

**THE COMPANIES ACT, 1965
MALAYSIA**

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

and

Articles of Association

of

**YAYASAN HASH HERITAGE
[519853-D]**

Incorporated on the 11th day of July, 2000



PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

BORANG 8
AKTA SYARIKAT 1965
[Seksyen 16 (4)]

No. Syarikat

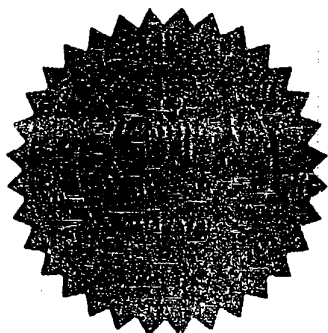
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PERAKUAN PEMERBADANAN SYARIKAT AWAM

Adalah diperakui bahawa
YAYASAN HASH HERITAGE

telah diperbadankan di bawah Akta Syarikat 1965, pada dan
mulai dari 11 haribulan Julai, 2000, dan bahawa
syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 11 haribulan Julai, 2000.




HAMIDAH HINTI MANAD
Penolong Pendaftar Syarikat
Malaysia



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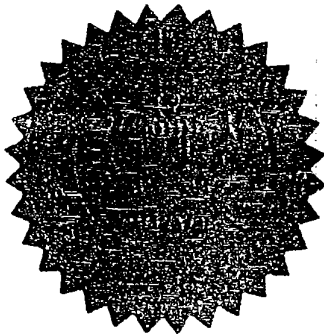
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HAMIDAH BINTI MANAD
Penolong Pendaftar Syarikat
Malaysia



MENTERI PERDAGANGAN DALAM NEGERI
DAN HAL EHWAL PENGGUNA
MALAYSIA

BORANG 15

AKTA SYARIKAT 1965

LESEN DI BAWAH SEKSYEN 24(1)

BAHAWASANYA telah dibuktikan dengan puashati saya ___

- (a) bahawa suatu syarikat bernama **YAYASAN HASH HERITAGE** (kemudian daripada ini disebut sebagai "**YAYASAN**" tersebut) hendak ditubuhkan sebagai suatu syarikat berhad bagi menganjurkan tujuan-tujuan khairat atau berguna kepada masyarakat sebagaimana yang dinyatakan dalam Tatawujud Persatuan "**YAYASAN**" tersebut;
- (b) bahawa "**YAYASAN**" tersebut bercadang untuk menggunakan semua keuntungannya dan lain-lain pendapatan untuk menganjurkan tujuan-tujuan khairat dan berguna yang tersebut itu ;
- (c) bahawa "**YAYASAN**" tersebut adalah dilarang oleh Perlembagaannya dari membayar apa-apa dividen kepada ahli-ahlinya.

MAKA dengan ini saya, Tan Sri Dato' Haji Muhyiddin Haji Mohd Yassin, Menteri Perdagangan Dalam Negeri dan Hal Ehwai Pengguna Malaysia, mengarahkan menurut kuasa-kuasa yang diberi kepada saya oleh seksyen 24(1) Akta Syarikat 1965, bahawa "**YAYASAN**" tersebut didaftarkan sebagai suatu syarikat dengan tanggungan berhad tanpa perkataan "**BERHAD**" kepada namanya.

Bertarikh: 8.6.2000

(**TAN SRI DATO' HAJI MUHYIDDIN HAJI MOHD YASSIN**)

Menteri Perdagangan Dalam Negeri
dan Hal Ehwai Pengguna
Malaysia

The Companies Act, 1965

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

MEMORANDUM OF ASSOCIATION

OF

YAYASAN HASH HERITAGE

1. The name of the company is **YAYASAN HASH HERITAGE** (hereinafter referred to as "**the Foundation**").
2. The registered office of the Company will be situated in Malaysia.
3. The objects for which the Company is established are:-
 - (1) To rebuild The Hash House for use as a recreational centre for the interest of people and hashers both locally and worldwide and maintaining and preserving the Hash House so rebuilt.
 - (2) To advance, promote and implement the heritage aspects of the sport of "Hashing" for the interest of the people both locally and worldwide.
 - (3) To establish, maintain, manage and improve an archive and library of articles, documents, materials, publications and records concerning the history and development of the sport of "Hashing" and by ensuring the preservation of the same.
 - (4) To receive and administer funds for the preservation of the Hash House, education and charitable purposes and to provide a platform to those who wish to contribute towards education, health, scientific and charitable purposes, all for public welfare and for no other purposes.

- (5) To subscribe and to grant donations and funds to local or national institutions or organisations approved by the Director General of Inland Revenue and the Director General of Welfare.
- (6) To receive any gift whether moveable or pecuniary and whether or not subject to any trust for anyone or more of the objects of the Foundation.
- (7) To take such steps by personal appeals only as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Foundation in the form of donations, grants, loans, legacy, subscriptions or otherwise.
- (8) To purchase, take on lease or otherwise acquire for the purposes of the Foundation and to hold any estates, lands, buildings, easements or other interests in movable or immovable property which may be deemed necessary or convenient for any of the purposes of the Foundation PROVIDED that the Foundation shall not acquire, charge, mortgage or dispose of any land without the consent of the Minister charged with the responsibility for companies.
- (9) To construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Foundation.
- (10) To let on lease or on hire the whole or any part of the movable property of the Foundation on such tenure as the Board shall determine.
- (11) To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices, workshops, mills, plants, machinery and other things found necessary or convenient for the purpose of the Foundation.
- (12) To purchase, acquire, hold, sell and deal in shares, stocks, debentures, stocks, bonds, obligations, and securities issued or guaranteed by the Malaysian Government, State Government or public body or authority PROVIDED that the Foundation shall not develop or turn into account any interest in such properties for commercial purposes.
- (13) To sell, dispose of, or transfer any property and undertaking of the Foundation or any part thereof, for any consideration which the Foundation may see fit to accept.
- (14) To accept stock or share, mortgage debentures or other securities of any company in payment or payment for any services rendered or for any sale made to or debt owing from any such company.

- (15) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory notes, and other negotiable instruments.
- (16) To invest in Malaysia the moneys of the Foundation not immediately required in such manner as from time to time may be determined, PROVIDED that the Foundation shall not invest in or incorporate any subsidiary company.
- (17) To engage and appoint and pay such officers, clerks, agents, servants or persons to perform such duties or services for the proper administration and management of the Foundation and to remove and suspend the same.
- (18) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of the Foundation and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law.
- (19) To borrow and raise money in such manner as the Foundation may think fit.
- (20) To do all or any of the matters hereby authorised in any part of Malaysia either alone or in conjunction with, or as trustees or agents, for any company association or person, and by or through trustee or agents.
- (21) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of powers of the Foundation.

PROVIDED that:

- (i) the provisions of the Third Schedule of the Companies Act shall not apply to the Foundation and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule; unless expressly included in this Memorandum and Articles of Association with the approval in writing of the Minister charged with the responsibility for companies; and
- (ii) the Foundation shall not support with its funds any political organisation or society or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which, if any were included in the objects of the Foundation would make it a Trade Union within the meaning of the Trade Union Ordinance.

4. There shall be a Board of Trustees for the management of the affairs of the Foundation (hereinafter referred to as "the Board").
5. The income and property of the Foundation whensoever derived shall be applied solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Foundation PROVIDED that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Foundation in return for any professional services rendered to the Foundation nor prevent the payment of interest at the current bank rate on any loan advanced by members of the Foundation to promote, the object thereof or reasonable and proper rent for premises demised or let by any member of the Foundation; but so that no member of the Board shall be appointed to any salaried office of the Foundation paid by fees, and that no remuneration or the benefit in money's worth shall be given by the Foundation to any member of the Board except repayment of out-of-pocket expenses of the Foundation as aforesaid.
6. No addition alteration or amendment shall be made to or in the provisions contained in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Minister charged with the responsibility for companies.
7. No person shall be appointed as a member of the Board unless his appointment has been approved by the Minister.
8. The Board and the trustees of the Foundation shall always ensure that the Foundation or the fund of the Foundation is not being used for any form of political activity or for unlawful purpose or any purpose prejudicial to or incompatible with peace, welfare, security, public order, good order or morality in Malaysia or for any purpose prejudicial to national security or public interest.
9. The Foundation shall apply at least 70% of all income and donations received or whatever percentage approved by the Director General of Inland Revenue for non-commercial purposes and solely towards the promotion of the objects of the Foundation as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the trustees of the Foundation. PROVIDED that nothing herein shall prevent the payment, in good faith of the remuneration to any officer or servants of the Foundation but so that no member of the Committee shall appointed to any salaried office of the Foundation or any office of the Foundation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Foundation to any member of the committee except repayment of out-of-pocket expenses.

10. The liability of the members is limited.
11. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the trustees of the Foundation, but shall be given or transferred to some other institution or institutions or organisation having objects similar to the objects of the Foundation and having been approved by the Director-General of Inland Revenue, Malaysia at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, to some other funds of similar organisation or some charitable object approved by the Director-General of Inland Revenue, Malaysia
12. Every trustee of the Foundation undertakes to contribute to the assets of the Foundation in the event of the Foundation being wound up during the time that he is a trustee or within one year after he ceased to be a trustee for payment of debts and liabilities of the Foundation contracted before and for the adjustment of rights of the contributories amongst themselves, such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00)
13. True accounts shall be kept of the sums of money received and expended by the Foundation, and the matter in respect of which such receipt, and expenditure takes place, and of the property, credits and liabilities of the Foundation and subjects to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Foundation for the time being, shall be open for the inspection of the members. Once at least in every calendar year the accounts of the Foundation shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

We the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into association in pursuance of this Memorandum of Association.

Name, address and Descriptions of Subscribers	Signature of Subscribers
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FU CHEE CHENG @ FOO CHEE CHENG

Date of Birth : 1 January 1934
 New Identity Card No : 340101-11-5079
 Old Identity Card No : 7684227
 A1-1, Bangsar Indah,
 Lorong Maarof
 59100 Kuala Lumpur
 Wilayah Persekutuan
 Director

Company

WILLIAM PAUL PANTON

Date of Birth : 6 May 1927
 New Identity Card No : -
 Old Identity Card No : 7887392 (Red)
 30, Jalan Semantan Dua
 50490 Kuala Lumpur
 Wilayah Persekutuan

Company Director

RICHARD KEITH JONES

Date of Birth : 6 September 1929
 New Identity Card No : 290906-71-5319
 Old Identity Card No : 3584344
 Apartment MG6
 No. 1 Persiaran Gurney
 10250 Penang

Company Director

Dated this day of

Witness to the above signatures:

Andrew Bryan Perera
 (BC/A/852)
 No. 2, Jalan Bukit Mewah 35
 Taman Bukit Mewah
 43000 Kajang, Selangor
 NRIC : 520709-10-5985(B)

We the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into association in pursuance of this Memorandum of Association.

Name, address and Descriptions of Subscribers	Signature of Subscribers
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BERNARD KHOO CHONG PHOE

Date of Birth : 3 May 1941
 New Identity Card No : 410503-13-5137
 Old Identity Card No : K0206336
 No. 13, Jalan 12/21A
 46200 Petaling Jaya
 Selangor Darul Ehsan

Company Director

JOSEPH A/L DORAISAMY

Date of Birth : 25 April 1948
 New Identity Card No : 480425-71-5067
 Old Identity Card No : 7874425
 No. 8 Jalan KOOP Cuepacs 2E
 43200 Batu 9, Cheras
 Wilayah Persekutuan

Company Director

YEE KANG WA

Date of Birth : 1 February 1947
 New Identity Card No : 470201-05-5347
 Old Identity Card No : 1296255
 No. 63, Jalan 1/5
 Villa Heights
 43000 Kajang
 Selangor Darul Ehsan

Company Director

Dated this day of

Witness to the above signatures:

Andrew Bryan Perera
 (BC/A/852)
 No. 2, Jalan Bukit Mewah 35
 Taman Bukit Mewah
 43000 Kajang, Selangor
 NRIC : 520709-10-5985(B)

We the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into association in pursuance of this Memorandum of Association.

Name, address and Descriptions of Subscribers	Signature of Subscribers
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AHMAD BIN YUSOF

Date of Birth : 4 August 1952
 New Identity Card No : 520804-05-5269
 Old Identity Card No : 4430380
 No. 1, Taman Bukit Chedang
 70300 Seremban
 Negeri Sembilan

Company Director

Dated this day of

Witness to the above signatures:

Andrew Bryan Perera
 (BC/A/852)
 No. 2, Jalan Bukit Mewah 35
 Taman Bukit Mewah
 43000 Kajang, Selangor
 NRIC : 520709-10-5985(B)

**The Companies Act, 1965
Malaysia**

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

ARTICLES OF ASSOCIATION

OF

YAYASAN HASH HERITAGE

Interpretation

[1] In these articles:-

- | | |
|------------------|---|
| “The Foundation” | means YAYASAN HASH HERITAGE. |
| “The Board” | means the Board of Trustees hereby set up for the management of the affairs of the Foundation. |
| “The Act” | means the Companies Act 1965 or any statutory modifications or amendment thereof for the time being. |
| “The Secretary” | means any person who is a holder of a secretary licence or a member of a prescribed body appointed to perform the duties of the secretary of the Foundation. |
| “The Trustees” | means the members of the Board of Trustees or other the trustees or trustee for the time being of this Foundation and “Trustee” means each and any of the Trustees. |

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender only shall include the feminine gender

Subject as aforesaid words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, 1967 and of the Act as in force at the date at which these Articles becoming binding on the Foundation.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the Foundation.

Members

- [2] The number of trustees to which the foundation proposes to be registered is not to be more than 100 but the Board may from time to time register an increase or reduction in the number of trustees
- [3] The trustees of the Foundation shall be the subscribers to the memorandum of association and such other persons who shall be admitted to membership in accordance with the Articles and shall be entered in the Register of Trustees accordingly and that person shall be a trustee thereof. The Honorary trustees hereinafter mentioned shall also be deemed to be trustees of the Foundation.
- [4] Memberships of the Foundation shall comprise the following classes:-

i) Trustee

Membership of this class shall be open to any person. Any previous Founder Life member or ordinary member will henceforth be known as trustee under this class of membership.

ii) Not Applicable

iii) Honorary Trustee

Membership of this class shall be open to any auxiliaries and benefactors and those by direct participation in the work or by regular contributions to the Foundation

- [5] No person shall be admitted to membership unless he shall first have submitted to the Foundation an application for membership accompanied by any prescribed entry fee and subscription. Every application for membership shall be in writing containing such particulars as the Board may from time to time prescribe. Admission to membership of any person who makes an application to the Foundation shall be at the sole discretion of the Board and the Board may reject any application for membership without assigning any reason thereof.
- [6] The Board may admit to honorary trusteeship of the Foundation persons distinguished in commerce or finance or who have rendered public services and who shall not be required to pay any subscription or be under any liability in the event of the Foundation being wound up.

Entries in The Register of Members

- [7] The secretary shall cause to be entered the name and address of each trusteeship in the Register of Trustees upon his admission to membership

Entrance Fees and Subscription

- [8] The entrance fees payable by Trustees shall be of such amount and payable on such dates in such manner as the Board may from time to time prescribe.
- [9] The entrance fees payable under these articles may be computed as follows:
- a) A Trustee shall pay an entrance fee of RM1,000.00
 - b) An Honorary Trustee shall not be required to pay any entrance fee.

Cessation of Membership

- [10] A trustee shall cease to be a **trustee** of the Foundation and his name shall be removed from the Register of **Trustees** in any one of the following events:-
- (a) In the event of death;
 - (b) If he by notice in writing to the Foundation resigns his **trusteeship**;
 - (c) If he becomes of unsound mind;
 - (d) If he is convicted or indicted of any criminal offences;
 - (e) If he shall be adjudged bankrupt or make any composition or arrangement with his creditors

(g) Provided that in the events mentioned in paragraphs (d) and (e) the Board shall restore his name to the list if his bankruptcy is annulled or his conviction is set aside, as the case may be.

- [11] The decision of the Board to whether any member has come within the provision of this article shall be final and binding on any such member.

Expulsion

- [12] Majority of **trustees** present and voting at an annual or extraordinary general meeting may by resolution expel any **trustee** whose conduct in their opinion renders him unfit to be **trustee** of the Foundation. Any such person shall as from the passing of such resolution cease to be a **trustee** of the Foundation although he shall be eligible for re-admission as a **Trustee** of the Foundation upon the expiry of two (2) years from the date of such cessation.

General Meetings

- [13] The Foundation shall hold once every year a general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one general meeting and that of the next. Provided that so long as the Foundation holds its first annual general meeting within eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
- [14] All general meeting other than annual general meetings shall be called extraordinary general meetings.
- [15] The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 144 of the Act.

Notice of General Meeting

- [16] An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one day's notice in writing at least, and a meeting of the Foundation other than an annual general meeting or meeting for the passing of a special resolution shall be called by fourteen day's notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that

business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Foundation in general meeting, to such persons as are under the articles of Foundation, entitled to receive such notices from the Foundation.

Provided that a meeting of the Foundation shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed :-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in numbers having a right to attend and vote at the meeting, being majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all members.

- [17] The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

- [18] All business shall be special that transacted at an extraordinary general meeting, and also that is transacted at annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the report of the Board and auditors, the election of trustees of the Board in the place of those retiring and the appointment of, and fixing of the remuneration of, the auditors
- [19] No business shall be transacted at any general meeting unless a quorum of trustees is present at the time when the meeting proceeds to business. Save as hereinafter provided, 10 trustees present in person shall be quorum.
- [20] If within half-an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by the requisition of trustees, shall be dissolved; in any other case it shall stand adjourned to the same day for half-an-hour at the same place and if the quorum is not met again, the trustees present shall constitute a quorum.
- [21] The chairman of the Board shall preside as chairman at every general meeting of the Foundation or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or unwilling to act the members of the Foundation present shall elect one of their members to be the chairman of the meeting.

- [22] If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding of the meeting, the trustee present shall choose one of their number to be chairman of the meeting.
- [23] The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting.
- [24] At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result on the show of hands) demanded:-
- (a) By the chairman; or
 - (b) By at least three trustees present in person or by proxy.
- [25] In the case of an equality of votes, whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- [26] A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- [27] Subject to the provisions of the Act a resolution in writing signed by all trustees for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Foundation duly convened and held.

Votes of Members

- [28] Every trustee shall have one vote. An Honorary trustee shall not be entitled to vote.
- [29] Deleted

- [30] Subject to any rights or restrictions for the time being attaching to any trusteeship, at meetings of trustees each trustee entitled to vote in person or by proxy and on a show of hands every person present who is a trustee or a representative of a trustee shall have one vote, and on a poll every trustee present in person or by proxy shall have one vote. A trustee shall be entitled to appoint only one proxy to attend and vote at the meeting of trustee
- [31] The instrument appointing a proxy shall be in writing. A proxy must be a trustee of the Foundation.
- [32] An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits :-

YAYASAN HASH HERITAGE

I/Weofbeing a trustee of the above named Foundation hereby appointof or failing himofas my /our proxy to vote for me/us on my/our behalf at annual (extraordinary) general meeting of the said Foundation to be held on the day of19....., and at any adjournment thereof.

[Signatures]

- [33] The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- [34] (i) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity revocation of aforesaid shall have been received by the Foundation at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (ii) The instrument appointing a proxy under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the **Foundation**, or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default the instrument of proxy shall not be treated as valid.

The Board

[35] The business of the Foundation shall be managed by a Board. Unless otherwise determined by the Foundation in general meetings the number of member of the Board shall not be less than seven (7) and not more than eleven (11)

[36] The Board shall comprise of:-

- (1) One (1) Trustee who shall be the Director General of the Ministry of Tourism and or his/her nominee.
- (2) One (1) Trustee who shall be the Director General of Inland Revenue or his/her nominee.
- (3) Nine other trustees of whom none shall be a Honorary Trustee

The structure of the Board may be changed by the Board from time to time.

[37] The first members of the Board shall be:-

- (a) FU CHEE CHENG @ FOO CHEE CHENG
- (b) WILLIAM PAUL PANTON
- (c) RICHARD KEITH JONES
- (d) KHOO CHONG PHOE
- (e) JOSEPH A/L DORAISAMY
- (f) YEE KANG WA
- (g) AHMAD BIN YUSOF

[38] The Trustees of the Board shall be paid reasonable expenses properly incurred by them in attending and returning from meetings of the Board or any committee or committees of the Board or the general meetings of the Foundation with or in respect of any other matters connected with the Foundation but shall not otherwise be entitled to any fees or remuneration

Borrowing Powers

- [39] The Board may exercise all powers of the Foundation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Foundation.

Power and Duties of the Board

- [40] The business of the Foundation shall be managed by the Board, who may pay all the expenses incurred in promoting and registering the Foundation and may exercise all such powers of the Foundation as are not, by the Act or these articles, required to be exercised by the Foundation in general meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Foundation in general meeting; but no regulation made by the Foundation in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- [41] The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Foundation for such purpose and such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.
- [42] All cheques, promissory notes, draft, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Foundation shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

Minutes of Meetings

- [43] The Board shall cause minutes to be made in books provided for the purpose:-
- a) of all appointment of officers made by the Board,
 - b) the names of all the member of the Board present at each meeting of the Board and of any committee of the Board,
 - c) of all resolutions and proceedings at all meetings of the Foundation, and of the Board and any committee of the Board and every Trustee present at any meeting of the Board or committee of the Board shall sign his name in a book to be kept for that purpose.

Disqualification of Trustees

- [44] The office of a **member of the Board** shall be vacated if the Trustee:-
- (a) Holds any office of profit under the Foundation; or
 - (b) Becomes bankrupt or makes any arrangement or compromise with his creditors generally; or
 - (c) Becomes prohibited or disqualified from being a **member of the Board** of the Foundation under any provisions of the Acts;
 - (d) Becomes of unsound mind;
 - (e) Resigns his office by notice in writing to Foundation;
 - (f) Is removed by ordinary resolution of the Foundation;
 - (g) Absents himself without leave from the meetings of the Board for three times or more, if he has not already resigned shall at the end of three times be deemed to have resigned.
 - (h) Is directly or indirectly interested in any contract with the Foundation and fails to declare the nature of his interest in the manner required by section 131 of the Act.
- [45] A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted

Rotation of The Trustees

- [46] At the first annual general meeting of the Foundation all the Trustees referred to in Article [37] hereof shall retire from office but shall be eligible for re-election.
- [47] (i) At every subsequent Annual General Meeting four trustees of the Board other than the Director General of the Ministry of Tourism or his/her nominee and the Director General of Inland Revenue or his/her nominee shall retire from office but shall be eligible for re-election. The four Trustees aforesaid shall be those who have been longest in office since their last election, but as between persons who become or were last re-elected trustees of the Board on the same day those to retire shall (unless they otherwise agreed among themselves) be determined by lot.
- (ii) Deleted

- [48] A retiring Trustee shall be eligible for re-election.
- [49] The first Trustees referred to in Article [37] hereof (hereinafter referred to as "**the first Trustees**") shall all be re-elected at the annual general meeting of the Foundation and shall consequently hold office for three (3) years.
- [50] Deleted
- [51] Without prejudice to Article [50] above, all Trustees may hold office for a maximum of three (3) successive terms of two (2) years each.
- [52] Deleted
- [53] The Foundation at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member of the Board shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board shall have been put to the meeting and lost.
- [54] No person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of the Board unless, not less than five and no more than twenty-one days before the date appointment for the meeting, there shall have been left at the registered office of the Foundation notice in writing, signed by a trustee duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. Notwithstanding the above, a trustee other than a retiring member of the Board shall vacate his office if his election as a member of the Board is not approved by the Minister.
- [55] The Board may from time to time by ordinary resolution increase or reduce the number of members of the Board and may also determine in what rotation the increased or reduced number is to go out of office.
- [56] The Board shall have the power at any time; and from time to time, to appoint any person to be a member of the Board either to fill a casual vacancy or as an addition to the existing Board but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with these articles. Any member of the Board so appointed shall hold office only until the next following annual general meeting, and then shall be eligible for-election, but shall not be taken into account in determining the Board who are to retire by rotation at such meeting.

- [57] The Foundation may by ordinary resolution of which special notice has been given in accordance with section 128 of the Act, remove any member of the Board before the expiration of this period of office notwithstanding anything in these articles or in any agreement between the Board and such member of the Board.
- [58] The Foundation may by ordinary resolution appoint another person in place of a Trustee removed from office under Article [57]. Without prejudice to the powers of the Board under Article [56] hereof the Foundation in general meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board.

Proceedings of The Board

- [59] The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board by giving them not less than seven days notice thereof unless such requirement is waived by them.
- [60] The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be four.
- [61] The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the articles of the Foundation as the necessary quorum of the Board the continuing members or member of the Board may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Foundation but for no other purpose.
- [62] The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the member of the Board present may choose one of their number to be chairman of the meeting.
- [63] (i) The Board may from time to time delegate any of their powers to a committee or committees consisting of such members who may not necessary be a trustee of the Foundation as they think fit and with such powers as the Board may prescribe, provided that such powers do not exceed those vested in or exercisable by the Board under these articles.

- (ii) The Board may make such Bye Laws as it may think fit:-
 - (a) To prescribe the procedure of the Board or of any committee or committees;
 - (b) For the election of candidates for trusteeship;
 - (c) For the conduct and management of activities promoted by the Foundation;
 - (d) For the use of The Hash House and its grounds;
 - (e) Generally for any other matters conducive to the welfare and conduct of the Foundation and its trustees; and
 - (f) For the proper management of The Hash House;
 - (iii) The Board may rescind, add to, amend or otherwise alter any Bye Law.
 - (iv) Bye Laws made, rescinded, added to, amended or altered under this Articles shall have no effect unless confirmed by the Board at its subsequent meeting.
 - (v) Upon confirmation the Bye Laws, rescission, Additions, amendments or alteration shall become binding upon all trustees of the Foundation.
 - (vi) All decision of the committees is subject to the Board approval.
- [64] The committee or committees may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the trustees present may choose one of their number to be chairman of the meeting
- [65] A committee **or committees** may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- [66] All acts done by any meeting of the Board or of a committee or committees of the Board or by any person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board

- [67] A resolution in writing, signed by all the members of the Board present in Malaysia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

Secretary

- [68] The secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them. The first secretary of the Foundation shall be MR. ANDREW BRYAN PERERA (BC/A/852) and MR. YAP KAI WENG (MAICSA 74580).

- [69] The office of the Secretary shall become vacant if the secretary resigns his office by notice in writing to the Foundation.

- [70] A provision of the Act or these articles requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as, or in place of, the secretary.

The Seal

- [71] The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

Accounts

- [72] The Board shall cause proper books of accounts to be kept with respect:-
- (a) all sums of money received and expended by the Foundation and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Foundation; and
 - (c) the assets and liabilities of the Foundation.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Foundation affairs and to explain its transaction.

- [73] The books of account shall be kept at the registered office of the Foundation or, subject to section 167(3) of the Act, at such other place or places as the Board thinks fit and shall always be open to the inspection by the member of the Board.
- [74] The Board shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to the inspection of members not being members of the Board.
- [75] The Board shall from time to time in accordance with the requirement of the Act cause to be prepared and to be laid before the Foundation in general meeting such profit and loss accounts, balance sheets and any reports as are referred to in the Act.
- [76] A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in general meeting, together with a copy of the auditor's report, shall not less than fourteen days before the date of the meeting be sent to every member of, and every holder of debentures of, the Foundation

Audit

- [77] Auditor shall be appointed and their duties regulated in accordance with section 174 to 175 of the Act.

Notices

- [78] Any notice may be given by the Foundation to any **trustee** either personally or by sending to him or to his registered address or to the address, if any, within Malaysia supplied by him to the Foundation for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice in the ordinary course of post.
- [79] Notices of every general meeting shall be given in any manner herein after authorised to:-
- (a) every trustee except those members who have not supplied to the Foundation an address within Malaysia for the giving of notices to them; and
 - (b) the auditors for the time being of the Foundation.

No other person shall be entitled to receive notices of general meetings

Indemnity

- [80] Subject to the provision of and so far as may be permitted by the Act, every member of the Board, auditor or other officer of the Foundation shall be entitled to be indemnified by the Foundation against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done by the meeting or omitted by him as an officer or employee of the Foundation and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

We, the several persons whose names, addresses are subscribed hereunder being subscribed hereby agree with the foregoing Articles of Association.

Name, address and Descriptions of Subscribers	Signature of Subscribers
--	-----------------------------

FU CHEE CHENG @ FOO CHEE CHENG

Date of Birth : 1 January 1934
 New Identity Card No : 340101-11-5079
 Old Identity Card No : 7684227
 A1-1, Bangsar Indah,
 Lorong Maarof
 59100 Kuala Lumpur
 Wilayah Persekutuan

Company Director

WILLIAM PAUL PANTON

Date of Birth : 6 May 1927
 New Identity Card No : -
 Old Identity Card No : 7887392 (Red)
 30, Jalan Semantan Dua
 50490 Kuala Lumpur
 Wilayah Persekutuan

Company Director

RICHARD KEITH JONES

Date of Birth : 6 September 1929
 New Identity Card No : 290906-71-5319
 Old Identity Card No : 3584344
 Apartment MG6
 No. 1, Persiaran Gurney
 10250 Penang

Company Director

Dated this day of

Witness to the above signatures :

Andrew Bryan Perera
 (BC/A/852)
 No. 2, Jalan Bukit Mewah 35
 Taman Bukit Mewah
 43000 Kajang, Selangor
 NRIC : 520709-10-5985(B)

We, the several persons whose names, addresses are subscribed hereunder being subscribed hereby agree with the foregoing Articles of Association.

Name, address and Descriptions of Subscribers	Signature of Subscribers
--	-----------------------------

BERNARD KHOO CHONG PHOE

Date of Birth : 3 May 1941
 New Identity Card No : 410503-13-5137
 Old Identity Card No : K0206336
 No. 13, Jalan 12/21A
 46200 Petaling Jaya
 Selangor Darul Ehsan

Company Director

JOSEPH A/L DORAISAMY

Date of Birth : 25 April 1948
 New Identity Card No : 480425-71-5067
 Old Identity Card No : 7874425
 No. 8 Jalan KOOP Cuepacs 2E
 43200 Batu 9, Cheras
 Wilayah Persekutuan

Company Director

YEE KANG WA

Date of Birth : 1 February 1947
 New Identity Card No : 470201-05-5347
 Old Identity Card No : 1296255
 No. 63, Jalan 1/5
 Villa Heights
 43000 Kajang
 Selangor Darul Ehsan

Company Director

Dated this day of

Witness to the above signatures :
 Andrew Bryan Perera
 (BC/A/852)
 No. 2, Jalan Bukit Mewah 35
 Taman Bukit Mewah
 43000 Kajang, Selangor
 NRIC : 520709-10-5985(B)

We, the several persons whose names, addresses are subscribed hereunder being subscribed hereby agree with the foregoing Articles of Association.

Name, address and Descriptions of Subscribers	Signature of Subscribers
--	-----------------------------

AHMAD BIN YUSOF

Date of Birth : 4 August 1952
 New Identity Card No : 520804-05-5269
 Old Identity Card No : 4430380

No. 1, Taman Bukit Chedang
 70300 Seremban
 Negeri Sembilan

Company Director

Dated this day of

Witness to the above signatures:

LODGED BY : BRYAN PERERA QUAH & PARTNERS

No. 30-3, Lorong 6A/91
 Taman Shamelin Perkasa
 56100 Kuala Lumpur
 TEL : 03-9819301/311/357
 FAX : 03-9819382

ANDREW BRYAN PERERA
 (BC/A/852)
 No. 2, Jalan Bukit Mewah 35
 Taman Bukit Mewah
 43000 Kajang
 Selangor
 NRIC : 520709-10-5985