

**THE COMPANIES ACT 2016
MALAYSIA**

COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OF

**LYCEE FRANCAIS DE KUALA LUMPUR HENRI FAUCONNIER
BERHAD**

Company No. 199801017676 (473805-T)

Incorporated on the 17th day of December 1998

(Adopted on 9 November 2022)



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA
(Agensi di bawah KPDNHEP)



COMPANIES ACT 2016

(ACT 777)

**CERTIFICATE OF INCORPORATION
OF PUBLIC COMPANY**

This is to certify that

LFKL BHD.
199801017676 (473805-T)

is, on and from the 17th day of December 1998, incorporated under the Companies Act 1965, and that the company is a company limited by guarantee and that the company is a public company.

Dated at **WILAYAH PERSEKUTUAN** this 17th day of December 1998.

DR. AZMAN BIN HUSSIN
REGISTRAR OF COMPANIES
MALAYSIA

A copy or extract issued pursuant to Section 601(2).





SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA
(Agensi di bawah KPDNHEP)



COMPANIES ACT 2016

(ACT 777)

**CERTIFICATE OF INCORPORATION ON CHANGE OF
NAME OF COMPANY**

This is to certify that

LFKL BHD.
199801017676 (473805-T)

which was, on the 17th day of December 1998, incorporated under the Companies Act 1965, as as public company, on the 6th day of January 2014 changed its name to

**LYCEE FRANCAIS DE KUALA LUMPUR HENRI
FAUCONNIER BERHAD**

and that the company is a public company, and is a company limited by guarantee.

Dated at **KUALA LUMPUR** this 6th day of January 2014.

DR. AZMAN BIN HUSSIN
REGISTRAR OF COMPANIES
MALAYSIA

A copy or extract issued pursuant to Section 601(2).



THE COMPANIES ACT 2016

COMPANY LIMITED BY GUARANTEE AND

NOT HAVING A SHARE CAPITAL

CONSTITUTION

OF

LYCEE FRANCAIS DE KUALA LUMPUR HENRI FAUCONNIER BERHAD

PRELIMINARY

1. The name of the company is Lycee Francais de Kuala Lumpur Henri Fauconnier Berhad (hereinafter referred to as “the **Institute**”).
2. The registered office of the Institute will be situated in Malaysia.

INTERPRETATION

3. In this Constitution:-

“The Institute” means Lycee Francais de Kuala Lumpur Henri Fauconnier Berhad or commonly known as LFKL

“The Board” means the members of the Board of Directors hereby set up for the management of the affairs of the Institute, for all intents and purposes under the Act will be endowed with the powers and responsibilities and may be referred to as “the Board”.

“The Bylaws” means the set of internal rules intended to supplement the Constitution with respect to matters which by law are not compulsorily governed by this Constitution.

“Member” means any original subscriber to the Constitution and any new Member admitted as a Member in accordance with Clause 18.

- “Entry fee”** means the one-time fee payable during the application for membership by a person to be entered into the Register of Members which is subject to approval in accordance with Clause 20.
- “Annual subscriptions”** means all monies due by a Member to the Institute by result of being a Member for whatever cause or reason, including without prejudice to the generality of the foregoing school fees, bus transportation fees, canteen fees or any similar fees.
- “The Act”** means the Companies Act 2016 as amended, substituted or re-enacted from time to time.
- “Secretary”** means any person who is a holder of a secretary licence or a member of a prescribed body appointed under Section 236 of the Act to perform the duties of the secretary of the Institute.
- “Advisory Council”** means the council of representatives invited by the Board to ensure the compliance with the guidelines issued from time to time by the relevant French authorities responsible for providing such guidelines in relation with teaching activities in French taking place outside of France, whether or not materialised in a specific agreement or “convention”.

Words importing the singular number only shall include the plural, and vice versa and words importing the masculine gender only shall include the feminine and neuter genders.

Unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Institute.

OBJECTS, POWERS AND NATURE OF THE INSTITUTE

4. The objects for which the Institute is established are:-
- (a) To run a French school in Malaysia for children of French nationality primarily and/or of other nationalities subsidiarily in consideration of places available provided always that this shall be done in conformity with the laws, regulations and rules in force in Malaysia and in such manner as may be, from time to time, decided upon by the Institute and to do all such other things as are incidental or conducive to the attainment of the above object;
 - (b) Prepare children for French exams and diplomas by offering a curriculum in accordance with the programs, educational objectives and organisational rules applicable, in France, to public education establishments; and
 - (c) To run an educational establishment in conformity with the above objects and any ancillary activity as is usual for an education centre such as recreational, environmental, sporting activities, transportation and nutrition services and extra-curricular activities.
5. The powers of the Institute under Clause 4 of this Constitution shall be limited to the powers set out below -
- (a) To receive any gift whether moveable or pecuniary and whether or not subject to any trust for any one or more of the objects of the Institute.

- (b) 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 Institute in the form of school fees, donations, grants, loans, legacy, subscriptions or otherwise.
- (c) To purchase, take on lease or otherwise acquire for the purposes of the Institute and to hold any estates, lands, buildings, easements or other interests in movable or immovable property which may be deemed necessary or convenient for any of the purpose of the Institute PROVIDED that the Institute shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with the responsibility for companies.
- (d) To construct, maintain and alter any houses, building or works necessary or convenient for the purpose of the Institute.
- (e) To let on lease or on hire the whole or any part of the movable property of the Institute on such tenure as the Board shall determine.
- (f) 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 Institute.
- (g) To purchase, acquire, hold, sell and deal in shares, stocks, debentures stocks, bonds, obligations, and securities issued or guaranteed by the Malaysian Government, a State Government or other public body or authority.
- (h) To sell, dispose of, or transfer any property and undertaking of the Institute or any part thereof, for any consideration which the Institute may see fit to accept.
- (i) To accept stock or share, mortgage debentures or other securities of any company in payment or payment for any services rendered for any sale made to or debt owing from any such company.
- (j) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instruments.
- (k) To invest in Malaysia the money of the Institute not immediately required in such manner as from time to time may be determined, PROVIDED that the Institute shall not own or incorporate any subsidiary company unless consent from the Registrar of Companies is obtained.
- (l) 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 Institute and to remove and suspend the same.
- (m) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of the Institute and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law.
- (n) To borrow and raise money in such manner as the Institute may think fit.
- (o) 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 trustees or agents.
- (p) 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 Institute.

PROVIDED that:

- i) the Institute 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 Institute would make it a Trade Union within the meaning of the Trade Union Act 1959; and
 - ii) the Institute exercises its powers in accordance with the Bylaws.
6. There shall be a Board of Directors for the management of the affairs of the Institute.
7. The profits, income and property of the Institute howsoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Institute PROVIDED that nothing herein shall prevent the payment on sole discretion of the Board, in good faith, of:-
 - (a) allowance or remuneration to any officer, employee or consultant of the Institute in return for any professional services rendered to the Institute;
 - (b) payment of interest at the current bank rate on any loan advanced by Members of the Institute to promote the objects thereof; and
 - (c) reasonable and proper rent for premises demised or let by any Member of the Institute.
8. No addition, alteration or amendment shall be made to or in provisions contained in the Constitution for the time being enforced unless the same shall have been previously submitted to and approved by the Registrar of Companies.
9. No person shall be appointed as member of the Board of the Institute unless his or her appointment has been approved by the Registrar of Companies.
10. The Institute is not allowed to solicit donations from the public without the approval of the Registrar of Companies.
11. The Board and the Members of the Institute shall always ensure that the Institute or the funds of the Institute are not being used for any form of political activity or for unlawful purposes 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.
12. The Institute shall every year apply the whole (100%) of its 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 Institute as set forth in this Constitution.
13. The liability of the Members of the Institute is limited.
14. If upon the winding up or dissolution of the Institute 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, but shall be given or transferred to some other institution(s) or organisation(s) having objects similar to the objects of the Institute in teaching the French language and promoting French culture 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 objects approved by the Director-General of Inland Revenue, Malaysia.

15. Every Member undertakes to contribute to the assets of the Institute in the event of the Institute being wound up during the time that he is a Member or within one year after he ceases to be a Member for payment of debts and liabilities of the Institute contracted before he ceases to be a Member 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).
16. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt, and expenditure takes place, and of the property, credits and liabilities of the Institute 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 the Institute for the time being, shall be opened for the inspection of the Members. Once at least in every calendar year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

MEMBERS

17. The number of Members to which the Institute proposes to be registered is not less than two (2) and not more than three thousand (3,000), but the Institute may from time to time register an increase or reduction in the number of Members.
18. The Members of the Institute shall be the subscribers to the Constitution and such other persons or corporate bodies who shall be admitted to membership in accordance with the Constitution and shall be entered in the Register of Members accordingly and he shall be a member thereof. The honorary members hereinafter mentioned shall also be deemed to be Members of the Institute.

19. Memberships of the Institute shall comprise the following classes:

19.1 Individual Members

Parents (natural or by adoption) or legal guardians having paid their entry fee and having enrolled at least one (1) child in the Institute and who have provided such data as necessary in accordance with the requirements set out from time to time by the Companies Commission of Malaysia regarding companies limited by guarantee. For the avoidance of doubt, any parents whose entry fees and annual subscriptions are paid by a third-party entity may exercise the option to become Members in their own right in the capacity of Individual Members.

19.2 Corporate Members

All entities including public and private companies, sole proprietorships, societies, etc., properly registered in Malaysia or overseas that have an interest in the promotion of the advancement of the objects of the Institute and having paid any subscription fee or other charges as might be levied by the Board have the right under this sub-Clause to become a Corporate Member of the Institute, subject to the approval by the Board. A Corporate Member may nominate a person as its representative in accordance with the Bylaws in force at the time and as they may be amended from time to time.

20. No person shall be admitted to membership unless he shall first have submitted to the Institute an application for membership. 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 application to the Institute shall be at the sole discretion of the Board and the Board may reject any application for membership without assigning any reason thereof. Admission to membership shall be deemed to constitute an unreserved and unequivocal intention, undertaking and agreement to be bound by all the rules of the Institute, including but not limited to this Constitution and the Bylaws as they may be amended from time to time.

21. Honorary Members

- (a) The Board may admit to honorary membership of the Institute such person or persons holding a position within the French community or any other community with a connection to France or who otherwise has a connection with France as determined by the Board at its discretion; and
- (b) Honorary membership shall be for a period not exceeding three (3) years, renewable upon expiry, at the discretion of the Board;
- (c) The individuals invited by the Board to become Honorary Members shall not be Members of the Institute as defined in Clause 19; and
- (d) The individuals invited by the Board to become Honorary Members shall be with limited rights and liabilities. Such Members are exempted from paying any fees and may attend general meetings of Members and/or the Board meetings at the discretion of the Board but shall not be entitled for any voting rights. They may not be held liable for the debts of the Institute and are not be required to sign the application form mentioned in Clause 20.

ENTRIES IN THE REGISTER OF MEMBERS

22. The Secretary shall cause to be entered the name and address of each Member and any other data as required by the Companies Commission of Malaysia in the Register of Members upon his or her admission to membership.

ENTRY FEES AND ANNUAL SUBSCRIPTIONS

23. The payment of entry fees and annual subscriptions by Members of the Institute shall be of such amount and payable on such dates and in such manner as the Board may from time to time prescribe.
24. The Board of Directors may from time to time and within the limitations set forth in the Constitution and Bylaws, grant exceptional reductions in annual subscriptions to those Members deemed to be in need of assistance on compassionate grounds.

CESSATION OF MEMBERSHIP

25. A Member shall cease to be a member of the Institute and his or her name shall be removed from the Register of Members in any one of the following events:-
- (a) in the event of death of such Member;
 - (b) if he by notice in writing to the Institute terminates his membership;
 - (c) if he becomes medically certified 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;
 - (f) if he fails to pay annual subscriptions presently payable by him to the Institute in a timely manner;
 - (g) if being a corporate body it is dissolved or wound up or ceases to carry on activity for more than six (6) months; or
 - (h) if he, being an individual Member, ceases to have children enrolled in the Institute.

26. The decision of the Board to whether any Member, has come within the provision of Clause 25 shall be final and binding on any such Member.

EXPULSION

27. Upon proposal by or to the Board, a majority of Members present and voting at an annual or extraordinary general meeting may by resolution expel any Member whose conduct in their opinion renders him unfit to be a Member of the Institute. Any such person shall as from the passing of such resolution cease to be a Member of the Institute and shall not be eligible for re-election or readmission.

GENERAL MEETINGS

28. The Institute 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 (“the annual general meeting”). Provided that so long as the Institute hold 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 decide.
29. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
30. 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 explicated in the Act and in the Bylaws.

NOTICE OF GENERAL MEETING

31. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days’ notice in writing at least, and a meeting of the Institute other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days’ 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 persons as are under the Constitution of the Institute, entitled to receive such notices from the Institute:

Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this Clause, 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 number of Members having a right to attend and vote at the meeting, being majority together representing not less than ninety-five (95%) per cent of the total voting rights at that meeting of all Members.
32. 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.

USING TECHNOLOGY TO HOLD MEETINGS

33. Subject to the Act, the Institute may hold a general meeting at more than one venue using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the

meeting. The main meeting venue shall, subject to the Act, be in Malaysia and the chairperson shall be present at the main venue of the meeting.

34. Anyone using this technology is taken to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

PROCEEDINGS AT GENERAL MEETINGS

35. All business shall be special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the audited financial statements and the report of the members of the Board and auditors, the election of members of the Board in place of those retiring and the appointment of and fixing of the remuneration of the auditors.

36. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as hereinafter provided, thirty percent (30%) of Members having the right to vote and present in person shall be a quorum.

37. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of the Members, shall be dissolved; in any other case the Members present at the time personally or by proxy shall constitute a quorum.

38. The person designated as chair of the Board shall preside as chairperson at every general meeting of the Institute or if he shall not be present within fifteen (15) minutes after the time appointed for the holding of the meeting or the meeting or unwilling to act, the other members of the Board present shall elect one of their members to be the chairperson of the meeting.

39. If at any meeting no member of the Board is willing to act as chairperson or if no member of the Board is present within fifteen minutes after the time appointed for holding of the meeting, the Members present shall choose one of their members to be chairperson of the meeting.

40. The chairperson may, with the consent of any meeting at which a quorum is present, 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 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.

41. 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 of the show of hands) demanded:-

(a) by the chairperson; or

(b) by at least three (3) Members present in person or by proxy

Unless a poll be so demanded a declaration by the chairperson that the resolution has on a show of hands been passed unanimously, or by a particular majority, or is lost and an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

42. In the case of an equality of votes, whether on a show of hands or on a poll the chairperson 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.

43. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken forthwith. A poll demanded on any question shall be taken at such time as the chairperson 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.
44. A resolution of the Members must be passed subject to the requirements of the Act.

VOTES OF MEMBERS

45. Every Member shall have one vote.
46. No Member shall be entitled to vote at any general meeting unless all annual subscriptions payable by him to the Institute have been fully paid, as prescribed in the Bylaws.
47. On a poll votes may be given either personally or by proxy. A Member of the Institute who can attend, participate, speak and vote can appoint one (1) proxy to attend, participate, speak and vote for him at general meetings. A proxy needs to be a Member of the Institute. A Member may only act as proxy for maximum four (4) Members.
48. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under hand of the office or attorney duly authorised. The instrument appointing a proxy may be either in physical form or by electronic means and must be submitted at least 48 hours prior to the general meeting.
49. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits:-

LYCEE FRANCAIS DE KUALA LUMPUR HENRI FAUCONNIER BERHAD

I/We of, being a member of the above-named Institute, hereby appoint of Or failing him/her of, as my / our proxy to vote for me / us on my /our behalf at annual / extraordinary general meeting of the said Institute to be held on the day of20..., and at any adjournment thereof.

[signatures]

50. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
51. 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 Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

52. The business of the Institute shall be managed by a Board of Directors. The Board shall consist of not less than five (5) and not more than seven (7) elected members. All Directors must be Members of the Institute and at least one-half of the Board members shall be French citizens. The Board processes are detailed in the Bylaws, as may be amended from time to time. The Board may invite the Institute's management team to its meetings so as to advise the Board on the Institute's operational matters and to assist in the deliberations of matters raised.

53. Provided and for as long as an agreement is in force between the Institute and the competent French State authorities overseeing the teaching of the French curriculum outside of France, the Principal of the Institute, the Finance and Administration Manager, the Primary School Headmaster and up to two (2) representatives of the French Embassy in Malaysia shall be the ex-officio members of the Board in an advisory position without any voting rights. For avoidance of doubt, the ex-officio members may be invited to the Board for advisory purposes but shall not be counted for the quorum.
54. The Members of the Board shall perform their duties on a pro bono basis. Notwithstanding the foregoing, they will be entitled to reimbursement of their reasonable costs incurred by them in attending and returning from meetings of the Board or any committee of the Board or the general meetings of the Institute.
55. The business of the Institute shall be managed by the Institute who may pay all the expenses incurred in promoting and registering the Institute, and may exercise all such powers of the Institute as are not, by the Act or this Constitution, required to be exercised by the Institute in general meetings, subject nevertheless to the provisions of the Act or this Constitution and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Institute in general meeting or by its Bylaws; but no regulation made by the validate any prior act of the Board which would have been valid if that regulation had not been made.
56. 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 Institute for such purpose and such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) 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.
57. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to the Institute shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

BORROWING POWERS

58. The Board may exercise all of the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute. Such actions may be undertaken by the Board of its own accord up to the amount or amounts set in the Bylaws, and in excess of such amount or amounts with the prior approval of the Members only.

MINUTES OF MEETINGS

59. 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 members of the Board present at each meeting of the Board and of any committee of the Board, if applicable;
 - (c) of all resolutions and proceedings at all meetings of the Institute and of the Board and of any committee of the Board and every member of the Board present at any meeting of the Board or committee of Board shall sign his name in a book or any other method of recording to be kept for that purpose.

DISQUALIFICATION OF MEMBERS OF THE BOARD

60. The office of a members of the Board shall be vacated if such member of the Board:-
- (a) without the consent of the Institute granted in a general meeting holds any office of profit under the Institute; or
 - (b) becomes bankrupt or makes any arrangement or compromise with his creditors generally; or
 - (c) if he fails to pay annual subscriptions presently payable by him to the Institute in a timely manner; or
 - (d) becomes prohibited or disqualified from being a member of the Board under any provisions of the Act; or
 - (e) becomes medically certified of unsound mind; or
 - (f) resigns from his office by notice in writing to the Institute; or
 - (g) is removed by ordinary resolution of the Institute; or
 - (h) is absent for more than six (6) months without permission of the Board from meetings of the Board held during that period; or
 - (i) is directly or indirectly interested in any contract or business with the Institute and fails to declare the nature of his interest in the manner required by the Act; or
 - (j) dies.
61. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising therefrom, and if he does so vote, his vote shall not be counted.

ROTATION OF THE MEMBERS OF THE BOARD

62. At the annual general meeting in every year subsequent to that in which the first annual general meeting is held one-third of the Board for the time being, or if their number is not three or multiple or three, then the number nearest one-third, shall retire from office. At the first annual general meeting all members of the Board shall have retired.
63. The members of the Board to retire in every year shall be those who have been longest in office since their last election, but as between persons who became member on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
64. A retiring member of the Board shall be eligible for re-election.
65. The Institute 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 is put to the meeting and lost. In case of multiple vacancies, the resolutions passed with the highest number of favorable votes shall be considered for filling the vacancies.
66. No person including a member of the Board retiring at the general meeting shall be eligible for election to the office of a member of Board unless, not less than five (5) and not more than twenty-one (21) days before the date appointed for the meeting, there shall have been sent to the registered office of the Institute notice in writing and duly signed either in physical form or by electronic means, of any Members' intention and willingness to be elected. Notwithstanding the above, a member other

than a retiring member of the Board shall vacate his office if his election as member of the Board is not approved by the Minister charged with the responsibility for companies.

67. 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.
68. The Board shall have power at any time, and from time to time, to appoint Members of the Institute to be members of the Board either to fill a casual vacancy or vacancies unfilled during an election. The total number of members of the Board shall not at any time exceed the number fixed in accordance with this Constitution. 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. The Board shall never have more than two (2) Board members appointed according to this clause at any point in time.
69. Subject to the Act, the Institute may remove any member of the Board before the expiration of the period of office notwithstanding anything in this Constitution or in any agreement between the Board and such member of the Board.
70. The Institute may by ordinary resolution in a general meeting of the Institute appoint another person in place of a member of the Board removed from office under Clause 69 without prejudice to the powers of the Board under Clause 68 hereof the Institute 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. For avoidance of doubt, such person being appointed as a member of the Board must be a Member of the Institute.

PROCEEDINGS OF THE BOARD

71. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. The questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson 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.
72. The quorum necessary for the transaction of the business of the Board may be fixed by the Board as stated in the Bylaws, and unless so fixed shall be three (3).
73. 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 Constitution of the Institute 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 Board, but for no other purpose.
74. The chairperson of the Board will chair the Board meetings unless the other members of the Board decide unanimously that for practical purposes, it should be another person amongst the elected members of the Board, in which case the members of the Board may elect a chairperson for their meetings and determine the period for which he is to hold office; but, if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be chairperson of the meeting.
75. The Board may, from time to time, delegate any of their powers to a committee or committees comprising such members of their body as they deem appropriate and with such powers as the Board may prescribe, provided that such powers not exceeding those vested in or exercisable by the Board under this Constitution.

76. The committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairperson of the meeting.
77. A committee 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.
78. All acts done by any meeting of the Board or of a committee 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.
79. A resolution in writing signed by a majority of the members of the Board for the time being entitled to receive notice of a meeting of the Board or of a committee of the Board either in physical form or by electronic means, shall be as valid and effectual as if it had been passed at a meeting of the Board or a committee of the Board, duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one (1) or more Directors.

SECRETARY

80. 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.
81. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by it being done by or to the same person acting both as a member of Board and as, or in place of, the Secretary.

ADVISORY COUNCIL

82.
 - (a) Provided and for as long as an agreement is in force between the Institute and the competent French State authorities overseeing the teaching of the French curriculum outside of France, the Institute shall be advised by an Advisory Council, whose role will be to assess the conformity of the Institute with the guidelines issued from time to time by the said authorities.
 - (b) Subject to Clause 53 of this Constitution, other than those members of the Advisory Council who are also ex officio attendees of the Board, the members of the Advisory Council will not be members of the Board and will have no rights to attend the Institute's Board and/or general meetings, but will be granted access to the minutes of the meetings of the Board and to other documentation relevant to the performance of their duties.
 - (c) The details of the Advisory Council are set forth in the Bylaws.

THE SEAL

83. 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

84. The Board shall cause proper books of accounts and other records to be kept with respect to:-

- (a) all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Institute; and
- (c) the assets and liabilities of the Institute.

Proper books and records shall not be deemed to be kept if they are not kept as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transaction.

- 85. The books of accounts shall be kept at the registered office of the Institute or, at such other place or places as the Board think fit and shall always be open to the inspection by the members of the Board.
- 86. 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 Institute or any of them shall be open to inspection by Members not being members of the Board.
- 87. 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 Institute in general meeting such profit and loss accounts, balance sheets and any reports as are referred to in the Act.
- 88. Subject to the Act, a copy of Directors' Report and Financial Statement which is to be laid before the Institute in general meeting, together with a copy of the auditor's report, shall not less than twenty-one days (21) before the date of the meeting be sent to every Member of, and every holder of debentures of, the Institute.

AUDIT

- 89. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICE

- 90. Subject to the Act, any notice may be given by the Institute to every Member in writing in the following manner:
 - (a) given by hand to the address, within Malaysia, of the Member as supplied by him to the Institute for the purpose of giving notice to him;
 - (b) given by ordinary post to the address, within Malaysia, of the Member as supplied by him to the Institute for the purpose of giving notice to him;
 - (c) given in electronic form by transmitting to the electronic address or facsimile number of the Member as supplied by him; or
 - (d) subject to the Act and Clause 91, for the purpose of notice of general meeting, by publishing on a website.
- 91. If a notice for a meeting of Members is given by way of a publication in a website as per Clause 90(d), the Institute shall notify the Members that the notice is available in the website and such notification must be given in hard copy or electronic form stating –
 - (a) that it concerns a meeting of Members;
 - (b) the place, date and time of the meeting; and
 - (c) whether the meeting is an annual general meeting.

92. The notice pursuant to Clause 91 shall be available in the website throughout the period beginning from the date of notification referred to Clause 91 until the conclusion of the meeting of Members.
93. A notice:
- (a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;
 - (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - (c) sent by electronic and digital transmission, is taken to be given on the business day after it is sent irrespective of whether or not the same is actually received by the member; and
 - (d) given by publication in the website, is taken to be given on the business day after the notification that the notice is available in the website is sent.
94. Notices of every general meeting shall be given in any manner hereinafter authorised to:-
- (a) every Member except those Members who have not supplied to the Institute an address within Malaysia for the giving of notices to them;
 - (b) the auditors for the time being of the Institute; and
 - (c) the members of the Board.

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

INDEMNITY

95. Subject to the provisions of and so far as may be permitted by the Act, every member of the Board, auditor or other officer of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Institute and in which judgment 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.

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