

## CONSTITUTION FOR ICAP FAN CLUB

(NSID-020-28102023)

### CLAUSE 1: NAME

1. This organization is known by the name

**ICAP FAN CLUB**

Hereafter referred to as the organization.

2. Definition of Name: **"ICAP" is derived from icapital.biz Berhad**
3. Level: **National**

### CLAUSE 2: PLACE OF BUSINESS

1. The registered address and place of business of the organization is

**16.01A, 16TH FLOOR, PLAZA FIRST NATIONWIDE, NO 161, JALAN TUN H.S. LEE,  
50000 KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR**

and the correspondence address is

**16.01A, 16TH FLOOR, PLAZA FIRST NATIONWIDE, NO 161, JALAN TUN H.S. LEE,  
50000 KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR**

or in another place or places to be determined from time to time by the Committee;

2. The place of registered business and mailing address of the Organization cannot be amended without the Registrar of Organizations' prior permission.

### CLAUSE 3: OBJECTIVES

1. **To improve the quality of the stock owners of icapital.biz berhad**
2. **To share investment knowledge and experience**
3. **To organize activities for the benefit and interests of its members and icapital.biz berhad**
4. **To carry out activities that promote positive values among Malaysians**
5. **None**
6. **None**

### CLAUSE 4: MEMBERSHIP

1. The membership criteria of the organization are as follows

#### **A. Ordinary Membership**

- i. Nationality: **Malaysian**
- i. Minimum Age : **18** years
- iii. Member's Area/Country of Residence : **Malaysia**
- iv. Ancestry/Ethnicity : **All**
- v. Gender : **All**
- vi. Religion: **All**
- vii. Other Membership Criteria : **Individual Or Corporate Holding At Least 1,000 Icapital.biz Berhad Shares**

#### **B. Associate Membership**

Open to those who do not meet the criteria for regular members.

#### **C. Honorary Membership**

Consists of those who have contributed to the community and can contribute to the organization. They are determined by the Committee and are exempted from paying fees.

#### **D. Lifetime Membership**

Open to Regular Members who pay a lump sum fee.

#### **E. Youth Membership**

Open to those aged 18 and under. They need to obtain written permission from their parents or legal guardians. They cannot vote or hold positions in the Organization.

2. Every membership application must be proposed and supported by a member and sent to the Secretary who is required to submit the application as soon as possible to the Committee for consideration. The Committee may at its discretion reject any application without giving reasons.
3. Every applicant whose application has been approved as mentioned above, must after paying the entrance fee and the first fee as stipulated, be accepted as a member of the Organization and must be a member.

### **CLAUSE 5: TERMINATION AND REVOCATION OF MEMBERSHIP**

1. A member who intends to cease from being a member of the Organization must give a written notice 2 weeks in advance to the Secretary and to complete all of his debts.
2. Any member who fails to comply with the Organization's constitution or acts in a manner that will taint the Organization's reputation may have his membership revoked or

suspended for a period of time that is deemed reasonable by the Committee. Prior to the revocation or suspension of membership by the Committee, the said member must be informed, in writing, of the reasons for the revocation or suspension. The said member must also be given an opportunity to explain and defend himself. The revocation or suspension shall be carried out unless the general meeting postpones or cancels the decision upon appeal by the said member.

#### CLAUSE 6: **FINANCIAL SOURCES**

The organization's financial resources are from:

1. Entrance fee: **RM 100** (One Hundred Malaysian Ringgit Only)
2. Fees: **RM 50** (Malaysian Ringgit Fifty Only)
  - a) The **annual** fee must be paid to the treasurer in advance within a period of 7 days from the beginning of each year
  - b) Lifetime fee (must be explained during membership application)  
**RM 0** (Malaysian Ringgit Zero Only)
  - c) Members who leave their dues in arrears for more than two (2) **years** will receive a reminder letter signed by a representative of the Secretary, and will lose their privileges as members until their debts have been cleared.
  - d) Members who let their debts amounting to more than the total amount of fees for three (3) **years** will automatically cease to be a member of the Organization and the Committee may order for a legal action to be taken against them provided that they are satisfied that the said members have previously received a statement of their debts.
  - e) The Committee has the power to fix re-entry fees for anyone who have had their membership forfeited due to debt.
  - f) Special fees or collection of money from members for certain matters can be collected with the agreement of the general meeting of members. If any member fails to pay the dues within the stipulated period, then the money will be considered the same as the annual fee debt.
3. Contribution  
**This organization is allowed to receive donations in the form of money and goods. Donations in the form of money must be declared clearly and accurately in the organization's Annual Statement.**
4. Economic Activities  
**This organization can carry out economic activities such as selling, buying, investing, renting, owning movable and immovable property as well as other economic activities.**

#### CLAUSE 7: **GENERAL MEETING**

1. The management of this organization is by the discretion of the general meeting of the members. At least one-half (1/2) of the total number of members are entitled to vote or twice the total number of Committee members, whichever is less, must be present in the general meeting to confirm the proceeding of the meeting and provide a sufficient quorum for the meeting.
2. If the quorum is insufficient after half an hour from the time set for the meeting, then the meeting shall be postponed to a date (no more than 30 days) determined by the Committee; and if the quorum is insufficient after half an hour from the time set for the adjourned meeting, the members present thereby have the authority to conduct the meeting but do not have the authority to amend the constitution of the organization.
3. The **Biennial** General Meeting of the Organization shall be held within the period of **24 months** from the date of the last **Biennial** General Meeting on the date, time and place determined by the Committee. The agenda of the **Biennial** General Meeting is:
  - a) to consider the Committee's report on past activities of the organization;
  - b) to consider the Treasurer's report and audited financial statements;
  - c) to select members of the Committee and to appoint Auditors (if applicable);
  - d) to manage other matters presented in the meeting.
4. The Secretary shall send to each member, at least 14 days before the **Biennial** General Meeting is held, a meeting agenda including a copy of the minutes of the meeting and the annual activity report as well as the Organization's balance sheet for the past year which has been audited. Copies of these documents must also be provided for reading by the members at the address of the Organization's place of business.
5. Special General Meetings for this organization can be held:
  - a) when deemed necessary by the Committee; or
  - b) upon a mass request in writing by not less than one-fifth 1/5 of the total number of members entitled to vote by explaining the purpose and reason for holding it. This request should be sent to the Secretary of the Organization.
6. The Special General Meeting requested by the members shall be held on a date within a period of one month from the date of acceptance of the meeting request.
7. The announcement and agenda for the Special General Meeting shall be distributed by the Secretary to all of the members at least 14 days before the date set for the meeting.
8. Clause 7(1) and 7(2) of this constitution regarding the quorum and adjournment of the **Biennial** General Meeting apply to the Special General Meeting, but with condition that if the quorum is insufficient after a half an hour from the time set for the Special General Meeting upon request of the members, then the meeting must be canceled and within 6 months from this date, a Special General Meeting at the request of the members with the same purpose cannot be held.

9. The secretary shall send to each of the members a copy of the minutes of the **Biennial** General Meeting and the Special General Meeting within a period of 3 months after completion of the meeting.

#### CLAUSE 8: **COMMITTEE**

1. A Committee as follows named as Organizational Officers shall be elected once in every two years in the Biennial General Meeting:
  - A Chairman
  - 1 person Deputy Chairman
  - One Secretary
  - An Assistant Secretary
  - A Treasurer
  - 6 Ordinary Committee Members
2. The holders of this Organization's positions and every officer who carries out executive duties in this Organization shall be among Malaysian Citizens.
3. The names of the above positions must be proposed and supported and the selection will be carried out by means of voting by the members in the **Biennial** General Meeting. All officers may be re-elected **once in every two years**.
4. The function of the Committee is to manage and organize the daily work of the Organization and make decisions on matters regarding the Organization's journey according to the general policy that has been set by the general meeting. The Committee should not be able to take actions contrary to the general meeting without prior communication with it and the Committee must always comply with the decisions of the general meeting. The committee must submit a report on its activities in the past year to each General Meeting.
5. The committee must meet at least **4 times** a year. Notice for each meeting must be given to Committee members 7 days in advance. The Chairman alone or no less than 4 Committee members together can call for a Committee meeting to be held at any time. At least half (1/2) of the number of Committee members must be present to confirm the process and meet the quorum of the meeting
6. If an important matter arises that requires the approval of the Committee and the Committee meeting cannot be held, then the Secretary may obtain approval from the Committee members by distributing a circular letter. The following conditions must be fulfilled before the Committee's decision:
  - a) The problem that was raised should be detailed clearly in the circular letter distributed to each member of the Committee;
  - b) At least half of the number of members of the Committee must express their agreement or objection thereto; and

- c) The decision shall be by majority vote. Any decision obtained through a circular letter must be reported by the Secretary to the next Committee meeting to be confirmed and recorded in the minutes.
- 7. Committee members who failed to attend Committee meetings three times in a row without a satisfactory reason will be deemed to have resigned.
- 8. If a Committee member dies or resigns, the candidate with the second highest number of votes in the last election shall be called in to fill the vacancy. If such a candidate is not available or refuses the position, then the Committee has the authority to appoint another member to fill the vacancy until the **Biennial** General Meeting is conducted.
- 9. The Committee may give instructions to the Secretary and other officers to run the affairs of the Organization, and appoint managers and staffs as deemed necessary. It can suspend or revoke the position of any managers or staffs for negligence in the job, cheating, incompetency, disobeying the Committee's decision, or for reasons considered to damage the interests of the Organization.
- 10. The Committee may establish a Sub-Committee if deemed necessary and assign special duties to any Committee member.
- 11. The old Committee must submit all documents of the Organization such as registration certificate, registered constitution, copies of Annual Statements, letters of response, account books, bank books, checks and receipts, land grants, asset lists and so on to the new Committee.

#### CLAUSE 9: **OBLIGATIONS OF OFFICERS**

- 1. The Chairman, during his tenure, shall be the Chairman of all general meetings and all Committee meetings and be responsible for the completeness of the proceedings of all meetings. It has a casting vote and must sign the meeting minutes when they are approved.
- 2. The Deputy Chairman shall act as Chairman in his absence.
- 3. The secretary shall carry out the administrative work of the Organization according to the constitution and shall carry out all the orders of the general meeting and the committee. It is responsible for handling correspondences and keeping all records and documents of the Organization, except account books and financial documents. The secretary must keep a register book of members containing detailed information of the members by category such as name, place and date of birth, identity card number, occupation, name and address of employer and home address of each member's residency. It must attend all meetings and make meeting notes.
- 4. The Assistant Secretary shall help the Secretary carry out his duties and hold the Secretary's position in his absence.
- 5. The Treasurer is responsible for all financial matters of the Organization. He shall be fully responsible for the accuracy of the organization's financial statements consisting of receipts and expenditure statements and the balance sheet.

6. Ordinary Committee members shall assist the Committee in carrying out the duties directed by it.

#### CLAUSE 10: **FINANCE**

1. Subject to the following provisions in this constitution, the money of this Organization can be used for beneficial things to carry out the objectives of the Organization, including administrative expenses, salary payments, fees and expenses of salaried officers and staffs as well as auditors' wages.
2. The Treasurer is allowed to keep cash of not more than **RM 5000.00** (Ringgit Malaysia **Five Thousand** Only) at any one time. Money in excess of that amount must be deposited into a bank account in the name of the Organization within 7 days.
3. All checks or withdrawal statements from the Organization's account must be jointly signed by the Chairman, Secretary and Treasurer. However, the Committee reserves the right to appoint any of them as a substitute to sign checks or disburse funds of the Organization in the absence of any of the signatories.
4. Expenses in excess of **RM 9999.90** (Ringgit Malaysia **Nine Thousand Nine Hundred Ninety Nine And Ninety** Cents Only) for a period of time cannot be paid without prior approval by the Committee, and expenses in excess of **RM 10000.00** (Ringgit Malaysia **Ten Thousand** Only) for a certain time cannot be paid without prior permission of the general meeting. Expenses of **RM 9999.90** (Malaysian Ringgit **Nine Thousand Nine Hundred Ninety Nine And Ninety Cents** Only) and below for a certain period of time can be approved jointly by the Chairman, Secretary and Treasurer.
5. The financial statement for a year shall be prepared by the Treasurer and examined by the Auditor appointed under Clause 11 of this constitution as soon as possible after the end of the financial year. The audited financial statements shall be distributed for the information of the members and submitted for approval by the following Biennial General Meeting. Each of the copy shall be provided for members' information at the place of business of the Organization.
6. The financial year of this Organization shall be for a period of 12 months starting from **1<sup>st</sup> of January**.

#### CLAUSE 11: **AUDITORS**

1. **A person** who is not an officer of the Organization must be appointed in the **Biennial** General Meeting as an Auditor. Those who hold office for **two years** can be reappointed.
2. Auditors are required to examine the financial statements of the Organization for every year. The auditor must certify and sign the financial statements for the consideration of the **Biennial** General Meeting. They are also required at any time by the Chairman to audit the financial statements of the Organization at any time in their period of service and make a report to the Committee.

#### **CLAUSE 12: ESTATE ADMINISTRATOR**

1. All immovable property of the Organization must be registered in the name of the Organization and all execution instruments relating to this property are considered valid and effective as if they had been executed by a registered owner, provided that the instrument was executed by 3 office holders of the organization at the time where their appointment is confirmed through a certificate issued by the Registrar of Societies and stamped with the Societies seal.
2. The immovable property of the Organization cannot be sold, mortgaged, withdrawn or transferred without the consent of the General Meeting.

#### **CLAUSE 13: INTERPRETATION OF THE COMPANY'S CONSTITUTION**

1. In the period between two General Meetings, the Committee can give its interpretation to this constitution and the Committee, if necessary, can give decisions on matters that are not clear in this constitution.
2. Except for things that are contrary or inconsistent with the policy that has been made in the general meeting, the decision of the Committee against the members is final if not changed by the decision of the General Meeting.

#### **CLAUSE 14: ADVISOR/PATRON**

1. The Committee may, if deemed necessary, appoint qualified persons to be Advisors/Patrons for this Organization provided that the person appointed expresses his consent in writing in advance.

#### **CLAUSE 15: PROHIBITION**

1. Any form of gambling as interpreted in the Common Gaming Houses Act 1953 is prohibited in the organization's premise.
2. The organization or its members should not attempt to prevent or in any way interfere with the business or the price of goods or take a role in the trade union movement as defined in the Trade Union Act 1959.
3. This organization shall not conduct lotteries whether it is reserved for members or not, in the name of the Organization or the officers, the Committee or its members, without approval from the relevant authorities.
4. "Benefit" as described under Section 2 of the Societies Act 1966, cannot be granted by the Society to any of its members.
5. All money and profits obtained by this Organization as a result of its participation in economic activities must be channeled back to the organization to achieve the objectives of this organization and cannot be used to pay benefits, profits or bonuses to any members of the Organization. However, this provision does not prevent any payment of salary or administrative expenses or both to any member or employee of the Organization.



#### **CLAUSE 16: CONSTITUTION AMENDMENT**

1. This Constitution cannot be amended except by the decision of the General Meeting. Applications for constitutional amendments must be submitted to the Registrar of Societies within 60 days from the date of the decision of the General Meeting which approves the amendment and can only be enforced from the date the amendment is approved by the Registrar of Societies.

#### **CLAUSE 17: DISSOLUTION**

1. This organization may be dissolved voluntarily with the consent of not less than three-fifths (3/5) of the total number of members entitled to vote in a general meeting that is specially called for it.
2. If the Organization is to be dissolved as mentioned above, then all debts and liabilities of the Organization that are legal according to the constitution must be cleared and the remaining money must be settled in the manner agreed upon in the general meeting.
3. This dissolution application must be submitted to the Registrar of Societies within 14 days from the date of the dissolution decision.

#### **CLAUSE 18: FLAGS, EMBLEMS AND BADGES**

1. Flag - Description –
2. Emblem - Description –
3. Badges - Description -