

THE COMPANIES ACT, 1965
MALAYSIA

PUBLIC COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WETLANDS INTERNATIONAL-ASIA PACIFIC

(Company No. 394031 - D)

Incorporating all amendments up to 16 September 2003

Incorporated on the 13th day of July 1996



8 AUG 2014

Lot 03-16, Tingkat 3, Kompleks KIN, 40000 Shah



**SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA**

BORANG 13

AKTA SYARIKAT 1965

[Seksyen 23 (2)]

No. Syarikat

394031	D
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**PERAKUAN PEMERBADANAN ATAS
PERTUKARAN NAMA SYARIKAT**

Adalah diperakui bahawa

WETLANDS INTERNATIONAL-ASIA PACIFIC

Lot 03-16, Tingkat 3,
Kompleks PKNS,
40000 Shah Alam,
1965, Darul Ehsan.
Tel: 012-627 4140

yang telah diperbadankan di bawah Akta Syarikat

13 haribulan Julai 1996, sebagai sebuah syarikat

Awam, pada 29 haribulan Januari 2004

telah menukar namanya kepada

- 8 AUG 2014

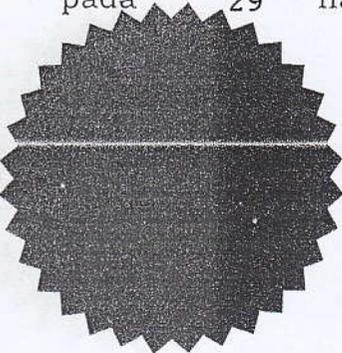
WETLANDS INTERNATIONAL

dan bahawa syarikat ini adalah sebuah syarikat Awam

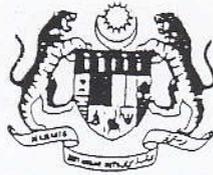
dan adalah sebuah syarikat berhad menurut Jaminan

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur

pada 29 haribulan Januari 2004



**PUTEH BT MAHMOOD
PENOLONG PENDAFTAR SYARIKAT
MALAYSIA**



CERTIFIED TRUE COPY

Leong Oi Wah
Secretary

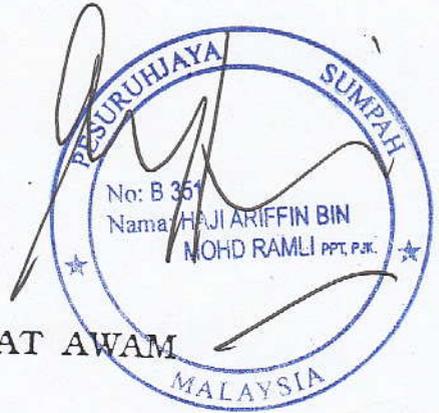
PEJABAT PENDAFTAR SYARIKAT
(Registry of Companies)
MALAYSIA

LEONG OI WAH
(MAICSA 7023802)
5 MAR 2004

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

No. Syarikat

394031	D
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PERAKUAN PEMERBADANAN SYARIKAT AWAM

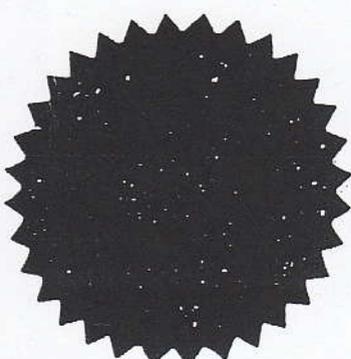
Adalah diperakui bahawa

WETLANDS INTERNATIONAL-ASIA PACIFIC

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Tel: 012-627 4140

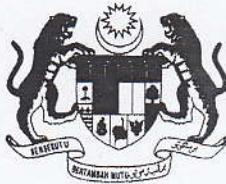
telah diperbadankan di bawah Akta Syarikat 1965, pada 8 AUG 2014
mulai dari 13 haribulan Julai 1996, dan bahawa
syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur
pada 13 haribulan Julai 1996.



Raja Habibah Bte Raja Saidin

RAJA HABIBAH BTE RAJA SAIDIN
Penolong Pendaftar Syarikat
Malaysia



MENTERI PERDAGANGAN DALAM NEGERI
DAN HAL EHWAL PENGGUNA MALAYSIA

BORANG 15

AKTA SYARIKAT 1965

LESEN DI BAWAH SEKSYEN 24(1) *

di peringkat 2,
Kompleks PKNS,
4000 Shah Alam,
Selangor Darul Ehsan
Tel: 012-627 4140



Bahawasanya telah dibuktikan dengan buktinya saya

- 8 AUG 2014
- (a) bahawa suatu syarikat bernama INTERNATIONAL-ASIA PACIFIC (kemudian daripada ini disebut sebagai "INTERNATIONAL" tersebut) hendak ditubuhkan sebagai suatu syarikat berhad bagi menganjurkan tujuan-tujuan khairat atau berguna yang dinyatakan dalam Tatawujud Persatuan "INTERNATIONAL" tersebut;
 - (b) bahawa "INTERNATIONAL" tersebut bercadang hendak menggunakan semua keuntungannya dan lain-lain pendapatan untuk menganjurkan tujuan-tujuan khairat dan berguna yang tersebut itu;
 - (c) bahawa "INTERNATIONAL" tersebut adalah dilarang oleh Perlembagaannya dari membayar apa-apa dividen kepada ahli-ahlinya.

Maka dengan ini saya, Dato' (Dr) Haji Abu Hassan bin Haji Omar, Menteri Perdagangan Dalam Negeri dan Hal Ehwat Pengguna Malaysia, dengan ini mengarahkan, menurut kuasa-kuasa yang diberi kepada saya oleh Seksyen 24(1) Akta Syarikat 1965, bahawa "INTERNATIONAL" tersebut didaftarkan sebagai suatu syarikat dengan tanggungan berhad tanpa perkataan "BERHAD" kepada namanya.

Bertarikh:

13 Jul 1992

(DATO' (DR) HAJI ABU HASSAN BIN HAJI OMAR)
Menteri Perdagangan Dalam Negeri
dan Hal Ehwat Pengguna Malaysia



MENTERI PERDAGANGAN DALAM NEGERI
DAN HAL EHWAL PENGGUNA MALAYSIA

AKTA SYARIKAT 1965

PERSETUJUAN DI BAWAH SEKSYEN 22(1)

WETLANDS INTERNATIONAL-ASIA PACIFIC



Menurut Seksyen 22(1), Akta Syarikat 1965, saya

Dato' (Dr) Haji Abu Hassan bin Haji Omar, Menteri

Perdagangan Dalam Negeri dan Hal Ehwal Pengguna

Malaysia, dengan ini memberi persetujuan saya

untuk sebuah syarikat Berhad Menurut Jaminan Yang

akan dipemerbadankan iaitu WETLANDS

INTERNATIONAL-ASIA PACIFIC menggunakan perkataan

"INTERNATIONAL" dan menggugurkan perkataan

"BERHAD" di dalam namanya.

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Selangor Darul Ehsan.
Tel: 012-627 4140

8 AUG 2014

Bertarikh: 11 Jul 1998

(DATO' (DR) HAJI ABU HASSAN BIN HAJI OMAR)
Menteri Perdagangan Dalam Negeri
dan Hal Ehwal Pengguna Malaysia

THE COMPANIES ACT, 1965

COMPANY LIMITED BY
GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
WETLANDS INTERNATIONAL-ASIA PACIFIC

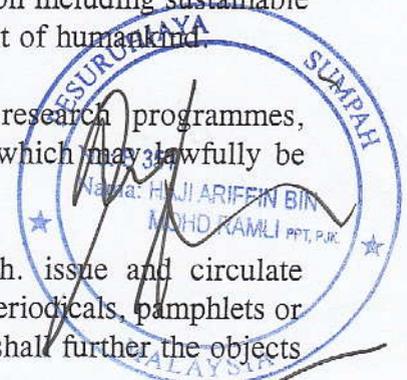


1. The name of the Company is "WETLANDS INTERNATIONAL ASIA PACIFIC" (hereinafter called "WI-AP").
2. The registered office of WI-AP will be situated in Malaysia
3. (1) The objects for which WI-AP is established are:
 - (a) To receive and administer funds and to secure, grant and receive donations for charitable, educational, scientific and research purposes as an organization which is not operated or conducted primarily for profit, all for the well-being of humankind and for no other purposes and to this end:
 - (i) to promote the protection and sustainable use of wetlands and their resources primarily in the Asia-Pacific Region in furtherance of the objects of Wetlands International, a company limited by guarantee incorporated in the United Kingdom.
 - (ii) to advance public education in and promote research on the ecology, values, conservation and management of the natural environment especially wetlands, being lakes, rivers, swamps, mangroves, estuaries and associated environments primarily in the Asia-Pacific region which are of importance to the heritage and well-being of humankind and to publish the useful results of such research.

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- (iii) to facilitate and support cooperation and partnership with like-minded agencies in other regions of the world to advance the cause of protection and sustainable use of the world's wetlands.
- (iv) to further any charitable purpose which will promote and assist in the implementation of the conservation including sustainable management of wetlands for the benefit of humankind.
- (b) To undertake, execute, manage or assist research programmes, evaluation studies and conservation projects which may lawfully be undertaken, managed or assisted by WI-AP.
- (c) To procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes as shall further the objects of WI-AP.
- (d) To arrange and provide for or join in arranging and providing for the holding of lectures, classes, seminars, training courses and exhibitions.
- (e) To raise funds and to invite and receive contributions from any person or persons or organizations whatever by way of subscription, donation and otherwise for the benefit and advancement of the objects of WI-AP.
- (f) To borrow or raise money for the benefit and advancement of all the objects of WI-AP.
- (g) To guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the benefit and advancement of the objects of WI-AP.
- (h) To establish and support or aid in the establishment and support of or to amalgamate with any other charitable associations or institutions and to subscribe, lend or guarantee money for charitable purposes in any way connected with the purposes of WI-AP or calculated to further its objects.
- (i) To amalgamate, merge or join in with any charity having charitable objects wholly or in part similar to those of WI-AP for the purposes of better effectuating the objects of WI-AP.



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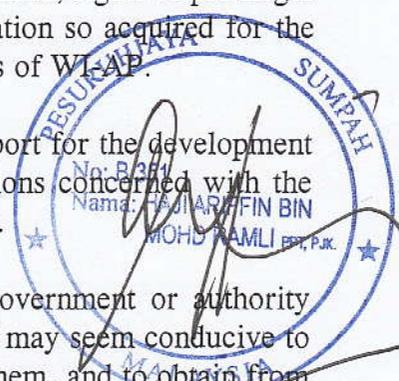
- (j) Subject to WI-AP obtaining a licence under Section 19(2) of the Companies Act, 1965, to purchase, take on lease or otherwise acquire for the purposes of WI-AP and to hold any estates, lands, buildings, easements or other interests in immovable property, and to sell and let on lease or otherwise dispose of or grant rights over any immovable property belonging to WI-AP.
- (k) To purchase, take on lease or otherwise acquire for the purposes of WI-AP and to hold any movable property or interests in movable property, and to sell and let on lease or otherwise dispose of or grant rights over any movable property belonging to WI-AP.
- (l) To engage or employ such personnel (whether as employees, consultants, advisers or however) as may be requisite for the furtherance of the objects of WI-AP and on such terms as the Council (as defined in Clause 5 hereof) may think fit.
- (m) To develop and turn to account any interest in immovable property acquired by WI-AP or in which WI-AP is interested for the furtherance of the objects of WI-AP including but not limited to, restoration, creation or management of wetland sites, construction or maintenance of information, training, research centres or other buildings or offices.
- (n) To purchase, acquire, hold, sell and deal in shares, stocks, debentures, debentures stocks, bonds, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissioner, public body or authority, supreme, municipal local or otherwise wherever situate.
- (o) To open and operate bank accounts and to draw, accept, make, endorse, discount or negotiate bills of exchange, promissory notes and other negotiable instruments.
- (p) To invest the money of WI-AP not immediately required for its own purposes in such manner as may be thought fit.
- (q) To establish, promote, assist and to direct, manage and maintain any agency or branch of WI-AP or any company in any part of Malaysia or elsewhere in the world to carry on any authorized activity of WI-AP or for any other charitable purpose calculated to benefit WI-AP in the furtherance of its objects.



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- (r) To co-operate support, assist and collaborate with any persons or organizations for the purpose of advancing the said objects and on such terms and arrangements as WI-AP shall think fit.
- (s) To purchase, acquire or undertake all or any of the property, liabilities and engagements of charitable associations, societies or bodies with which WI-AP may co-operate or federate provided that WI-AP shall not use such property or interests for commercial purposes.
- (t) To apply for, purchase, or otherwise acquire or register and perfect any patents, brevets d'invention, patent rights, copyrights, trade marks, formulas, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention or process which may seem capable of being used for the benefit and advancement of any of the objects of WI-AP; and to use, exercise develop, or grant licences, rights or privileges in respect of the property, rights, or information so acquired for the benefit and advancement of any of the objects of WI-AP.
- (u) To provide technical and/or consultative support for the development and implementation of international conventions concerned with the conservation of wetlands and wetland species.
- (v) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of WI-AP's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which WI-AP may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges and concessions.
- (w) Generally to do all such lawful things as may appear to be incidental or conducive to the attainment of the above objects or any of them and provided that WI-AP shall always provide benefits to the Asia Pacific Region in general and to all Malaysians irrespective of race and creed.
- (x) To apply to the Director-General of Inland Revenue, Malaysia to classify WI-AP as an institution and/or organization which is not operated or conducted primarily for profit within the provisions of Section 44(7) of the Income Tax Act 1967 and as a charitable institution within the provisions of paragraph 13(1)(a) of Part 1 of Schedule 6 of the Income Tax Act, 1967 and for the purposes of the



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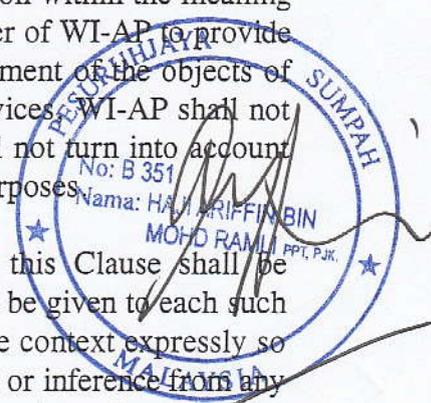
aforegoing classifications and in compliance with paragraph 13(2)(b) of Part 1 of Schedule 6 of the Income Tax Act 1967, WI-AP shall apply in a year of assessment not less than seventy percentum (70%) (or such percentage as may be permitted by the Director-General of Inland Revenue, Malaysia) of WI-AP's income and donations received for the basis period of that year of assessment towards the achievement of any of the activities set out in the objects clauses of WI-AP.

PROVIDED ALWAYS THAT WI-AP shall not support with its funds any political organization or any objects, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of WI-AP would make it a trade union within the meaning of the Trade Unions Act 1959. SUBJECT TO the power of WI-AP to provide services in relation to and for the benefit and advancement of the objects of WI-AP and to impose reasonable charges for such services, WI-AP shall not carry out or engage in any business activities and shall not turn into account any interests in WI-AP's properties for commercial purposes.

- (2) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of WI-AP.

- (3) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and WI-AP shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate body.

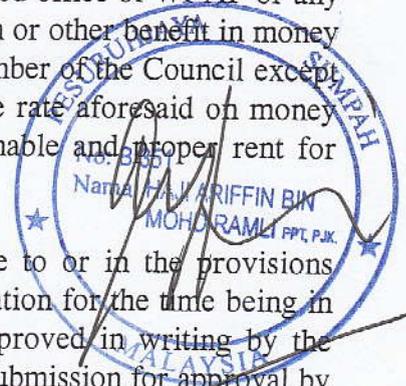
4. PROVIDED ALWAYS THAT the provisions of the Third Schedule of the Companies Act 1965 shall not apply to WI-AP and the foregoing paragraph shall be read and construed without reference to the provisions of that Schedule unless expressly included in the Memorandum and Articles of Association with the approval in writing of the Minister charged with responsibilities for companies pursuant to Section 19(1)(c) of the Companies Act 1965 and any reenactment thereof.
5. There shall be a Council of Management set up for the management of the affairs of WI-AP (hereinafter called "the Council").



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6. The income and property of WI-AP whensoever derived shall be applied solely towards the promotion of the objects of WI-AP 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 WI-AP PROVIDED THAT nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of WI-AP, or to any member of WI-AP, in return for any professional services rendered to WI-AP, nor prevent the payment of interest at the current bank rate on any loan advanced by members of WI-AP to promote the objects thereof or reasonable and proper rent for premises demised or let by any member to WI-AP but so that no member of the Council shall be appointed to any salaried office of WI-AP or any office of WI-AP paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by WI-AP to any member of the Council except payment of out-of-pocket expenses and interest at the rate aforesaid on money lent, or in respect of professional services or reasonable and proper rent for premises demised or lent to WI-AP as aforesaid.
7. No addition, alteration or amendment shall be made to or in the provisions contained in the Memorandum and Articles of Association for the time being in force unless the same shall have been previously approved in writing by the Director-General of Inland Revenue, Malaysia before submission for approval by the Minister charged with responsibilities for companies and consequently is approved by the Minister charged with responsibilities for companies.
8. The sixth and seventh paragraphs of this Memorandum are conditions on which a licence is granted by the Minister charged with responsibilities for companies to WI-AP under Section 24 of the Companies Act 1965.
9. The liability of the members is limited.
10. If upon the winding up or dissolution of WI-AP 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 members of WI-AP, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of WI-AP at or before the time of dissolution and if and so far as effect cannot be given to such provision then to organizations and/or institutions approved by the Director-General of Inland Revenue Malaysia.
11. Every member of WI-AP undertakes to contribute to the assets of WI-AP 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 WI-AP contracted



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40000 Shah Alam,
Jalan Puchong, Kuala Lumpur, Selangor, Malaysia.
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Fax: 012-627 4140
E-mail: dgip@ir.gov.my

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before he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00) only.

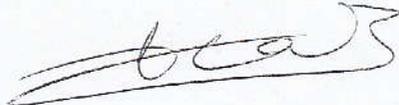
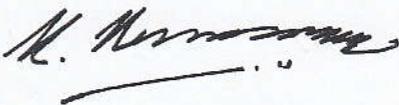
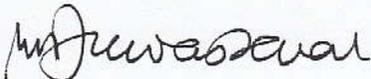
12. True accounts shall be kept of the sums of money received and expended by WI-AP and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of WI-AP, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of WI-AP for the time being, shall be opened to the inspection of members. Once at least every year the accounts of WI-AP shall be examined and the correctness of the balance sheet ascertained by one or more approved Company Auditor or Auditors and such audited annual accounts and the tax returns of WI-AP shall be submitted annually to the Director-General of Inland Revenue, Malaysia.



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

Names and Addresses	Description	Signature of Subscribers
ISHAK @ ABD RAHMAN BIN MOHAMAD 31 JALAN SS 20/10 DAMANSARA UTAMA 47400 PETALING JAYA SELANGOR DARUL EHSAN IC NO 0477200-B	BUSINESSMAN	
KUMARASIVAN A/L KANDIAH NO 55 JALAN 12/14 46200 PETALING JAYA IC NO 3591342-B (old); 320911-10-5093 (new)	CONSULTING ENGINEER	
MOHAMMED ANWAR S/O FAZAL MOHAMMED 114 JALAN RAHIM KAJAI TAMAN TUN DR ISMAIL 60000 KUALA LUMPUR IC NO 4027606-B	UNITED NATIONS DEVELOPMENT PROGRAMME COORDINATOR	



Dated this 28th day of June, 1996

Witness to the above signatures:-

K. MURALEE DHARA MENON
7466942
54, USJ 9/3L, SUBANG JAYA
P. JAYA
DIRECTOR OF OPERATIONS
WETLANDS INTERNATIONAL-ASIA PACIFIC

Reference No.
96B032361

THE COMPANIES ACT. 1965

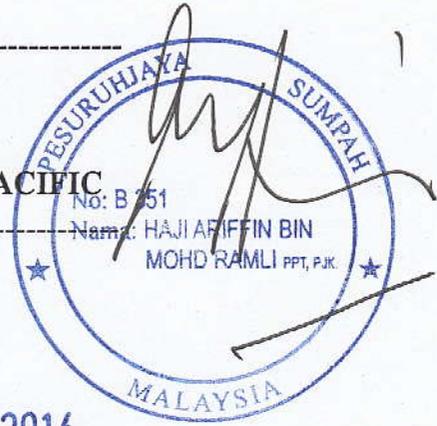
**COMPANY LIMITED BY
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**ARTICLES OF ASSOCIATION
OF
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INTERPRETATION

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1. In these Articles unless there is something in the subject or context inconsistent herewith:

"The Act" means the Companies Act 1965 as amended from time to time and any re-enactment thereof for the time being in force;

"Corporation" means any incorporated company or body corporate, any state, county, local and other public authority and any unincorporated association, constituted under the laws of Malaysia or under the laws of any other country;

"the Council" means the Council of Management set up for the management of the affairs of WI-AP;

"Council Member" means a member of the Council of Management of WI-AP;

"Member" means a natural person, government, organization, Corporation (as herein defined), or Sub-Licensee (as herein

defined) who or which is admitted to be a Member of WI-AP in accordance with these Articles;

"the Patron" means the person appointed at any time and from time to time by the Council Members as Patron of WI-AP pursuant to the provisions of these Articles;

"Seal" means the Common Seal of WI-AP;

"Secretary" means any person appointed to perform the duties of a secretary of WI-AP and shall include a joint, assistant or deputy secretary;

"Wetlands International" a company limited by guarantee incorporated in the United Kingdom.

"WI-AP" means **WETLANDS INTERNATIONAL-ASIA PACIFIC**;



Words which denote the masculine gender shall include the feminine and neuter gender.

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Words which import the plural shall include the singular and vice versa.

Words which denote persons shall include corporations, firms, registered associations, societies, commercial organizations and the nominees of such corporations, firms, registered associations, societies and commercial organizations.

Reference 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 or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act 1967 as amended from time to time and any reenactment thereof.

Reference to "these Articles" means these Articles of Association as originally framed or as from time to time altered by special resolution.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on WI-AP.

OBJECTS

2. WI-AP is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

3. The number of Members which WI-AP proposes to register shall not be more than eighty (80) but the Council may from time to time register an increase or reduction of Members.
4. The subscribers to the Memorandum of Association and such other persons as shall be admitted to Membership in accordance with these Articles and no others shall be Members of WI-AP and shall be entered in the register of Members accordingly.

CATEGORIES OF MEMBERS

5. Membership of WI-AP shall comprise of the following categories:

- (1) Ordinary Members

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Membership of this category shall be opened to any natural person who is interested in or is concerned with the objects of WI-AP. The subscribers to the Memorandum of Association shall be deemed to be Ordinary Members.

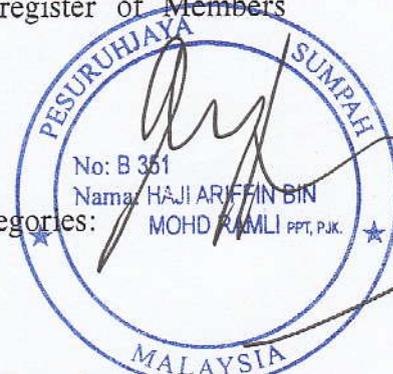
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- (2) Government Members

Membership of this category shall be opened to any nominees of government agencies which are interested in or concerned with the objects of WI-AP.

- (3) Organization Members

Membership of this category shall be opened to representatives of national



or international organisations or conventions which are interested in or concerned with the objects of WI-AP.

(4) Corporate Members

Membership of this category shall be opened to Corporations which are interested in or concerned with the objects of WI-AP. A Corporate Member shall enjoy all the rights and privileges of Membership but shall have no vote in the affairs or management of WI-AP nor shall the Corporate Member or a representative of the Corporate Member be eligible to serve on the Council or any committee of WI-AP.

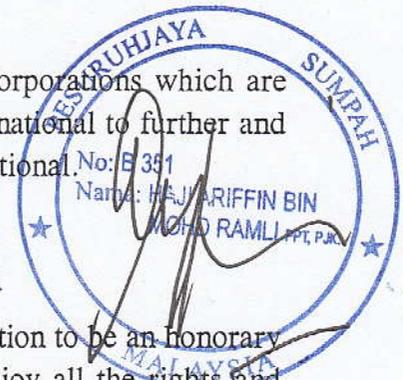
(5) Sub-Licensees

Membership of this category shall be opened to Corporations which are licensed or sub-licensed by WI-AP or Wetlands International to further and promote the objects of WI-AP and Wetlands International.

(6) Honorary Members

The Council may invite any natural person of distinction to be an honorary member of WI-AP. An honorary member shall enjoy all the rights and privileges of Membership but shall have no vote in the affairs or management of WI-AP nor shall he be eligible to serve on the Council or any committee of WI-AP.

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APPLICATION FOR MEMBERSHIP

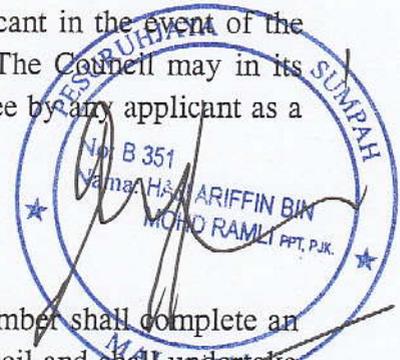
6. (1) Ordinary Members, Government Members, Organization Members and Sub-Licensees

Every applicant for Membership as an Ordinary Member, Government Member, Organization Member or Sub-Licensee shall complete an application form as may be prescribed by the Council and shall undertake to be bound by the Memorandum and Articles of Association of WI-AP. The application shall be signed, if the applicant is an individual, by him, and if a government, organization or Corporation, by its duly authorised representative. Every application for Membership as an Ordinary Member,

Government Member, Organization Member or Sub-Licensee shall be accompanied by the Membership fee of Ringgit Malaysia One Hundred (RM100/-) only or such sum as may be determined by the Council from time to time which sums shall be returned to the applicant in the event of the application not being approved by the Council. The Council may in its discretion waive the payment of the Membership fee by any applicant as a Sub-Licensee.

(2) Corporate Members

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Every applicant for Membership as a Corporate Member shall complete an application form as may be prescribed by the Council and shall undertake to be bound by the Memorandum and Articles of Association of WI-AP. The application shall be signed by its duly authorised representative. Every application for Membership as a Corporate Member shall be accompanied by the Membership fee as is prescribed by the Council from time to time which sums shall be returned to the applicant in the event of the application not being approved by the Council.

7. An Honorary Member need not pay any Membership Fees but he may make a voluntary donation of any sum of money as he may so wish to WI-AP at any time.
8. No person (other than the subscribers of the Memorandum of Association of WI-AP and these Articles) shall be admitted as a Member in any class unless he is first approved of by the Council and the Council shall have full discretion as to the admission of any person to Membership in any class. The Council may in its absolute discretion, without being required to assign any reason therefor, refuse to approve any application for admission as a Member.

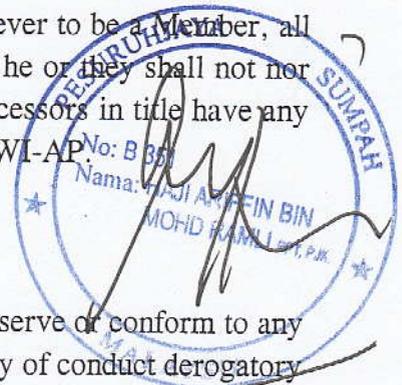
CESSATION OF MEMBERSHIP

9. (1) A Member shall cease to be a Member and his or their name(s) shall be removed from the register of Members in any one of the following events:-
 - (a) on being adjudicated a bankrupt or if a Corporation upon its liquidation, deregistration or upon a receiving or adjudication order being made against it, as the case may be; or
 - (b) in the case of a natural person, on death; or

- (c) on giving one (1) month's notice to the Council of his/their intention to resign; or
 - (d) on becoming convicted in any Court of Law within Malaysia or elsewhere of any offence involving fraud or dishonesty; or
 - (e) on being excluded from Membership under Article 11; or
 - (f) on being in arrears of any subscription or other debts due to WI-AP.
- (2) The decision of the Council as to whether any Member has come within the provisions of this Article and consequently has ceased to be a Member shall be final and binding on such Member.
10. If any person or organization ceases for any cause whatsoever to be a Member, all their privileges of Membership shall forthwith cease and he or they shall not nor shall his or their heirs, executors, administrators and successors in title have any interest in or any claim against the funds or property of WI-AP.

EXPULSION

11. (1) If a Member in the opinion of the Council fails to observe or conform to any Published Rules and Regulation of WI-AP or is guilty of conduct derogatory to the dignity of or injurious to the reputation or interest of WI-AP the Council may resolve, by a majority of at least two thirds (2/3) of the Council Members present and voting at a meeting at which not less than three (3) Council Members shall be present, to exclude such Member from Membership in WI-AP and upon such resolution being passed he or they shall be expelled accordingly.
- (2) Such Member shall be given fourteen (14) days notice of the meeting and may attend and address such meeting PROVIDED THAT, such Member and in the case of a government, organization or Corporation, its duly authorised representative shall not be present at the voting or take part in the proceedings otherwise than as the Council shall allow.
- (3) A Member so excluded shall forfeit all claims to the rights and privileges as a Member and shall cease to be a Member of WI-AP. Notwithstanding



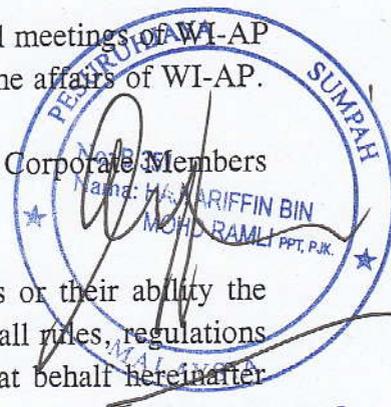
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this exclusion, an excluded Member (other than an Honorary Member) shall be liable within one (1) year afterwards, for payment of the debts and liabilities of WI-AP contracted before he or they ceased to be a Member and the costs, charges and expenses of winding up the same to such amount as may be required not exceeding the sum of Ringgit Malaysia One Hundred (RM100/-).

RIGHTS AND DUTIES OF MEMBERS

12. A copy of the Memorandum and Articles of Association together with the Rules and Regulations of WI-AP, if any, made thereunder shall be supplied to every Member on admission.
13. All Members of WI-AP shall be entitled to attend all general meetings of WI-AP and shall receive all notifications and circulars concerning the affairs of WI-AP.
14. Each Member save and except for Honorary Members and Corporate Members shall be entitled to vote and shall have one vote.
15. Every Member shall be bound to further to the best of his or their ability the objects, interests and influence of WI-AP and shall observe all rules, regulations and by-laws of WI-AP made pursuant to the powers in that behalf hereinafter contained.
16. In all matters affecting their Membership of the Council including attendance at general and other meetings, Members may be represented by directors, partners, managers, secretary or senior officers whose name and designation shall have been submitted to the Council for their prior approval and registered with the Secretary of WI-AP by submitting a form of nomination as may be provided by WI-AP. Subject to the foregoing, a Member shall be entitled at any time by notice in writing to the Secretary of WI-AP to remove any nominee and also to nominate another in his place and any nominee so removed shall cease to be a nominee of such Member with effect as from the date the Secretary receives such notice.



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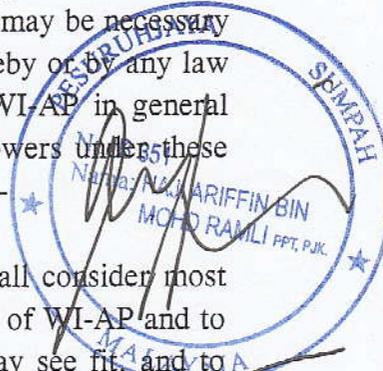
THE PATRON

17. The Council may appoint any person as a patron of WI-AP on such terms as they shall think fit. The Patron shall be appointed by no less than two-thirds (2/3) of the total number of Council Members.

18. The Patron shall hold office for a term of three (3) years and upon the expiry of such term, the retiring Patron shall be eligible for reappointment.
19. The Patron may attend and speak (but not vote) at any general meeting of WI-AP and shall be entitled to be given notice thereof as if a Member and shall also have the right to receive accounts of WI-AP when available to the Members.

THE COUNCIL

20. The management of the affairs and funds of WI-AP shall be vested in the Council and the Council shall be deemed to be agents of WI-AP for the purpose of carrying out the objects of WI-AP.
21. The Council may in addition to the powers by these Articles expressly conferred on it exercise all such powers and do all such acts and things as may be necessary for the proper administration of WI-AP and which are not hereby or by any law expressly directed or required to be exercised or done by WI-AP in general meeting and without detracting from the generality of its powers under these Articles, the Council shall have the following powers, namely:-
 - (a) to expend the funds of WI-AP in such manner as it shall consider most beneficial for the benefit and advancement of the objects of WI-AP and to invest in the name of WI-AP such part thereof as it may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the benefit and advancement of the objects of WI-AP;
 - (b) to acquire in the name of WI-AP, build upon, pull down, rebuild, address, to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings, or premises for the use of WI-AP;
 - (c) to delegate all or any of its powers to any committee or committees;
 - (d) to enter into contracts on behalf of WI-AP;
 - (e) to borrow money upon the security of any of the property of WI-AP and to grant or direct to be granted mortgages for securing the same;
 - (f) to make and from time to time to repeal or alter, rules, regulations and by-



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laws as to the conduct, duties and obligations of the Members, officers or servants of WI-AP and as to the management of WI-AP and the affairs thereof; and

- (g) generally to do all things necessary or expedient for the due conduct of the affairs of WI-AP not herein otherwise provided for;

AND SUBJECT TO the power of the Council to commit WI-AP to provide services in relation to and for the benefit and advancement of the objects of WI-AP and to impose reasonable charges for such services it is PROVIDED ALWAYS THAT the Council shall not be given the power to carry out or engage in any business activities and shall not turn into account any interests in WI-AP's properties for commercial purposes.

22. The first Council Members shall be Ishak @ Abd Rahman Bin Mohamad, Kumarasivan A/L Kandiah and Mohammed Anwar s/o Fazal Mohammed who shall hold office until the conclusion of the next annual general meeting of WI-AP and shall be eligible for re-election.

23. Until otherwise determined by WI-AP in general meeting the number of Council Members shall not be less than three (3) not more than fifteen (15) and Council Members shall be appointed or elected as the case may be in accordance with the provisions of these Articles AND PROVIDED ALWAYS THAT the number of Council Members who shall be the spouse, child, grandchild, brother, and sister of the Patron shall not at any time exceed half the total number of Council Members.

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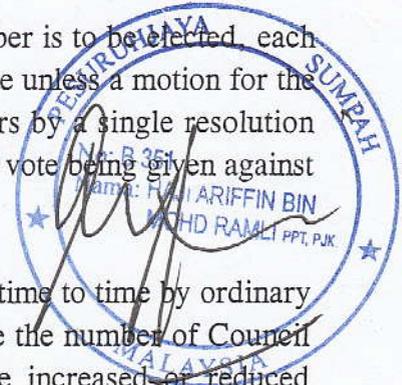
24. A Council Member shall be a natural person and a Member (or in the case of a Government Member, Organization Member and Sub-Licensee, a duly authorized representative of such Member) and no person shall be admitted as a Council Member unless he is first approved by the Council and the Council shall have full discretion and power to appoint at any time and from time to time any person to be a Council Member, either to fill a casual vacancy or as an addition to the existing Council but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with Article 23.

25. At the first Annual General Meeting of WI-AP, all Council Members shall retire from office and at the Annual General Meeting in every subsequent year, one-third of the Council Members for the time being or if their number is not three or a

multiple of three, then the number nearest one third shall retire from office.

26. The Council Members to retire shall be those who have been longest in office since their last election but as between persons who became Council Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by the Council.
27. A retiring Council Member shall be eligible for re-election.
28. WI-AP at the meeting at which a Council Member so retires may fill the vacated office by electing a person thereto and in default, the person retiring if offering himself for re-election shall be deemed to have been re-elected unless the general meeting of WI-AP expressly resolves not to fill the vacated office or a resolution for the re-election of the Council Member has been put to the meeting and lost or if he is disqualified under the Act. A retiring Council Member who intends to offer himself for re-election shall prior to the commencement of the meeting give reasonable notice in writing to WI-AP that he is willing to be re-elected.
29. At a general meeting where more than one Council Member is to be elected, each candidate shall be the subject of a separate motion and vote unless a motion for the appointment of two or more persons as Council Members by a single resolution shall have first been agreed to by the meeting without any vote being given against it.
30. Subject to the requirements of the Act, WI-AP may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Council Members and may also determine in what rotation the increased or reduced number is to retire from office.
31. Any Council Member may in writing appoint any person, who is approved by the majority of the Council Members, to be his alternate to act in his place at any meeting of the Council at which he is unable to be present. Every such alternate shall be entitled to receive notice of meetings of the Council and to attend and vote thereat as a Council Member when the person appointing him is not personally present.
32. WI-AP may by ordinary resolution of which special notice has been given remove any Council Member before the expiration of his term of office, notwithstanding any provision of these Articles or of any agreement between WI-AP and such

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Council Member so removed from office and any person so appointed in his place shall be subject to retirement by rotation at the same time as if he has become a Council Member on the day which the Council Member in whose place he is appointed shall hold office until the conclusion of the following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Council Members who are to retire by rotation at that meeting.

33. The office of a Council Member shall, ipso factor, be vacated:-

- (a) if he ceases to be a Member by virtue of the Act and of these Articles;
- (b) if he dies or is found to be of unsound mind;
- (c) if he resigns from his office by notice in writing under his hand sent to or left at WI-AP's registered office;
- (d) if he is removed from his office by resolution of WI-AP in general meeting of which special notice has been given;
- (e) if he has a receiving order in bankruptcy made against him or makes any arrangement or composition with his creditors;
- (f) if he becomes prohibited from, being a Council Member by reason of any order made under the provisions of the Act or contravention of Section 130 of the Act;
- (g) if he is incapable of carrying out his duties;
- (h) if he leaves Malaysia for a continuous period of more than six (6) months without obtaining a leave of absence from the Council.



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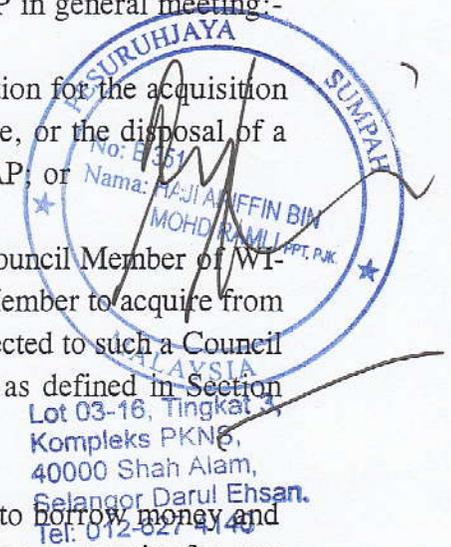
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34. The continuing Council Members may act at any time notwithstanding any vacancy in their body and may subject to Article 23 appoint another person to fill any vacancy in the Council and such person shall serve as a Council Member until the conclusion of the next annual general meeting.

35. The Council shall have power from time to time to make, alter and repeal all such rules and regulations as they may deem necessary, expedient or convenient for the proper conduct and management of WI-AP. The Council may adopt such means

as it deems sufficient to bring to the notice of Members all such rules and regulations, alterations and repeals and such rules and regulations and alterations thereof so long as they shall be in force, shall be binding upon all Members PROVIDED THAT no rule shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of WI-AP and that any rule or regulation may be amended or set aside by a resolution passed with a two-thirds (2/3) majority of Members present at a general meeting of WI-AP.

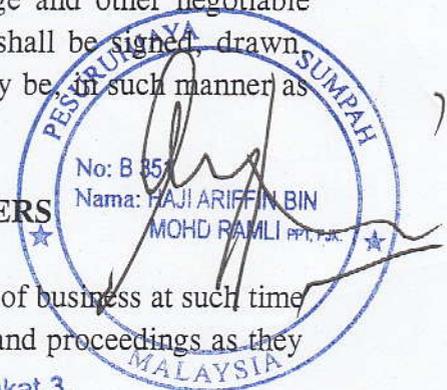
36. The Council shall not without the prior approval of WI-AP in general meeting:-
- (a) carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the assets or property of WI-AP; or
 - (b) enter into any arrangement or transaction with any Council Member of WI-AP or with a person connected with such a Council Member to acquire from or dispose to such a Council Member or person connected to such a Council Member any non-cash assets of the requisite value as defined in Section 132E(5) of the Act.
37. (1) The Council may exercise all the powers of WI-AP to borrow money and to mortgage or charge its property whether outright or as security for any debt liability or obligation of WI-AP.
- (2) The Council shall cause a proper register to be kept in accordance with Section 115 of the Act of all mortgages and charges specifically affecting the property of WI-AP and shall duly comply with the requirements of Section 108 of the Act in regard to the registration of mortgages and charges therein specified and otherwise.
38. If the Council Members or any of them, shall become personally liable for the payment of any sum primarily due from WI-AP, the Council Members may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of WI-AP by way of indemnity to secure the Council Member(s) so becoming liable as aforesaid from any loss in respect of such liability.



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39. The Council Members may from time to time, and at any time, by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Council Members to be the attorney or attorneys of WI-AP for such purposes and with such power, authority and discretion (including power to sub-delegate but not exceeding those vested in or exercisable by the Council Members under these Articles) and for such period and subject to such conditions as the Council Members may from time to time deem fit, and such power of attorney may contain such provision for the protection or convenience of persons dealing with any such attorney as the Council Members deem fit.
40. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to WI-AP shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council Members may from time to time determine.

PROCEEDINGS OF COUNCIL MEMBERS



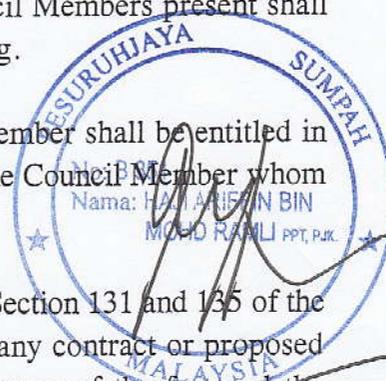
41. The Council Members may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they deem fit.
42. The quorum necessary for the transaction of the business of the Council Members shall be one-third (1/3) of the Council Membership or two (2), whichever is higher.
43. A meeting of the Council Members for the time being at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions by or under these Articles vested in or exercisable by the Council Members generally. Subject to these Articles, questions arising at any meeting of the Council Members 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.
44. In case the Council Members shall at any time be reduced in number to less than three (3) it shall be lawful for the remaining Council Member(s) to act as a Council Member or Council Members for the purpose of filling up vacancies in their body or of summoning a general meeting of WI-AP but for no other purpose.
45. The Secretary shall on the requisition of at least two (2) Council Members summon a meeting of the Council.

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46. The Council may from time to time elect a Chairman and/or Vice-Chairman and in their absence from any meeting of the Council, a Chairman shall be elected by the meeting. Except as otherwise provided for in these Articles, all questions shall be decided by a simple majority of the votes of the Council Members present personally.
47. The Chairman shall preside as Chairman of all meetings of the Council. If the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chairman shall act as Chairman and if he is absent or refuses to act, the Council Members present shall elect one of their number to be Chairman of the meeting.
48. A Council Member who is also an alternate Council Member shall be entitled in addition to his own vote to a separate vote on behalf of the Council Member whom he is representing.
49. Every Council Member shall comply with provisions of Section 131 and 135 of the Act in connection with the disclosure of his interest in any contract or proposed contract with WI-AP and in connection with the disclosure of the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly his duties or interests therein might be created in conflict with his duty as a Council Member of WI-AP.
50. No Council Member may vote in respect of any contract or proposed contract or arrangement in which he is directly or indirectly interested nor any contract or proposed contract or arrangement with any other body corporate in which he is interested either as an officer of that body corporate or as a holder of shares or other securities in that body corporate.

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RESOLUTION IN WRITING

51. A resolution in writing, signed by a majority of the Council Members for the time being entitled to receive notice of a meeting of the Council shall be valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Council Members.

MINUTES AND REGISTERS

52. (1) The Council shall provide for a minutes book and cause minutes of all meetings and all resolutions of the Council to be entered in the minutes book. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts therein stated.
- (2) The Council shall keep the minutes book in safe custody at a place where the Council shall so determine and the minutes book shall be available for inspection by any Council Member or his authorised representative during normal office hours.
53. WI-AP shall in accordance with the provisions of Section 141 of the Act keep at the Registered Office a register containing such particulars with respect of the Members, Council Members, managers and secretaries of WI-AP as are required by the Act and shall from time to time notify the Registrar of Companies of any change in such Register and of the date of such change in manner prescribed by that section of the Act.
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27 4140
- COMMITTEES**
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54. (1) The Council may from time to time appoint Committees drawn from such Members or officers of WI-AP as it thinks fit and with such powers as the appointing Council may prescribe provided that such powers are not in excess of its own.
- (2) The Committee shall conduct their business and proceedings in accordance with such Rules and Regulations as may from time to time be prescribed by the Council and in the absence of any such Rules and Regulations, the Committees shall wherever applicable, adhere to the Articles herein contained for regulating the business and proceedings of the Council.
- (3) No report or resolution of any Committee shall bind WI-AP until such report or resolution is adopted or confirmed by the Council.

VALIDITY OF ACTS

55. All acts done at any meeting of the Council or of a Committee of Council Members or by any person acting as a Council Member of the Council or such Committee shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council, Committees or person acting as aforesaid, or that any of them were disqualified, be as valid as if such Council, Committee or person had been duly appointed and was qualified to so act.

MEETINGS OF THE COUNCIL

56. The first meeting of the Council shall be summoned by the first Chairman. If he fails to summon such meeting within two (2) calendar months from the date of incorporation, any two of the Council Members may summon such meeting.

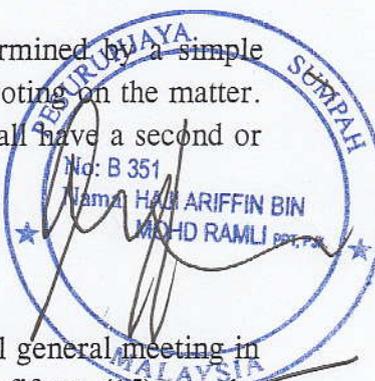
VOTING AT MEETINGS OF THE COUNCIL

57. At all meetings every matter to be resolved shall be determined by a simple majority of the votes of the Council Members present and voting on the matter. In case of equality of votes the Chairman of the meeting shall have a second or casting vote.

GENERAL MEETINGS OF WI-AP

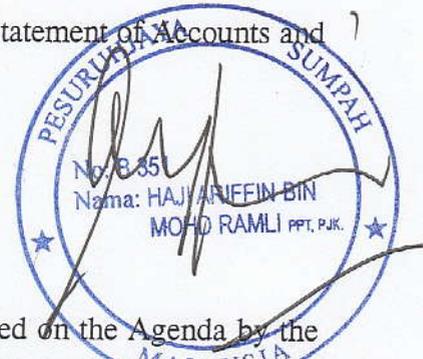
58. WI-AP shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and not more than fifteen (15) months shall elapse between the date of one annual general meeting and that of the next, but so long as WI-AP holds its first annual general meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
59. All general meetings other than annual general meetings shall be called extraordinary general meetings.
60. All general meeting shall be held at such time, day and place as the Council Members shall determine. Every notice of an annual general meeting shall specify the meeting as such and every meeting convened for passing a special resolution shall state the intention to propose such resolution as a special resolution.

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No: B 351
Nama: HAJI ARIFFIN BIN
MOHD RAMLI
- 8 AUG 2014



61. The Agenda of an Annual General Meeting shall include:-

- (a) To receive and if approved, to adopt the Audited Statement of Accounts and Balance Sheet for the preceding financial year;
- (b) To elect Council Members;
- (c) To appoint Auditors;
- (d) To transact any other business which may be placed on the Agenda by the Council or of which not less than fourteen (14) days' notice in writing has been given to the Secretary.



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62. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the ordinary report of the Council and the auditors, the election of Council Members and other officers in the place of those retiring by rotation, and the fixing of the remuneration of the auditors. Amendments to the Memorandum and/or Articles of Association may be effected in accordance with the provisions of the Act and these Articles at any general meeting subject always to the provisions of Clause 7 of the Memorandum of Association of WI-AP.

63. The Council Members may whenever they deem fit, convene an extraordinary general meeting or it may be convened on any requisition made in accordance with the provisions of the Act, or if WI-AP defaults in convening a meeting in compliance with a requisition received pursuant to Section 144 of the Act a meeting may be convened by such requisitionists in the manner provided in Section 144 of the Act.

64. Subject always to the provisions of Section 151 of the Act no business shall be transacted at an extraordinary general meeting except business of which notice has been given in the notice convening the meeting.

PROCEEDINGS AT GENERAL MEETINGS OF WI-AP

65. Any member entitled to be present and vote at a meeting may submit any resolution to any general meeting provided that at least fourteen (14) clear days before the day appointed for the meeting he shall have served upon WI-AP a notice

in writing signed by him, containing the proposed resolution and stating his intention to submit the same.

66. Upon receipt of any such notice as mentioned in the preceding Article the Secretary shall in any case where the notice of intention is received before the notice of the meeting is issued, include it in the notice of the meeting and shall in any other case issue as quickly as possible to the Members entitled to receive notice of the meeting notice that such resolution has been proposed.

NOTICES

67. Fourteen (14) clear days' notice shall be given to the Members for an Annual General Meeting and twenty-one (21) clear days' notice for any other General Meetings which may be called to consider any special business.
68. The notice shall specify the place, day, hour of meeting and the business to be transacted at such meeting. The general nature of the business to be dealt with shall be given to the Members in the manner hereinafter provided or in such other manner (if any) as may be prescribed by WI-AP in General Meeting.
69. All notices may be served upon any Member personally or by sending the same by prepaid post to such Member at his address as entered in the Register or at his last known place of abode or by advertisement in at least one daily newspaper published in Malaysia. In the case of notices sent by prepaid post, it shall be deemed to have been properly served whether any such notice be delivered or not.
70. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any member shall not invalidate the proceedings of a meeting held in pursuance of such notice.

CHAIRMAN OF GENERAL MEETINGS OF WI-AP

71. The Chair at a General Meeting shall be taken by the Chairman of the Council or in his absence, by the Vice Chairman, or if he is also absent, by any Council Member elected by the Meeting. All General Meetings shall be conducted in accordance with these presents. No non-Members of WI-AP may attend General Meetings of WI-AP except by invitation of the Council and with the consent of the Meeting. Such persons may also speak with the permission of the Chairman.

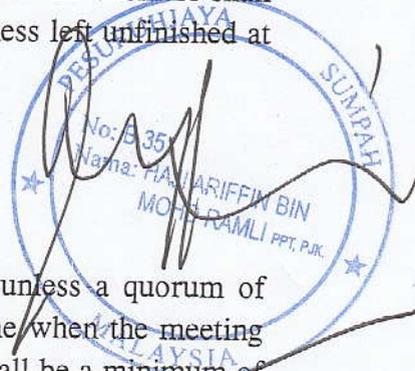
72. The Chairman of the meeting may with the consent of the meeting adjourn any General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

QUORUM

73. No business shall be transacted at any General Meetings unless a quorum of Members or Members' representatives is present at the time when the meeting proceeds to business. The quorum for a General Meeting shall be a minimum of two (2) Members or one-tenth (1/10) of the Membership, whichever is higher, present personally or by representative. - 8 AUG 2014
74. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall form a quorum.
75. At any adjourned meeting the Members or Members' representatives present personally whatever their number shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

VOTES AT GENERAL MEETINGS OF WI-AP

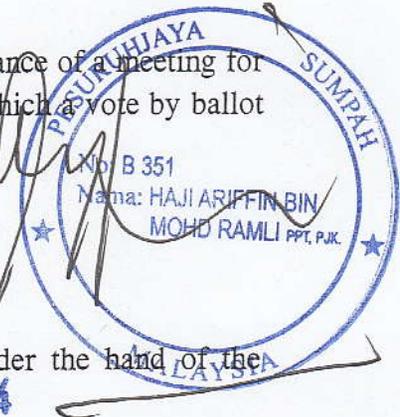
76. Every Member or Members' representatives shall be entitled to vote in person or by proxy at all General Meetings of WI-AP and each shall have one (1) vote.
77. Voting at General Meetings shall be decided on a show of hands and all resolutions shall be passed by a simple majority except where a special resolution is required either under these Articles or the Act.
78. In the event of an equality of votes either on a show of hands or on a vote by ballot, the Chairman of the General Meeting shall have a second or casting vote.



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79. Unless a vote by ballot is demanded by at least three (3) Members whether present in person or by proxy or by representation, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book containing the minutes of the proceedings of WI-AP shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution. The demand for a vote by ballot may be withdrawn.
80. If a vote by ballot be demanded in the manner aforesaid. it shall be taken at such time and place, and in such manner as the Chairman shall direct, and the result of the vote by ballot shall be deemed to be the resolution of the meeting at which the vote by ballot was demanded.
81. Upon a vote by ballot every member present in person or by proxy shall have one vote each.
82. No vote by ballot shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
83. The demand for a vote by ballot shall not present the continuance of a meeting for the transaction of any business, other than the question for which a vote by ballot has been demanded.
84. The instrument appointing a proxy shall be in writing under the hand of the appointer.
85. A government, organization or Corporate Member may vote by its duly authorised representative under the Act or by an attorney or by proxy. The representative or proxy shall be entitled to vote as a Member and need not be a Member of WI-AP.
86. The instrument appointing a proxy shall be in the following form or in such other form, as the Council Member may approve or in any particular case may accept. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a vote by ballot.

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PROXIES
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WETLANDS INTERNATIONAL-ASIA PACIFIC

I/We,of

being a member/Members of the **WETLANDS INTERNATIONAL-ASIA PACIFIC**, hereby appoint of or failing him, of as my/our proxy to vote for me/us on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of WI-AP, to be held on day of 19 ... and at any adjournment thereof.

Signed this day of 19.....

This form is to be used *in favour of the resolution.
against

(*strike out whichever is not desired. Unless otherwise instructed, the proxy may vote as he thinks fit)



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- 87. No Member or Members' representative shall hold more than one (1) proxy.
- 88. The instrument appointing a proxy shall be deposited at the registered office or such other place within Malaysia as is specified for that purpose in the notice convening the General Meeting, at least forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the proxy named in such instrument proposes to vote; failing which, the proxy so named shall not be entitled to vote in respect thereof.
- 89. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the instrument under which the vote is given provided that no intimation of the death or revocation shall have been received by WI-AP before the meeting is to be held.

CIRCULAR RESOLUTIONS OF MEMBERS

- 90. A resolution in writing signed by a majority of the Members of WI-AP or by their

authorised representatives shall (except where a meeting is prescribed by the Act) be as valid and effectual as if it had been passed at a meeting of the Members duly convened and held, and such resolution may consist of several documents in like form each signed by or on behalf of one or more Members.

ALTERATION OF ARTICLES

91. Subject to the Memorandum of Association, these Articles or any Article for the time being in force may be altered, rescinded or repealed and new Articles may be made by WI-AP in General Meeting in the manner prescribed by the Act, the Memorandum of Association of WI-AP and these Articles. Nothing whether contained in these Articles for the time being in force or otherwise, shall be construed as implying or creating any privilege priority or right in favour of any Member so as to limit the power of WI-AP at any time to alter, rescind or repeal the same and to make new Articles in their place.

SECRETARY

92. The first secretary under Section 139A of the Act shall be Miss Lorraine Khoo Bee Kim (MAICSA 7008856).
93. The Secretary or Secretaries shall, in accordance with the Act, be appointed by the Council for such terms, at such remuneration and upon such conditions as they may think fit and any Secretary or Secretaries so appointed may be removed by them but without prejudice to any claim he or they may have for damages for breach of any contract of service with WI-AP.

SEAL

94. The Council shall provide for the safe custody of the seal which shall only be used by the authority of the Council or a Committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by some other person appointed by the Council for the purpose.

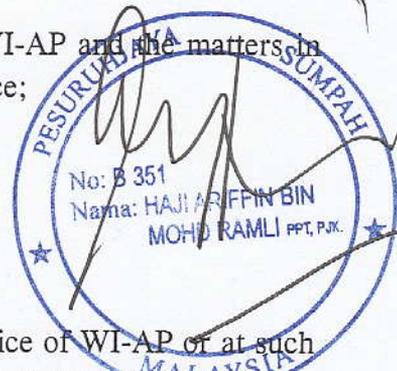
ACCOUNTS

95. The Council shall cause proper books of accounts to be kept in respect of:-



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- (a) All sums of money received and expended by WI-AP and the matters in respect of which receipt and expenditure take place;
- (b) The assets and liabilities of WI-AP;
- (c) All sales and purchases by WI-AP;
96. The books of accounts shall be kept at the registered office of WI-AP or at such other place or places as the Council shall think fit, and shall always be opened to the inspection of the Council Members.
97. Subject to the requirements of the Act the Council shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of WI-AP shall be opened to the inspection of Members of WI-AP not being Council Members but save as aforesaid no Member of WI-AP not being a Council Member of the Council shall have any right to inspect any account or book or document of WI-AP except as provided for by statute or authorised by the Council or by WI-AP in General Meeting.
98. The Council shall as soon as may be after the business of WI-AP shall have commenced open or cause to be opened in the name of WI-AP account or accounts with a bank or banks incorporated in Malaysia. These accounts shall be used for all receipts and payments and shall be operated by cheques signed on behalf of WI-AP by any Council Members or officers of WI-AP authorised by the Council.
- Thereafter, the Council may but shall be under no obligation to invest the capital monies or any part thereof of WI-AP in any lawful manner which the Council in its discretion may deem fit and the Council may from time to time vary such investments in such manner as the Council may deem fit. The Council may from time to time at its discretion apply capital monies in furtherance of the objects of WI-AP.
99. The Council shall from time to time in accordance with Section 169 of the Act cause to be prepared and to be laid before WI-AP in General Meeting such Statement of Accounts, Balance Sheets and Reports as are referred to in these Articles.



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AUDITORS

100. The Auditors shall be appointed in accordance with Section 8 and 9 of the Act and their duties regulated in accordance with Section 172 to 174 of the Act.
101. The Auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditors.

WINDING UP

102. (1) Subject to the provisions of the Act, WI-AP 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.
- (2) Clauses 10 and 11 of the Memorandum of Association of WI-AP relating to the winding-up of WI-AP shall have effect as if the provisions thereof were repeated in these Articles.



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INDEMNITY

103. Every Council Member, Member, Secretary and other officer for the time being of WI-AP shall be indemnified out of the assets of WI-AP against any liability incurred by him in defending any proceedings related to the affairs of WI-AP whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect or any negligence, default, breach of duty or breach of trust.

Reference No.
96B032361

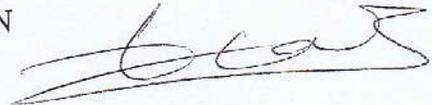
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We, the several persons whose names, addresses and descriptions are subscribed hereunder, being subscribers to the Memorandum of Association, hereby agree to the foregoing Articles of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

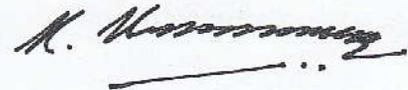
ISHAK @ ABD RAHMAN
BIN MOHAMAD
31, JALAN SS 20/10
DAMANSARA UTAMA
47400 PETALING JAYA
SELANGOR DARUL EHSAN
IC NO: 0477200-B

BUSINESSMAN



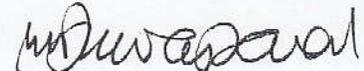
KUMARASIVAN A/L KANDIAH
NO. 55 JALAN 12/14
46200 PETALING JAYA
IC NO: 3591342-B (old); 320911-10-5093 (new)

CONSULTING
ENGINEER



MOHAMMED ANWAR S/O FAZAL MOHAMMED
114 JALAN RAHIM KAJAI
TAMAN TUN DR ISMAIL
60000 KUALA LUMPUR
IC NO: 4027606-B

UNITED NATIONS DEVELOPMENT
PROGRAMME
COORDINATOR



Dated this 28th day of June, 1996

Witness to the above signatures:

K. MURALEE DHARA MENON
7466942
54 USJ 9/3L, SUBANG JAYA, P. JAY
DIRECTOR OF OPERATIONS

Lodged by : ALLEN & GLEDHILL
Address : 27th Floor, West Wing
Menara Maybank
100 Jalan Tun Perak
50050 Kuala Lumpur
Telephone Nos : 2323212/2385212

Lot 03-16, Tingkat 3
Kompleks PKNS,
40000 Shah Alam,
Selangor Darul Ehsan.
Tel: 012-627 4140



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