NAMA SYARIKAT**

Dengan ini diperakui bahawa

INSTITUT BANK-BANK MALAYSIA

yang telah diperbadankan di bawah Akta Syarikat 1965, pada
07 haribulan November 1977, sebagai sebuah syarikat awam,
pada 16 haribulan Jun 2014 telah menukar namanya kepada

ASIAN INSTITUTE OF CHARTERED BANKERS

dan bahawa syarikat ini adalah sebuah syarikat awam
dan adalah sebuah syarikat jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 16 haribulan Jun 2014.



UserID: ahafisah

Date: 16/6/2014 9:11:17 AM

NOORLIDA HANIM BINTI AHMAD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA

COMPANIES ACT, 2016

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION OF

ASIAN INSTITUTE OF CHARTERED BANKERS

- A1. The name of the Company is “Asian Institute of Chartered Bankers” (hereinafter referred to as “the Institute”).
- A2. The registered office of the Institute will be situated in Malaysia.
- A3. The objects for which the Institute is established are:
- (a) To promote, encourage and advance knowledge and best practices in banking and financial services in all their aspects, whether conventional or Islamic and any other products or activities as may from time to time be undertaken by the banks and financial institutions.
 - (b) To position itself as the professional body for persons engaged in the banking and financial services industry, to promote the highest standards of competence, practice and conduct among persons engaged in the banking and financial services industry, and to assist in the professional development of its Members, whether by means of examination, awards, certification or otherwise.
 - (c) To carry out all such activities and functions, and to provide all such services and to do all such things and acts and enter into any transactions or arrangements as are or may be incidental or conducive to the attainment of the objects of the Institute or any of them.
- A4. In furtherance of the objects set out in Clause A3 above, the Institute shall have the following powers:
- (a) To establish standards of education and experience appropriate for persons engaged in the practice of banking and financial services and to hold examinations and tests of knowledge and experience in these areas.
 - (b) To prescribe a code of professional conduct for persons engaged in the practice of banking and financial services and to maintain the observance of such standards by all its Members.
 - (c) To operate a scheme for regulating the professional conduct and discipline of Members of the Institute and of other persons who agree to be subject to such scheme and in conjunction or co-operation with one or more other professional bodies, to establish and participate in any joint disciplinary scheme(s) (however constituted) for the investigation and discipline of any members (including Members) of any of the participating bodies and of other persons who agree to be subject to such scheme(s).

- (d) To organise, finance and maintain schemes for the granting of certificates and other awards (with or without prior examinations) to Members of the Institute, members of other professional bodies or other persons and to provide for the use of designatory letters by persons granted such certificates and awards as the Institute shall think proper.
- (e) To organise and conduct courses, seminars, conferences and workshops, relating to banking, finance, and other financial services and the management of banks and financial institutions and any other activities as may from time to time be undertaken by the banks and financial institutions.
- (f) To make grants or other contributions to universities, or other educational establishments or to any society, association or institution having objects similar to those of the Institute, and to provide finance and make grants for courses, classes, lectures or other tuition and to provide scholarships, bursaries and prizes with a view to encouraging the study of such subjects or promoting or furthering the education and training of prospective Members of the Institute.
- (g) To establish and administer or to participate in the establishment and administration of any organisation, whether incorporated or not, having as its principal object or one of its principal objects the advancement of knowledge and education in banking and financial services.
- (h) To undertake research in the fields of banking and other financial services including but not limited to conventional banking, Islamic banking, insurance, takaful, securities and other products and activities undertaken by the banks and financial institutions from time to time.
- (i) To collect, publish and distribute results of researches and studies and such other information related to the objects of the Institute.
- (j) To provide facilities as may be deemed necessary to the objects of the Institute, including the establishment and operation of a training and education centre, banking reference library and headquarters office, training sub-centres, local centres and branch offices.
- (k) To provide advisory and technical services pertaining to the training of personnel in banks and financial institutions.
- (l) To affiliate, as the Institute thinks fit, with any body or organisation whether in Malaysia or abroad whose interests and/or objects are similar, related or complementary to those of the Institute.
- (m) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute in the form of donations, annual subscriptions or otherwise.
- (n) To accept gifts or bequests from any person, body or organisation and to utilise such gifts or bequests in connection with and to further the objects of the Institute.
- (o) To purchase, take on lease or otherwise acquire for the purposes of the Institute and to hold any estates, lands, buildings, easements or other interests in immovable property,

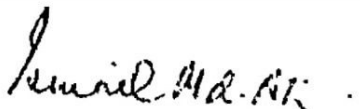
and any movable property or interests in movable property; to construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Institute; and to sell and let on lease or otherwise dispose of or grant rights on any movable or immovable property belonging to the Institute, PROVIDED that the Institute shall not acquire or hold any land without the licence of the Minister.

- (p) To sell or let on lease or hire the whole or any part of the real or personal, movable or immovable property of the Institute.
- (q) To invest in Malaysia and elsewhere any monies of the Institute, not immediately required for any of its objects, in such manner as may from time to time be determined, provided that the Institute shall not invest in or incorporate any subsidiary company.
- (r) To borrow and raise money for the purposes of the Institute and to secure the repayment thereof in such manner as the Institute may think fit and in particular to mortgage or charge the undertaking and all or any of the Institute's property (both present and future) and to purchase, redeem or pay off any of such securities, PROVIDED that the Institute shall not charge or mortgage any land without the consent of the Minister.
- (s) To appoint and remunerate agents, persons and representatives both in Malaysia and overseas and to retain their services for such duration as may be considered necessary for the purposes of the Institute.
- (t) To work in close cooperation with the authorities in Malaysia and to enter into arrangements with the Governments, State or Federal or any authorities and to obtain from any such Governments or authorities any rights, concessions and privileges that may seem conducive to the Institute's objects or any of them.
- (u) To engage and appoint such officers or servants of the Institute or such other persons to perform such duties or services for the administration and management of the Institute and to remove or suspend the same, and to pay their expenses and such remuneration and provide or subscribe to pensions or other funds and to make such provision, arrangements or schemes for the benefit of officers or servants of the Institute or otherwise and to assist such officers, servants, their widows, children or other dependants as the Council may from time to time think proper.
- (v) To pay all costs, charges and expenses incurred or sustained in, or about the promotion and establishment of the Institute and to remunerate any person or persons for the services rendered in the promotion and establishment of the Institute.
- (w) To make bye-laws and regulations for the better execution of the provisions of the Constitution of the Institute, the furtherance of the objects of the Institute or otherwise for regulating the affairs of the Institute.
- (x) To do all such other lawful things as are incidental or conducive to the attainment of the above objects, or any of them.
- (y) To purchase, subscribe for, underwrite, invest in, take or otherwise acquire and hold any shares, stocks, options, in or of any company or corporation local or otherwise, provided that the Institute shall not invest in or incorporate a subsidiary company.

- A5. The income and property of the Institute whencesoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever, by way of profit to the Members of the Institute. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer, agent or servant of the Institute or to any Member of the Institute in return for any services actually rendered to the Institute nor prevent the payment of interest at a rate to be determined by the Institute on money lent or reasonable and proper rent for premises demised or let by any Member to the Institute, but so that no Member of the Council or governing body of the Institute shall be appointed to any salaried office of the Institute or any office of the Institute paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any Member of such Council, Committee or governing body except in repayment of out-of-pocket expenses, travelling and subsistence allowances and interest at the rate determined by the Council on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that the provision as aforesaid shall not apply to any payment to any company of which a Member of the Council may be a member and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.
- A6. No alteration or amendment shall be made to the Constitution for the time being in force, unless the same shall have been passed by special resolution at a general meeting and approved by the Minister.
- A7. The liability of the Members is limited.
- A8. Every Member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a Member, and of the cost, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding Ringgit Malaysia One Hundred (RM100/-) or its equivalent in other currencies.
- A9. If upon winding up or dissolution of the Institute there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute but shall be given or transferred to some other institutions having objects similar to the objects of the Institute to be determined by Members of the Institute at or before the time of dissolution and in default thereof by a Judge of the High Court of Malaysia.
- A10. Proper accounts shall be kept of monies received and expended by the Institute, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute, and once at least in every year the accounts of the Institute shall be audited in such manner as may be required by the Act and the Constitution by one or more approved Company Auditor or Auditors.

We, the several persons whose names, addresses and descriptions are hereunto subscribed are desirous of being formed into a Company limited by guarantee in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



TAN SRI ISMAIL BIN MOHAMED ALI,
PMN, PNBS, SPMS
(I.C. No.1475938)
No.23 Jalan Natesa, Kuala Lumpur

Central Banker



TUN SIR HENRY H.S. LEE, SMN, KBE, JP
(I.C.No.0000017)
No.22 Jalan Langgak Golf, Kuala Lumpur

Banker

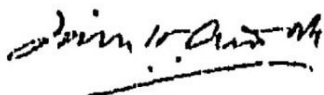


Y.A.M. TENGKU IBRAHIM IBNI ALMARHUM
SULTAN SIR ABU BAKAR, SIMP, SPMP
(I.C. No.4792589)
No.9 Jalan Madge, Kuala Lumpur

Banker




Y B. SENATOR KAMARUL ARIFFIN BIN MOHD.
YASSIN
(I.C. No.4070246)
No.16 Salokoh Tunku, Kuala Lumpur



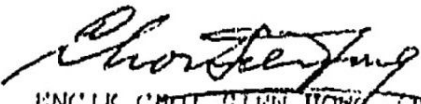
TAN SRI TAIB BIN HAJI ANDAK, PMN, SMI,
SPMI
(I.C. No.4144201)
No.2 Lorong Sekor, Kuala Lumpur

Banker

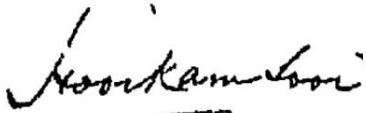
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS


TUNKU DATO SHAHRIMAN BIN TUNKU SULAIMAN,
DIMP, ASDK, PJK
(I.C. No. LB62665)
No. 49 Pahlaran Duta, Kuala Lumpur

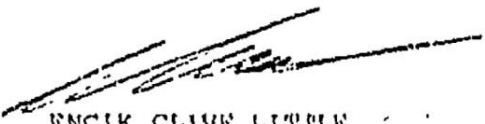
Banker


ENCIK CHAI NIEW HONG, JSM
(I.C. No. 0671950)
No. 3 Dataran Tunku, Kuala Lumpur

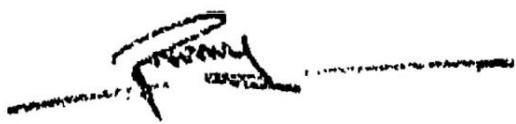
Banker


ENCIK HOOI KAM SOOK, JSM
(I.C. No. 1476011)
No. 83 Jalan Ampang Hillier
Kuala Lumpur


Banker


ENCIK CLIVE LITTLE,
(I.C. No. 9515411)
No. 5 Pekarangan Tun Ismail
Kuala Lumpur

Banker


ENCIK MICHAEL JOHN CALVERT
(I.C. No. 9524294)
No. 11 Jalan Tun Ismail
Kuala Lumpur

Banker


ENCIK ROBERT WONG KIN THONG
(I.C. No. 2147080)
No. 15 Jalan Teberau, Ukay Heights
Kuala Lumpur

Banker

Dated this 30th day of September, 1977.

Witness to the above signatures

HASHIM BIN MAJID
Advocate & Solicitor
21st Floor, Wisma MPI
Jalan Raja Chulan
Kuala Lumpur

COMPANIES ACT, 1965

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
ASIAN INSTITUTE OF CHARTERED BANKERS

PRELIMINARY

1. (deleted)

INTERPRETATION

2. In these Articles unless the subject or context otherwise requires, the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:

Act	:	The Companies Act 2016 and any statutory modification, amendment or re-enactment thereof for the time being in force.
Affiliate	:	A person being a Member of the Institute who has been admitted as Affiliate pursuant to Article 34 and in accordance with these Articles and the bye-laws.
Amending Date	:	20 April 2015 being the effective date of the previous amendments to the Constitution and the bye-laws made thereunder.
Associate	:	A person being a Member of the Institute who has been admitted as Associate pursuant to Article 28 and in accordance with these Articles and the bye-laws.
Associate Fellow	:	A person being a Member of the Institute pursuant to Article 29.
Board of Examiners	:	The Board of Examiners appointed by the Council under the bye-laws of the Institute.
Bye-laws	:	The bye-laws made by the Council in accordance with the provisions of these Articles.
Chartered Banker	:	A person being a Member of the Institute who has been admitted as Chartered Banker pursuant to Article 30 and in accordance with these Articles and the bye-laws.
Chief Executive Officer	:	The Chief Executive Officer of the Institute appointed by the Council pursuant to Article 98 and shall include any person acting in such capacity by the direction of the Council.

Code of Professional Conduct	:	The Code prescribed by the Council in accordance with Article 39 of these Articles.
Constitution	:	This Constitution as originally framed or as amended from time to time.
Corporate Member	:	A body corporate being a Member of the Institute which has been admitted to membership pursuant to Article 33 and in accordance with these Articles and the bye-laws.
Council	:	The Council of the Institute as may be constituted from time to time.
Fellow	:	A person being a Member of the Institute who has been elected as Fellow pursuant to Article 31 and in accordance with these Articles and the bye-laws.
Honorary Fellow	:	A person not being a Member of the Institute who has been admitted as an Honorary Fellow pursuant to Article 35 and in accordance with these Articles and the bye-laws.
Individual Member	:	An individual who has been admitted to membership of the Institute as an Associate, Associate Fellow, Chartered Banker, Fellow, or Affiliate, or such other class of membership as may be admitted by the Council in accordance with these Articles and the bye-laws and includes a Life Member.
Institute	:	Asian Institute of Chartered Bankers
Life Member	:	A Fellow who has been advanced to a Life Member pursuant to Article 32 and in accordance with these Articles and the bye-laws.
Member	:	A person who has been admitted to membership of the Institute as an Individual Member or Corporate Member or such other classes of membership of the Institute as may from time to time be admitted by the Council in accordance with these Articles and the bye-laws.
Memorandum	:	(deleted)
Minister	:	The Minister charged with the responsibility for companies under the Act.
Month	:	A calendar month.
Prescribed	:	Prescribed by the Council or under the bye-laws or regulations of the Institute.
Register	:	The Register of the Members of the Institute to be kept pursuant to the Act.
Regulations	:	Regulations made by the Council in accordance with the bye-laws of the Institute.

Secretary	:	The Secretary appointed by the Council pursuant to Article 97 and shall include any person acting in such capacity by the direction of the Council.
The Office	:	The registered office of the Institute.
The Seal	:	The Common Seal of the Institute.
These Articles	:	These Articles of the Constitution of the Institute.
In Writing	:	Written, printed, lithographed and other modes of representing or reproducing words in visible form.

Words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and vice versa.

Words importing persons shall include corporations, firms, registered associations and societies and commercial organisations and nominees of such organisations.

The headings and sub-headings are inserted for convenience only and shall not affect the interpretation of these Articles.

Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.

CONSTITUTION

Authorised Membership	3.	The number of Members with which the Institute proposes to be registered is not to exceed fifty thousand (50,000) but the Council may from time to time register an increase of Members.
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MEMBERS

First Members of the Institute	4.	The first Members of the Institute shall be the signatories to the Constitution.
Current Members of the Institute	5.	The Members of the Institute (then by the name of Institut Bank-Bank Malaysia) immediately prior to the Amending Date shall become Associates, Associate Fellows, Fellows, Life Members, Corporate Members or Affiliates of the Institute at the Amending Date in accordance with Articles 112 and 113 and be subject to the provisions of these Articles and the bye-laws.
Current Honorary Fellows of the Institute	6.	The Honorary Fellows of the Institute (then by the name of Institut Bank-Bank Malaysia) immediately prior to the Amending Date shall become Honorary Fellows of the Institute at the Amending Date in accordance with Article 114 and shall not be subject to the

provisions of these Articles and the bye-laws except to the extent they specifically otherwise provide.

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| Classes of Members | 7. | (1) The Members of the Institute shall consist of: <ul style="list-style-type: none">(i) Individual Members; and(ii) Corporate Members; or(iii) (deleted) (2) Individual Members shall consist of Associates, Associate Fellows, Chartered Bankers, Fellows, Affiliates and such other classes of membership as may be admitted by the Council in accordance with these Articles and the bye-laws of the Institute.

(3) Each class of Members shall carry such privileges, rights and obligations as provided in these Articles and by the bye-laws of the Institute. |
| Associates | 8. | Any person who has satisfied such requirements as may from time to time be prescribed by the bye-laws for admission as an Associate in respect of training, examinations, experience and fitness for membership or otherwise may be admitted to membership of the Institute as an Associate in accordance with Article 28. |
| Associate Fellows | 9. | Any person who immediately prior to the Amending Date was an "Associate Fellow" shall as at the Amending Date be deemed to be admitted as an Associate Fellow of the Institute. |
| Chartered Bankers | 10. | Any person who has satisfied such requirements as may from time to time be prescribed by the bye-laws for admission as a Chartered Banker in respect of training, examinations, experience and fitness for membership or otherwise may be admitted to membership of the Institute as a Chartered Banker in accordance with Article 30. |
| Fellows | 11. | Any Member of the Institute who is a Chartered Banker may be advanced to the status of Fellow in accordance with Article 31 and on such terms and conditions as may from time to time be prescribed by the bye-laws. |
| Corporate Members | 12. | Any body corporate may be admitted to membership of the Institute as a Corporate Member in accordance with Article 33 and on such terms and conditions as may from time to time be prescribed by the bye-laws. |
| Affiliates | 13. | Any person who has satisfied such requirements as may from time to time be prescribed by the bye-laws for admission as an Affiliate may be admitted to membership of the Institute as an Affiliate, who shall be a non-voting Member, in accordance with Article 34. |

Other Classes of Membership	13A.	The Council may, in addition to the classes of membership prescribed in Articles 8 to 13, admit any person to such other class of membership of the Institute on such terms and conditions as may from time to time be prescribed by the bye-laws. A Member admitted under this Article shall be entitled to such rights and privileges of membership as may be prescribed by the bye-laws.
Application for Admission to Membership	14.	An application for admission to membership shall be in writing, in the prescribed form and shall be signed by the applicant who shall thereby undertake, if admitted, to be bound by these Articles, the bye-laws and the regulations of the Institute.
Conditions of Membership	15.	(1) For admission as a Member of the Institute, every applicant shall comply with such conditions and possess such qualifications as may be prescribed by the Council in the bye-laws either generally or in any particular case.
Power to Refuse Applications	15.	(2) The Council may in its discretion and without being required to assign any reason therefore refuse to accept any application for admission to membership of the Institute or for a change in the status of a Member or for a change in his listing as a Member.
Admission of Member in Special Cases	16.	Notwithstanding Article 15(1), the Council may admit to membership of the Institute any person it deems fit on such terms, conditions or rights as it may determine in accordance with Article 19.
Admission of Members of Other Institutes	17.	The Council may admit to membership of the Institute any qualified member of any institute of bankers or similar body on such terms and conditions as may from time to time be prescribed by the bye-laws of the Institute.
Fees and Subscriptions	18.	Every person on his admission to be a Member of the Institute shall pay such fee and every Member (other than Life Members) shall pay such subscription and other sum as may from time to time be prescribed by the bye-laws and the regulations.
Power to Dispense with Requisites of Membership or Status	19.	The Council may by ordinary resolution, by virtue of a person's experience in banking or finance or for valuable services rendered in advancing the interests of these professions or for any special reason it may deem sufficient, dispense with all or any of the requirements of admission of any person to membership of the Institute, and admit any person to membership in such status it thinks fit or grant a change in status to any Member on such terms, conditions or rights as the Council may deem fit.
Designation of Members	20.	(1) Members of the Institute may use such designations and/or designatory letters as prescribed by the bye-laws to denote their membership of the Institute. (2) An Individual Member who has been awarded such specialist professional qualification may, so long as he remains a

Member, in addition to the membership designation and/or designatory letters under sub-article (1), use such professional designation and/or designatory letters as the Council may prescribe by bye-laws.

- (3) Save as aforesaid no Member shall use or cause to be used any words or letters in conjunction with his name to indicate that he is a Member of the Institute.

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| Certificate of Membership | 21. | A certificate of membership in the prescribed form shall be issued to Members in such form and such manner as prescribed by the bye-laws. The certificate of membership remains the property of the Institute and shall be returned to the Institute in accordance with the provisions of these Articles and the bye-laws of the Institute. |
| Attendance at General Meetings | 22. | <p>(1) Every Member shall be entitled to attend at every general meeting of the Institute save as is otherwise provided by these Articles.</p> <p>(2) Each Corporate Member shall be entitled to authorise such person as it thinks fit as its representative to attend and vote at any general meetings of the Institute. Alternate representatives may be appointed by a Corporate Member but only one representative may attend and vote at a general meeting.</p> |
| Resignation of Membership | 23. | A Member may tender his resignation of membership by giving his written resignation together with his certificate of membership to the Secretary of the Institute; provided that no resignation shall take effect unless and until it has been accepted by the Council. The Council may accept his resignation on condition of payment of all subscriptions and fees (if any) then due and owing by him and such other conditions as the Council deems fit. |
| Cessation of Membership | 24. | <p>(1) An Individual Member shall cease to be a Member:</p> <ul style="list-style-type: none">(a) in the event of death;(b) if he becomes of unsound mind;(c) (deleted);(d) if he fails to pay his annual subscription within three (3) months of the date on which it becomes due unless the Council otherwise decides; or(e) if he fails to comply with any order as to fines and/or costs made against him as a consequence of disciplinary action by the date upon which the same are due unless the Council otherwise decides. <p>(2) A Corporate Member shall cease to be a Member:</p> |

- (a) in the event of voluntary winding-up;
- (b) if an order is made by any competent court for its winding-up or dissolution; or
- (c) if an application is made for judicial management: or
- (d) if it fails to pay its annual subscription within three (3) months of the date on which it becomes due unless the Council otherwise decides.

- Re-admission to Membership **25.** Any person who has ceased for any reason to be a Member of the Institute may be re-admitted to membership on such terms and conditions as may from time to time be prescribed by the bye-laws.
- Effect of Cessation of Membership **26.** If any person ceases for any cause whatsoever to be a Member of the Institute:
- (a) his name shall be removed from the Register of Members;
 - (b) he shall return his certificate of membership to the Institute; and
 - (c) he shall not nor shall his representative have any interest in or claim against the Institute or the funds or property of the Institute.
- Application of the Articles, Bye-laws and Regulations **27.** These Articles, the bye-laws and the regulations for the time being in force shall apply to and bind all Members save as they otherwise provide.

ASSOCIATES

- Admission of Associates **28.** (1) The Council may in accordance with the provisions of the bye-laws admit any person as Associate of the Institute who shall be entitled to all the rights and privileges of membership.
- (2) An Associate shall be entitled to receive notice of, attend and vote at general meetings.

ASSOCIATE FELLOWS

- Admission of Associate Fellows **29.** (1) An Associate Fellow shall be entitled to all the rights and privileges of membership; and shall be entitled to receive notice of, attend and vote at general meetings.
- (2) No person shall be admitted as an Associate Fellow after the Amending Date.

CHARTERED BANKERS

- Admission of Chartered Bankers **30.**
- (1) The Council may in accordance with the provisions of the bye-laws admit any person as Chartered Banker of the Institute who shall be entitled to all the rights and privileges of membership.
 - (2) A Chartered Banker shall be entitled to receive notice of, attend and vote at general meetings.

FELLOWS

- Advancement to Fellows **31.**
- (1) The Council may in accordance with the provisions of the bye-laws advance any Chartered Banker as Fellow of the Institute who shall be entitled to all the rights and privileges of membership subject to these Articles, the bye-laws and the regulations.
 - (2) A Fellow shall be entitled to receive notice of, attend and vote at general meetings.

LIFE MEMBERS

- Election of Life Members **32.**
- The Council may in accordance with the provisions of the bye-laws elect any Member of the Institute who is a Fellow as a Life Member. A Life Member shall be entitled to all the rights and privileges of membership without the payment of further annual subscription, subject to these Articles, the bye-laws and the regulations.

CORPORATE MEMBERS

- Admission of Corporate Members **33.**
- (1) The Council may in accordance with the provisions of the bye-laws admit any body corporate as Corporate Member of the Institute which shall be entitled to all the rights and privileges of membership, save for Article 39 on the Code of Professional Conduct and Article 40 on Liability to Disciplinary Action.
 - (2) A Corporate Member shall be entitled to receive notice of, attend and vote at general meetings by its duly appointed representative.

AFFILIATES

- Admission of Affiliates **34.**
- (1) The Council may in accordance with the provisions of the bye-laws admit any person as Affiliate of the Institute who shall be entitled to all the rights and privileges of membership.

- (2) An Affiliate shall be entitled to receive notice of and attend general meetings, but shall not be entitled to any voting rights.

HONORARY FELLOWS

- Admission of Honorary Fellows **35.** The Council may in accordance with the provisions of the bye-laws admit any suitable person of good standing as an Honorary Fellow of the Institute. Honorary Fellows shall have such rights and privileges as may be determined by the Council from time to time; provided always that an Honorary Fellow shall not be a Member of the Institute and the provisions of these Articles, the bye-laws and the regulations shall not apply to an Honorary Fellow except to the extent they specifically otherwise provide. An Honorary Fellow shall not be entitled to hold any office or sit on the Council.
- Resignation and Removal of Honorary Fellows **36.** (1) An Honorary Fellow may tender his resignation of membership by sending notice in writing to the Secretary and on its acceptance by the Council, he shall cease to be an Honorary Fellow and his name shall be removed from the register under Article 44.
- (2) An Honorary Fellow shall be removed from the register under Article 44:
- (a) in the event of death;
- (b) if he becomes of unsound mind; or
- (c) if he has a bankruptcy order made against him.

EXAMINATION

- Holding of Examinations **37.** (1) The Council shall from time to time cause examinations to be held of persons in such subjects and in such manner and on such terms and conditions as may be prescribed by the bye-laws. Such examinations may be held in conjunction or co-operation with one or more other professional bodies or educational institutions.
- (2) The Council may in the cases and circumstances and in the manner set out in the bye-laws exempt any candidate from such subjects or parts of the examinations as may be prescribed.
- (3) The Council shall for the purpose of the aforesaid examinations appoint a Board of Examiners (consisting of Members and other persons) subject to such terms and conditions and shall be paid such expenses as may be provided by the bye-laws.

- (4) The Council may delegate to the Board of Examiners all or any of its powers and authorities in relation to the examinations held under sub-article (1).

DESIGNATIONS

Designations of Member **38.** (deleted)

PROFESSIONAL CONDUCT

Code of Professional Conduct **39.** The Council shall prescribe a Code of Professional Conduct setting out the professional values, ethics, standards and conduct expected of all persons engaged in the banking and financial services industry and all Individual Members of the Institute are bound by the Code. The provisions of this Article shall not apply to Corporate Members.

Liability to Disciplinary Action **40.**

(1) An Individual Member may become liable to disciplinary action in such manner and circumstances as prescribed by the bye-laws of the Institute.

(2) Subject to the provisions of the bye-laws, any Individual Member subject to disciplinary action shall have the right to be given notice of any disciplinary proceedings which it is proposed should be brought against him, the right to be represented at such disciplinary proceedings and a right of appeal against any disciplinary order made against him.

(3) The provisions of this Article shall not apply to Corporate Members.

Investigation, Disciplinary and Appeal Committees **41.**

(1) The Council shall from time to time prescribe by bye-laws and regulations the procedures for the investigation and determination of any complaint indicating that an Individual Member has become liable to discipline action, and as to all other matters pertaining to investigation and discipline. Such bye-laws and regulations may, without limitation, provide for:

(a) the committees (consisting of Members and/or other persons) or the individuals to whom the Council may delegate the responsibility of investigating and determining any complaint concerning the conduct of a Member and the making of orders against Members who are found liable to disciplinary action;

(b) the terms of appointment, powers and responsibilities of each such committee or individual, and the constitution, quorum and the procedures to be followed by each such committee;

- (c) the making of disciplinary orders against a Member in respect of whom a complaint is found proved in whole or in part, which orders without limitation may include forfeiture of membership, exclusion or suspension from membership, reprimand, admonishment and imposition of a fine;
 - (d) the making of interim orders in appropriate circumstances, which orders without limitation may include suspension from membership on an interim basis pending further investigation and determination of the complaint;
 - (e) the circumstances in which a Member may appeal against a disciplinary order made against him and the procedures for dealing with such appeals;
 - (f) disciplinary proceedings (including the hearing of appeals) relating to alleged misconduct in examinations and the making of disciplinary orders against a candidate in respect of whom an allegation is found proved;
 - (g) the making of orders as to the payment of costs by a Member in relation to any disciplinary proceedings against him; and
 - (h) the publication of the findings and disciplinary orders, with such details and in such a manner as the Council shall deem fit, in those cases where a complaint is found proved in whole or in part.
- (2) The disciplinary process as prescribed in sub-article (1) (insofar as it is applicable) shall apply to other persons who agree to be subject to the disciplinary process. Such persons shall include, but not limited to, candidates (who are not Members of the Institute) undertaking any programme of study or examination conducted by the Institute.

Joint Disciplinary Scheme

41A.

Where the Institute in conjunction or co-operation with one or more other professional bodies participates in any joint disciplinary scheme(s), the Institute shall by bye-laws and regulations provide for the referral by the Institute of relevant thereto to be dealt with under such joint disciplinary scheme(s)., In particular (but without limitation), such bye-laws may provide that the Institute shall give effect to any order made against a Member pursuant to such joint disciplinary scheme(s).

Suspension or Forfeiture of Membership **42.** (deleted)

REGISTER

Register of Members **43.** (1) A Register of Members shall be kept by the Council in accordance with the provisions of the Act. The Register shall record the name, address and class of membership of each Member and shall contain such further particulars as required under the Act and may from time to time be prescribed by the Council.

Members to Furnish Required Information (2) Every Member shall send to the Secretary of the Institute all information necessary to enable the Institute to maintain the Register of Members and a record of the qualifications of Members in accordance with these Articles.

Other Registers **44.** Separate registers shall be kept by the Institute with respect to Honorary Fellows. The Register shall record the name and address of each person and shall contain such further particulars as may from time to time be prescribed by the Council.

RIGHTS AND PRIVILEGES OF MEMBERS

Memorandum and Articles of Association **45.** A copy of the Constitution shall be supplied to every Member on admission. If so requested by any Member, the Institute shall send to the Member an additional copy of the Constitution subject to payment of such sum as may be fixed by the Council.

Amendments to the Articles **46.** Subject to Clause A6, the Institute may on the recommendation of the Council or on the motion of any Member alter or amend these Articles as follows:

(a) Any alteration or amendment to the Articles shall be made at an Annual General Meeting or an Extraordinary General Meeting convened for the purpose of which a notice in writing of not less than twenty-one (21) days has been given.

(b) Any motion to alter or amend the Articles shall be notified to the Secretary in writing in accordance with Article 51(1)(a) if it is to be brought before an Annual General Meeting, or at the time a signed requisition of the requisite number of Members in accordance with the Act is made for the convening of an Extraordinary General Meeting.

(c) Any alteration or amendment to the Articles shall be by special resolution passed by majority of not less than seventy-five per

have been received by the Secretary not later than five weeks before the date of the Annual General Meeting; and

(b) the proposed motion relates to matters affecting the Institute.

(2) Notwithstanding sub-article (1)(a), if the Annual General Meeting shall be called for a date less than five weeks after the date of the receipt by the Secretary of notice of the proposed motion as aforesaid therein, such notice shall be deemed to have been received more than five weeks before the date of the Meeting.

Convening of
Extraordinary General
Meeting

52. (1) The Council may convene an Extraordinary General Meeting subject to the provisions herein contained. The Secretary must convene a meeting of the Council within seven (7) days if required to do so in writing by four (4) members of the Council, to discuss the convening of an Extraordinary General Meeting.

(2) The Council shall, upon its receipt of a signed requisition from Members who represent at least five per centum (5%) of the total voting rights of all Members having a right of voting at meetings of Members:-

(a) hold the Extraordinary General Meeting on a date not more than twenty-eight (28) days after the date of the notice to convene the meeting; and

(b) call for the Extraordinary General Meeting within fourteen (14) days from the date of the requisition.

(3) An Extraordinary General Meeting shall be held at a place, time and date to be determined by the Council. Notice of such meeting, together with the business to be transacted thereat, shall be given to all Members in writing no less than fourteen (14) days before the date fixed for the meeting unless the purpose is the passing of a special resolution or amendment of the Articles in which event twenty-one days' notice shall be given.

(4) In the event the Council fails to direct the Secretary to convene an Extraordinary General Meeting requisitioned by Members as aforesaid in this Article, within seven (7) days of such requisition, it shall be competent for Members signing the requisition or for any of them representing more than one half of the total voting rights of all of them to determine a place, time and date and convene the meeting together with the business to be transacted thereat, to all Members of the Institute in writing, but any meeting so convened shall not be

held after the expiration of three months from the date of the requisition.

- (5) No business, except that which has been duly notified, may be transacted at an Extraordinary General Meeting.

Meeting may be held at multiple venues

52A. (1) The Institute may convene a meeting of Members at more than one venue using any technology or method that enables the Members of the Institute to participate and to exercise the Members' right to speak and vote at the meeting, provided that the main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue.

- (2) The place where the Chairman is present shall for the purpose of Articles 52A(1) be deemed to be the main venue of the meeting.

Notice of Requisition

52B. The requisition referred to in Articles 52(2):-

- (a) shall be in hard copy or electronic form;
- (b) shall state the general nature of the business to be dealt with at the meeting;
- (c) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting; and
- (d) shall be signed or authenticated by the person making the requisition.

NOTICES

Notice of Meeting

53. (1) An Annual General Meeting or a General Meeting for the passing of a special resolution shall be called by a notice in writing of not less than twenty one (21) days, and a General Meeting of the Institute other than an Annual General Meeting or a General Meeting for the passing of a special resolution shall be called by a notice in writing of not less than fourteen (14) days.

- (2) The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held, and shall specify the day, hour and place of meeting and in case of special business, the general nature of that business shall be given in the manner hereinafter mentioned to all Members.

- (3) The notice shall –

- (a) be in writing and shall be given to the Members either in hard copy, or in electronic form, or partly in hard copy and partly in electronic form;
- (b) state prominently that a Member shall be entitled to appoint one or more persons as his proxy to exercise all or any of the Member's rights to attend, participate, speak, and vote at a General Meeting;
- (c) be sent to any Member either personally or by post to the address supplied by the Member to the Institute for such purpose if given in hard copy; and
- (d) be transmitted to the electronic address provided by the Member to the Institute for such purpose or by publishing on a website if given in electronic form.

Where the notice is given by the Institute by publishing on a website, the Institute must notify a Member of the publication of the notice on the website and such notification shall be in writing and be given in hard copy or electronic form stating that it concerns a General Meeting; and the place, date, and time of the meeting and whether the meeting is an Annual General Meeting. The notice shall be made available on the website from the date that notice is given under this Article until the conclusion of the meeting.

The notice may include text of any proposed resolution and other information as the Council deems fit.

- (4) In the case of an Annual General Meeting, the notice shall be accompanied by a copy the annual report of the Council, a copy of the accounts of the Institute with the auditors' report thereon, a list of the persons nominated for election or seeking re-election to the Council and the persons nominated for appointment as auditors, and particulars of any motions to be brought before the meeting under Article 51.
- (5) All business, other than the ordinary annual business of the Institute, that is to be transacted at an Annual General Meeting and all business that is to be transacted at an Extraordinary General Meeting, shall be deemed special business.
- (6) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at such meeting.

(b) In the case of an Extraordinary General Meeting requisitioned or convened by Members under Article 52 (2) or (4) of these Articles, be considered dissolved.

(3) Objections if any to the validity of a General Meeting shall be raised and adjudicated before the Chairman calls upon the Secretary to read the notice convening the meeting. Once the meeting has commenced, no objection relating to the validity of the General Meeting may be raised during the progress of the meeting. No meeting which has a quorum present at the beginning of the meeting shall become incompetent to transact business from the want of a quorum arising after the chair has been taken and the notice convening the meeting has been read.

(4) Subject to Article 64, no objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at the meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

Voting at Meeting

56. At any general meeting of the Institute, save as hereinafter provided with regard to the election of members of the Council, a resolution put to the vote of the meeting shall be decided on a show of hands. Unless before or on the declaration of the results of the show of hands a poll is demanded by the chairman of the meeting or by at least five Members present in person or by proxy who are entitled to vote, a declaration by the chairman that a resolution on a show of hands has been carried or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect made in the minutes of the proceedings of the meeting shall be conclusive evidence of the fact so declared without proof of the number or proportion of votes given for or against the resolution.

Poll

57. (1) If a poll is duly demanded as aforesaid, it shall be taken either immediately or at such subsequent date (being not more than twenty-eight days after the date of the meeting), time and place and in such manner as the chairman of the meeting may direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman may appoint three Members to act as scrutineers in relation to the taking of such poll.

(2) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

(3) The demand for a poll may, before the poll is taken, be withdrawn.

- (4) Any poll duly demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at that meeting and without adjournment.

Postal and Electronic Ballot **58.** The Council may at any time resolve that in lieu of submitting a proposal to a General Meeting it shall submit a resolution or resolutions to all Members entitled to vote by means of a postal ballot or postal and electronic ballot. Such ballot shall be conducted in accordance with the procedures prescribed in the regulations, and the result of such ballot shall have the same force and effect as a resolution passed at the General Meeting of Members.

VOTES OF MEMBERS

Votes of Members **59.** Subject to the provisions of Article 64, on a show of hands every Member present in person and entitled to vote shall have one vote and upon a poll every Member present in person or by proxy and entitled to vote shall have one vote.

Chairman's Casting Vote **60.** (deleted)

Proxies Permitted **61.** Votes may be given either personally or by proxy as hereinafter provided.

Form of Proxy **62.** (1) Every instrument of proxy whether for a specified meeting or otherwise shall be in the form or to the effect following or in any other form which the Council may approve from time to time.

Instrument Appointing Proxies to be in Writing (2) The instrument appointing a proxy shall be in writing under the hand of the appointer.

Instrument to be Deposited at Office (3) The instrument appointing a proxy shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the notice convening the Meeting at least forty-eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote otherwise the person so named shall not be entitled to vote in respect thereof.

Validity of Vote by Proxy **63.** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the appointer or revocation of the instrument or of the authority under which the instrument was executed provided that no intimation in writing of the death, unsoundness of mind or revocation shall have been received by the Secretary of the Institute before the commencement of the meeting or adjourned meeting at which the instrument is used.

- Members not Entitled to Vote, etc. **64.** No Member shall be entitled to vote on any question either personally or by proxy at any General Meeting of the Institute or at a poll:
- (a) who does not carry voting rights;
 - (b) whose subscription is overdue for three months.
- Minutes of General Meetings **65.** Proper minutes shall be recorded of all resolutions and proceeding of General Meetings of the Institute. Every minute signed by the chairman of the meeting to which it relates or by the chairman of a subsequent meeting shall be sufficient evidence of the facts therein stated.

THE COUNCIL

- Constitution of the Council **66.**
- (1) Subject to Article 67, the Council of the Institute shall consist of not less than ten members. The Council shall comprise the following :
 - (a) one member nominated by and representing Bank Negara Malaysia, from time to time;
 - (b) not more than seven members nominated by and representing The Association of Banks in Malaysia, from time to time;
 - (c) not more than two members nominated by and representing the Malaysian Investment Banking Association, from time to time;
 - (d) co-opted members nominated by the Council; and
 - (e) not more than five Members to be elected at an Annual General Meeting, such Member to be a Fellow or a Chartered Banker and in both cases, has been a Member eligible to vote for at least five years.
 - (2) The members of the Council under Articles 66(1)(a), 66(1)(b), 66(1)(c) and 66(1)(d) shall be appointed by the Council.
 - (3) The Chairman and Vice-Chairman of the Institute elected in accordance with Article 74 shall also be the Chairman and Vice-Chairman of the Council.
- Transitional Provision for members of the Council **67.**
- (1) The persons who were immediately prior to the Amending Date were nominated by Bank Negara Malaysia, The Association of Banks in Malaysia and the Malaysian Investment Banking Association shall as at the Amending Date remain the members of the Council nominated by the respective bodies.

- (2) The persons who were immediately prior to the Amending Date were nominated by the Association of Finance Companies of Malaysia shall as at the Amending Date remain the members of the Council until the next Annual General Meeting immediately following the Amending Date.
- (3) The amendments to Article 66 shall come into effect immediately on the Amending Date save for the amendment set out in Article 66(1)(e) above which shall only come into effect at the next Annual General Meeting immediately following the Amending Date.

First Council Members

68. The first Members of the Council shall be:

- (1) Tan Sri Ismail bin Mohamed Ali, PMN, PNBS, SPMS.
- (2) Tun Sir Henry H. S. Lee, SMN, KBE, JP.
- (3) Y.A.M. Tengku Ibrahim Ibni Almarhum Sultan Sir Abu Bakar, SIMP, SPMP.
- (4) Y.B. Senator Kamarul Ariffin bin Mohd. Yassin.
- (5) Tan Sri Taib bin Haji Andak, PMN, SMJ, SPMJ.
- (6) Tunku Dato Shahrman bin Tunku Sulaiman, DIMP, ASDK, PJK.
- (7) Mr Choi Siew Hong, JMN.
- (8) Mr Hooi Kam Sooi, JSM.
- (9) Mr Robert Wong Kin Thong.
- (10) Mr Clive Little, CBE, CPM.
- (11) Mr Michael John Calvert.

and thereafter shall be in accordance with the provisions of Article 66.

Retirement of Council Members

- 69.**
- (1) At each Annual General Meeting of the Institute every member of the Council elected under Article 66(1)(e) shall retire from office but shall be eligible of re-election.
 - (2) This Article shall not apply to members of the Council nominated under Article 66(1)(a), 66(1)(b), 66(1)(c) and 66(1)(d).

- Eligibility for Election to Council **70.** Any Individual Member of the Institute shall be eligible for election as an elected member of the Council under Article 66(1)(c) provided that:
- (a) he is a Fellow or Chartered Banker who has been a Member eligible to vote for at least five (5) years;
 - (b) he is not in arrears in payment of any subscription, fee or other sum payable by him to the Institute;
 - (c) within the period of five (5) years immediately preceding the date of his nomination, no disciplinary order has been made against him and become affective; and
 - (d) he has been duly nominated for election in accordance with Article 71 or he is exempt for election.
- Nomination for Election to Council **71.** (1) Every retiring elected member of the Council who intends to seek re-election shall be exempt from nomination, but shall give notice in writing to the Secretary of the Institute of his intention so to offer himself.
- (2) Save as provided in sub-article (1), a Fellow or Chartered Banker who satisfies the criteria set out in Article 70 may be nominated for election as an elected member of the Council either by the Council or by five Members entitled to vote at the Annual General Meeting at which the election shall take place. Each nomination shall be in writing signed by each of those making the nomination and in the case of a nomination by the Council, by the Secretary of the Institute, and shall be accompanied by a declaration in writing signed by the member nominated for election of his willingness to be elected a member of the Council.
- (3) Each nomination and each document required to be appended thereto and each notice to seek re-election shall be given to the Secretary to be received by him not later than five weeks before the date appointed for the Annual General Meeting at which the election shall take place. If after such nomination or notice shall be given as aforesaid the Annual General Meeting be called for a date less than five weeks from the date of the receipt by the Secretary of such nomination or notice the said nomination or notice shall be deemed to have been received by the Secretary more than five weeks before such meeting.
- Election of Members of Council **72.** At each Annual General Meeting the election of elected members of the Council shall be in accordance with the following provisions of this Article:
- (a) If the number of candidates duly nominated or seeking re-election does not exceed the number of vacancies to be filled

in the Council, all such candidate shall be declared elected to the Council at the Annual General Meeting;

- (b) If the number of candidates duly nominated or seeking re-election is more than the number of vacancies to be filled, the election shall be made at the Annual General Meeting in accordance with the provisions of Article 73;
- (c) If the number of candidates duly nominated or seeking re-election is fewer than the number of vacancies to be filled, all such candidate shall be declared elected to the Council at the Annual General Meeting and the resulting vacancies may be filled by the Council at a meeting of the Council summoned with notice of such object. Any person so appointed as a member of the Council shall hold office only until the next succeeding Annual General Meeting and shall be eligible for re-election.

Mode of Election of
Members of Council

73.

- (1) Any election of members of the Council at an Annual General Meeting shall be either by a show of hands or by ballot of those Members present and entitled to vote whichever may appear to the chairman of the meeting to be the more appropriate. Each Member shall have as many votes as the number of vacancies to be filled but shall not give more than one vote to any one candidate. Those candidates, to the number of vacancies to be filled, who receive the most votes, shall be elected. The declaration of the chairman as to the result of the election shall be final unless before or on the declaration of the results of the show of hands a poll is demanded by the chairman of the meeting or by at least five (5) Members present in person or by proxy who are entitled to vote at the meeting.
- (2) If a ballot shall be necessary the Secretary shall cause the name of each candidate duly nominated for election or seeking re-election to the Council to be entered in a ballot paper in such form as the Council may prescribe. One such ballot paper shall be given to each Member present and entitled to vote at the Annual General Meeting.
- (3) If a poll is demanded, it shall be taken in accordance with the provisions of Article 57.

Election of Chairman
and Vice Chairman

74.

At the first meeting of the Council after every Annual General Meeting the members of the Council present shall choose from among their number a Chairman and a Vice-Chairman and the members so chosen shall hold the office of Chairman and Vice-Chairman respectively until the first meeting of the Council held after the next succeeding Annual General Meeting. Any vacancy in either the office of Chairman or Vice-Chairman shall be filled at the next meeting of the Council following the occurrence of such vacancy or as the Council may otherwise determine.

Vacation of Office of Council Member

- 75.** The office of a Member of the Council shall be vacated:
- (a) If he dies or resigns his office by notice in writing to the Institute.
 - (b) If the Organisation which he represents ceases to be a Member of the Institute or is suspended from membership or if notice is given by the Organisation removing him from being a member of the Council.
 - (c) If he is absent from three or more consecutive meetings of the Council without the consent of the Council.
 - (d) If he ceases to be a Member of the Institute or is excluded or suspended from membership.
 - (e) If he is an undischarged bankrupt or if he becomes bankrupt or insolvent or enters into any composition or arrangement with or makes any assignment for the benefit of his creditors.
 - (f) If a receiving order is made against the Organisation he is representing.
 - (g) If he becomes of unsound mind.
 - (h) If he is convicted of a serious criminal offence including an offence involving bribery, fraud or dishonesty.
 - (i) If he has been convicted of an offence relating to the promotion, formation or management of a corporation.
 - (j) If he is prohibited from being a member of the Council by reason of any order made under the Act.
 - (k) If he has been convicted of an offence under the Act.
 - (l) If he has been disqualified by the High Court under the Act.

Resignation of Member of Council

- 76.** A member of the Council may tender his resignation of office by notice in writing to the Council. On its acceptance by the Council, but not until then, he shall cease to be a member of the Council.

Removal of Member of Council

- 77.**
- (1) The Institute may by resolution passed by a majority of the Members present and entitled to vote and voting (in person or by proxy) at a meeting specially convened for the purpose remove any member of the Council from his office before the expiration of his period of office.
 - (2) No resolution to remove a member of the Council under this Article shall be effective unless notice of the intention to propose it has been given to the Institute not less than twenty-

eight (28) days before the meeting at which it is to be proposed. The Institute shall give Members notice of such resolution at the same time and in the same manner as it gives notice of the meeting. On receipt of notice of such an intended resolution the Institute shall forthwith send a copy of such notice to the member of the Council concerned.

- (3) If, after notice of the intention to move such a resolution has been given to the Institute, a meeting is called on a date twenty-eight (28) days or less after the notice has been given, the notice although not given within the time required is deemed to have been properly given.

A vacancy created by the removal of a member of the Council under this Article shall be filled as a casual vacancy in accordance with Article 78.

- (4)

Filling of Vacancy on Council

78.

- (1) In the event of any vacancy occurring in the Council between two Annual General Meetings the vacancy may be filled by the Council at a meeting of the Council summoned with notice of the object. Any member of the Council so appointed shall hold office only until the next succeeding Annual General Meeting.
- (2) If a vacancy occurs among the elected members of the Council under Article 66(1)(e), the Member who is appointed to fill such vacancy shall hold office only until the next succeeding Annual General Meeting and shall be eligible for re-election at the next succeeding Annual General Meeting.

POWERS OF THE COUNCIL

General Powers

79.

- (1) Subject to the Act and these Articles, the management of the affairs and business of the Institute shall be vested in the Council which may exercise all the powers of the Institute other than those which are required by these Articles or the bye-laws to be exercised by the Institute in General Meeting, but so that no addition to or rescission or variation of these Articles or of the bye-laws or regulations shall invalidate any prior act of the Council which would have been valid if the same had not been made.
- (2) The Council may delegate all or any of its powers to any person or persons.

Appointment of Committees

80.

Subject to these Articles and the bye-laws, the Council may delegate any of its powers and authorities to any such committee consisting of such Members and other persons as it may think fit. The Council may prescribe the constitution and quorum of each such committee, and the proceedings to be followed by each such committee. The Council may also prescribe the powers, authorities and discretions of each such committee.

Application of Funds	81.	The Council shall have the power to apply the funds of the Institute in promoting, furthering or protecting the objects of the Institute.
Power to Borrow	82.	The Council may from time to time raise or borrow money required for the purposes of the Institute and secure the repayment of the same in such manner as the Council may think fit and in particular to mortgage or charge the undertaking and property of the Institute, or any part thereof, and to purchase, redeem or pay off any of such securities.
Investments	83.	The Council may invest and deal with any moneys of the Institute not immediately required for the purposes of the Institute in such manner as may from time to time be prescribed in the regulations.
Appointment of Attorney	84.	The Council may, at any time and from time to time, appoint any person to be the attorney of the Institute for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Council under these Articles or the bye-laws) and for such period and subject to such conditions as the Council may think fit, and the power of such attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Council may think fit.
Power to Make Bye-laws	85.	The Council may from time to time make such bye-laws for the purposes hereafter set out as the Council deems fit and may from time to time rescind or vary any of the bye-laws and make others in their stead but so that the bye-laws for the time being in force shall not be in any respect repugnant to the Act or inconsistent with the express provisions of the Constitution.
Purposes of Bye-laws	86.	The purposes for which the Council may make bye-laws in the manner hereinbefore set out shall be for the furtherance of the objects of the Institute and the better execution of the Constitution and without prejudice to the generality of the foregoing shall include the regulation of all such matters as are left by these Articles to be prescribed by bye-laws and any such matters as the Council shall deem necessary.
Power to Make Regulations	87.	The Council may from time to time make such regulations as it thinks fit for the purpose of carrying into effect any provision of these Articles and of the bye-laws or otherwise for regulating the affairs of the Institute and may rescind, vary or add to any such regulations provided always that no such regulations shall be inconsistent with the express provisions of the Constitution or of the bye-laws.
Regional Branches	88.	The Council may in furtherance of the objects of the Institute establish regional branches or local centres or appoint local representatives within Malaysia or in any part of the world. The Council may from time to time make or vary such regulations as it thinks fit for regulating the affairs of such regional branches or local centres.

Affiliation **89.** The Council shall have the power to affiliate, as it thinks fit, or to carry out any arrangement for joint working or co-operation with any other body or organisation whether in Malaysia or abroad whose interests and/or objects are similar, related or complementary to those of the Institute.

PROCEEDINGS OF THE COUNCIL

Council Meetings **90.**

- (1) The Council shall meet at least once in every three months at such times and at such places as it may determine for the despatch of business and may, subject these Articles, regulate the proceedings of their meetings as they think fit.
- (2) A Council meeting may be held by conference telephone or conference video link or by using other communication technology which allows those participating to hear and participate in the proceedings. A quorum in such meeting shall be the number of persons required for a quorum in accordance with sub-article (5) who are so linked. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
- (3) A meeting of the Council may at any time be called by order of the Chairman or upon a request in writing addressed to the Secretary of the Institute, of any four members of the Council.
- (4) Notice of every Council meeting shall be delivered or sent to each member of the Council at least five days before such meeting; provided that if the Chairman when ordering a meeting certifies in writing that an emergency exists, only one day's notice as aforesaid need be delivered or sent. The period of notice shall in each case be exclusive of the day on which the notice is delivered or sent and of the day on which the meeting is to be held. Any such notice shall specify the day, hour and place of the meeting and shall contain as far as is practicable a statement of the business to be transacted at such meeting. Any such notice shall be taken as duly delivered or sent unless the contrary be shown. The accidental omission to give any notice or the non-receipt by any member of the Council of any notice or the non-existence in fact of any emergency shall not affect the validity of the proceedings of the meeting.

- (5) The quorum at a meeting of the Council shall be five (5) (or such greater number as the Council may from time to time determine) when the meeting is called to order.
 - (6) At all meetings of the Council, the Chairman or in his absence, the Vice Chairman shall chair the meeting. In the absence of both the Chairman and Vice Chairman, a member of the Council shall be elected by those present from among their number to chair the meeting.
 - (7) Every question or resolution at a meeting of the Council shall be determined by a simple majority of the votes of the members present and voting. Every member shall have one vote and in case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- A member present at a Council meeting is presumed to have agreed to, and to have voted in favour of, a resolution of the Council unless he expressly dissents from or votes to object against the resolution at the meeting.
- (8)

Adjournment of Meeting of Council

91.

(1) Subject to these Articles, the chairman of any meeting of the Council may, with the consent of the meeting, adjourn the 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. It shall not be necessary to give any notice of an adjourned meeting unless it be so directed in the resolution for adjournment.

(2) Where a resolution is passed at an adjourned meeting of the Council, the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed and shall not to be deemed to have been passed on any earlier date.

Declaration of Interest by Council Members

92.

Any member of the Council present at a meeting where any business, in which such member is personally interested, whether directly or indirectly, is being discussed shall voluntarily make known such interest and retire from the meeting during discussion of the business.

Powers of Quorum

93.

A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in it by these Articles.

Minutes of Meeting of Council

94.

Proper minutes shall be recorded of all resolutions and proceedings of every meeting of the Council and of the attendance of the members of the Council thereat. Every minute signed by the chairman of the meeting to which it relates or by the chairman of a subsequent meeting shall be sufficient evidence of the facts therein stated.

When Acts of Council or Committee Valid, Though Appointment Defective, etc. **95.** All acts done at any meeting of the Council or of a Committee or Sub-Committee appointed by the Council or by any person acting as a member of any such Council or Committee or Sub-Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council, Committee, Sub-Committee or person acting as aforesaid or that they or any of them were disqualified, be as valid, as if such Council, Committee, Sub-Committee or person had been duly appointed and was qualified to act.

Resolutions of Council **96.** (a) A circular resolution duly signed by all members of the Council present in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

(b) Any such resolution may consist of several documents, including facsimile or other similar means of communication, in similar form and each document shall be signed or assented to by one or more members of the Council.

(c) A copy of any such resolution shall be entered in the minute book of Council proceedings.

Non-application of the Third Schedule of the Act **96A.** The Third Schedule of the Act shall not apply to the Institute, except so far as the same are repeated or contained in these Articles.

STAFF

Secretary **97.** The Council shall appoint a Secretary of the Institute on such terms and conditions as to remuneration and otherwise as the Council shall think fit. The Secretary shall have such responsibilities as may be prescribed by the Act, and the bye-laws and regulations of the Institute.

Chief Executive Officer and Other Staff **98.** The Council may appoint a Chief Executive Officer and such other officers, servants and agents as the Council may deem necessary on such terms and conditions as to remuneration and otherwise as the Council shall think fit. The Chief Executive Officer shall be responsible for the day-to-day business and administration of the Institute or any matters as may be directed by the Council and shall have the powers and duties as may be prescribed by the bye-laws and regulations of the Institute. He shall also be responsible for submitting to the Council interim reports of the management of the affairs of the Institute. Subject to any such terms and conditions as the Council thinks fit, the Chief Executive Officer may delegate any of its powers and duties to such person or persons.

THE SEAL

- 99.** (1) The Common Seal of the Institute shall be kept in such custody as the Council may from time to time determine and the Seal shall not be used except with the authority of the Council. Every instrument to which the Seal is affixed shall be signed by the two members of the Council and countersigned by the Chief Executive Officer or by the Secretary of the Institute.
- (2) The signatures of the two members of the Council, and the Chief Executive Officer or the Secretary shall for all purposes be accepted as sufficient evidence of the due sealing of all deeds, documents and other instruments sealed on behalf of the Institute.

ACCOUNTS AND AUDIT

Accounts

- 100.** (1) The Council shall cause proper books of accounts to be kept at the Registered Office of the Institute or at such place or places and in the charge of such persons as the Council may from time to time direct. The Council shall also cause the accounts to be audited by the auditors of the Institute at least once in every financial year.
- (2) The Council shall submit to the Annual General Meeting in each year the accounts of the Institute for the preceding financial year together with the auditors' report thereon, and the report of the Council. A copy of the said accounts and the auditors' report and the report of the Council shall be sent to every Member.

Control of Funds

- 101.** The Council shall exercise control over the funds, receipts and expenditures of the Institute in accordance with the financial regulations which it may prescribe from time to time.

Moneys to be paid to Bank Account of Institute

- 102.** All moneys when received on account of the Institute by the Council shall be paid into the account of the Institute at its Bankers opened by the Council.

Signatures on Bills of Exchange, etc.

- 103.** (1) All cheques, promissory notes, bankers' drafts, bills of exchange, and other negotiable instruments in the name of or on behalf of the Institute, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council may from time to time determine.
- (2) The Council may authorise the operation of any imprest account with its Bankers which it considers necessary, and it may authorise any officer of the Institute to sign or endorse any negotiable instrument drawn on such imprest account under such conditions as it may prescribe from time to time.

Auditors

- 104.**
- (a) The first auditors of the Institute shall be appointed by the Council and thereafter by the Members at each Annual General Meeting.
 - (b) The fees and expenses of the Auditors shall be fixed by the Institute at the Annual General Meeting or, if so authorised by the Members at the last preceding Annual General Meeting, by the Council.
 - (c) The duties of the auditors shall be in accordance with the Act.
 - (d) No Member of the Council shall be eligible for appointment as an auditor in a personal capacity.
 - (e) In the event of any vacancy occurring in the office of auditor, the Council shall fill the vacancy in accordance with the Act and the regulations of the Institute.

Notices

- 105.**
- (1) Any notice or other document required to be given by the Institute to any Member under these Articles or the bye-laws or regulations may be delivered to him or it personally or by sending it by post to his or its address as entered in the Register or which has been notified in writing by him or it to the Institute. Where a notice or other document is sent by post, service shall be deemed to have been effected on the day following that which the envelope or wrapper is posted, and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed to one of the above stated addresses and posted as prepaid post.
 - (2) The Institute may send any notice or other document required under these Articles or the bye-laws to any Member in electronic form or by publishing on the Institute's website in accordance with the regulations as may be prescribed by the Council.
 - (3) The accidental omission to send, or the non-receipt by any Member entitled to any notice or document relating to any meeting under these Articles or the bye-laws shall not invalidate the proceedings of the relevant meeting.
 - (4) Any notice or other document required to be given to the Institute may be delivered or sent by pre-paid post to the Secretary at the Office of the Institute or sent in such electronic form as may be determined by the Council.

PRIVILEGED COMMUNICATIONS

- Confidential Documents **106.** All communications, correspondence, reports, minutes and other papers and documents relative to any application to the Council; or to the admission or advancement of Members; or to complaints or investigations, or to proceedings of the Board of Examiners; or to proceedings of any committee appointed under the provisions of Article 80; or to the orders made against any Member or to any disciplinary proceedings; shall be privileged and confidential and shall not be passed out of the custody of the proper office nor shall any of the contents be disclosed outside the Council save on the express authority of such Council as recorded in the minutes or save as may be considered necessary by the committees or the individuals responsible for the investigation and determination of any complaint in the course of an interview with the Member or Members concerned.

WINDING UP

- Condition for Winding Up **107.** (a) The Institute shall not be dissolved except with the consent of not less than three-fourths of its total Membership present and voting at a General Meeting for the purpose.
(b) Notice of any proposal to dissolve the Institute shall be given to all Members not less than one calendar month before the date fixed for the meeting.
- Distribution of Assets **108.** Clause A8 and A9 relating to the winding up of the Institute shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

- 109.** (1) Subject to the provisions of the Act, the Institute may indemnify a member of the Council or other officer of the Institute for any costs incurred by him or the Institute in respect of any proceedings—
- (a) that relate to the liability for any act or omission in his capacity as an officer; and
 - (b) in which judgment is given in favour of the member of the Council or other officer or in which the officer is acquitted or is granted relief under the Act, or where proceedings are discontinued or not pursued.
- (2) Subject to the provisions of the Act, the Institute may indemnify a member of the Council or other officer of the Institute in respect of —
- (a) any liability to any person, other than the Institute, for any act or omission in his capacity as an officer;

(b) any costs incurred by that member of the Council or officer in defending or settling any claim or proceedings relating to such liability except –

(i) any liability of the member of the Council to pay -

- a fine imposed in criminal proceedings; or
- a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature, howsoever arising; or

(ii) any liability incurred by the member of the Council –

- in defending any criminal proceedings in which he is convicted; or
- in defending any civil proceedings brought by the Institute, or an associated Institute, in which judgment is given against him; or

(c) any costs incurred in connection with an application for relief under the Act.

(3) The Institute may, with the prior approval of the Council, effect insurance for an officer of the Institute in respect of –

(a) civil liability, for any act or omission in his capacity as a member of the Council or officer; and

(b) costs incurred by that officer in defending or settling any claim or proceeding relating to any such liability; or

(c) costs incurred by that officer in defending or settling any proceedings that have been brought against that person in relation to any act or omission in that person's capacity as an officer–

(i) in which that person is acquitted;

(ii) in which that person is granted relief under the Act; or

(iii) where proceedings are discontinued or not pursued.

(4) The provisions of this Article shall not apply to any civil or criminal liability in respect of a breach by a member of the Council of his duties under Section 213 of the Act.

(5) The member of the Council shall –

(a) record or cause to be recorded in the minutes of the Council; and

(b) disclose or cause to be disclosed in the Council's report referred to in Section 253 of the Act,

the particulars of any indemnity given, or insurance effected for any officer of the Institute.

- (6) For the purposes of this Article 109 – “officer” includes –
- (a) any member of the Council, manager, secretary or employee of the Institute;
 - (b) a former officer;
 - (c) a receiver or receiver and manager of any part of the undertaking of the Institute appointed under a power contained in any instrument; and
 - (d) any liquidator of the Institute appointed in a voluntary winding up, but does not include –
 - (i) any receiver who is not also a manager;
 - (ii) any receiver and manager appointed by Court; or
 - (iii) any liquidator appointed by the Court or by the creditors of the Institute;

“effect insurance” includes pay, whether directly or indirectly, the costs of the insurance; and

“indemnify” includes relieve or excuse from liability, whether before or after the liability arises, and “indemnity” has a corresponding meaning.

INTERPRETATION OF ARTICLES

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| Council may Interpret Articles | 110. | If any doubt shall arise as to the proper construction or meaning of any of these Articles or of any bye-laws or regulations made thereunder or any of them or of any expression used therein the decision of the Council thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the Minute Book of the proceedings of the Council. |
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ALTERATION OF ARTICLES

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|---|-------------|--|
| Articles may be Altered Irrespective of Vested Rights | 111. | Subject to Clause A6, these Articles, or any other Articles for the time being in force, may be altered, rescinded, or repealed and new Articles may be made by the Institute in General Meeting in the manner prescribed by the Act. Nothing whether contained in the Articles for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any Member so as to limit the power of the Institute at any time to alter, rescind or repeal the same and to make new Articles in their place. |
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TRANSITIONAL PROVISIONS

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|--------------------|-------------|---|
| Individual Members | 112. | The persons who immediately prior to the Amending Date were Members of the Institute (then by the name of Institut Bank-Bank Malaysia) shall at the Amending Date become Individual Members of the Institute in accordance with the following provisions: |
|--------------------|-------------|---|

- (a) the persons who were “Members” shall be deemed to be “Associates” of the Institute;
- (b) the persons who were “Associate Fellows” shall be deemed to be “Associate Fellows” of the Institute;
- (c) the persons who were “Fellows” shall be deemed to be “Fellows” of the Institute;
- (d) the persons who were “Life Members” shall be deemed to be “Life Members” of the Institute; and
- (e) the persons who were “Ordinary”, “Associates” or “Affiliates” of shall be deemed to be “Affiliates” of the Institute.

Corporate Members **113.** The bodies corporate which immediately prior to the Amending Date were “Institutional Members” of the Institute (then by the name of Institut Bank-Bank Malaysia) shall at the Amending Date be deemed to be “Corporate Members” of the Institute.

Honorary Fellows **114.** The persons who immediately prior to the Amending Date were “Honorary Fellows” of the Institute (then by the name of Institut Bank-Bank Malaysia) shall at the Amending Date be deemed to be “Honorary Fellows” of the Institute.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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Central Banker

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Banker

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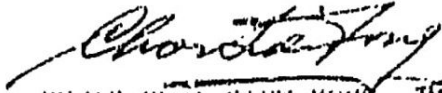
Banker

Tunku Dato Baharuman Bin Tunku Sulaiman

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Banker



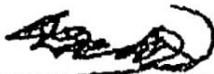
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Banker



ENCIK ROBERT WONG KIN THONG
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Kuala Lumpur.

Banker

Dated this 30th day of September, 1977.

Witness to the above signatures

HASHIM BIN MAJID
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Kuala Lumpur