

Companies Act, 1965

A Company Limited By Guarantee  
and not having a Share Capital

**MEMORANDUM OF ASSOCIATION**

**of**

**FEDERATION OF INVESTMENT MANAGERS MALAYSIA**

1. The name of the company is FEDERATION OF INVESTMENT MANAGERS MALAYSIA (hereinafter called “the Federation”).
2. The registered office of the Federation will be situated in Malaysia.
3. The objects for which the Federation is established are:
  - (1) To conduct its affairs in the best interests of the public and the Investment Management Industry while promoting orderly development of the Investment Management Industry. The Federation will encourage and foster among its members conduct, ethics and standards of practice that will best serve, maintain further and protect the interests of investors and the Investment Management Industry.
  - (1A) To act as a self-regulatory organisation (hereinafter called “SRO”) for the Investment Management Industry by having the following powers:
    - (a) to work in close consultation with the Securities Commission of Malaysia (hereinafter called “the Securities Commission”) to ensure the proper discharge of its functions and duties as a SRO;
    - (b) to cooperate with the Securities Commission and various authorities and/or governmental bodies in Malaysia towards promoting any or all of its objects;
    - (c) to generally carry out all that is necessary:
      - (i) to promote investor protection;
      - (ii) to promote fair treatment of its members and any person who applies for membership;
      - (iii) to promote proper regulation and supervision of its members;

- (iv) to ensure that there is fair representation of its members in the governing body of the Federation;
- (v) to ensure compliance by its members and officers with the provisions of the securities laws (which include the Capital Markets and Services Act 2007, Securities Industry (Central Depositories) Act 1991, Securities Commission Act 1993 and such other acts and regulations that are in force concerning the Investment Management Industry and affecting the Federation) (hereinafter called “the Securities Laws”) and such other written laws that are applicable to its members and the Investment Management Industry, regulations and guidelines issued by the Securities Commission, by-laws, rules and regulations issued by the Federation and where relevant, the rules of the stock exchange, futures exchange, approved clearing houses or central depository and other relevant laws of Malaysia;
- (vi) to promote appropriate standards of conduct of its members;
- (vii) to manage any conflict of interest that may arise between its interest and the interest of the public having particular regard to the need for the protection of investors;
- (viii) to prevent the usage of any information by its members or officers that may result in such members or officers making an unfair gain;
- (ix) to expel, suspend, discipline or sanction any of its members in the event that such member contravenes the Securities Laws and such other written laws that are applicable to its members and the Investment Management Industry, regulations and guidelines issued by the Securities Commission, by-laws, rules and regulations issued by the Federation and where relevant, the rules of the stock exchange, futures exchange, approved clearing houses or central depository;
- (x) to generally discharge its obligations in the best interest of the public and in particular, the interest of investors;
- (xi) to immediately notify the Securities Commission if it becomes aware of:
  - (A) any matter which adversely affects or is likely to adversely affect the interest of investors; and
  - (B) any contravention by its members of any Securities Laws;
- (xii) to take such appropriate steps to:
  - (A) exclude a person who is not fit and proper from being its member or being appointed as its chief executive officer;

- (B) allow an aggrieved member to appeal against the decision of the Federation; and
    - (C) take action against its members and any person in the Investment Management Industry, when necessary;
  - (d) to make, issue, amend and repeal its own by-laws, rules and regulations governing or otherwise relating to the Investment Management Industry (including but not limited to such matters as prescribed under the Securities Laws and such other written laws that are applicable to its members and the Investment Management Industry and such matters as stated in Clause 3(1A)(c) above) subject to the approval of the Securities Commission as and when specifically required under the Securities Laws;
  - (e) to provide a platform for sharing of information with other self-regulatory organisations and various local and foreign authorities performing similar functions, towards the promotion of its objects.
- (2) To support the development of the Investment Management Industry and to assist in its operation and performance.
- (3) To act as a consulting and advisory body amongst its members and in particular:
- (a) to recommend standards of practices for the protection of the interest of investors and to maintain the good name of the Investment Management Industry;
  - (b) to inform its members of existing and proposed regulations affecting the Investment Management Industry;
  - (c) to encourage a sharing of information between its members (subject to the extent not prohibited by the Securities Laws or rules, regulations, guidelines and guidance notes or otherwise issued by the Securities Commission or this Memorandum of Association); and
  - (d) to provide a forum for discussions of issues such as promotion and marketing, and any other matter which has relevance to the Investment Management Industry within a policy established by its members.
- (4) To act for all purposes as a body representing its members and in particular to provide a channel for:
- (a) communication and representation to the authorities, bodies and organisations relating to the management and/or regulatory control of the Investment Management Industry;
  - (b) any necessary public relations efforts in support of the Investment Management Industry including public information and education; and

- (c) to undertake training activities of a technical nature for members of the Federation.
- (5) To act as may be thought appropriate in cooperation with other bodies with regard to matters where there is a commonality of interest.
- (6) To encourage improvements to legislation and regulation affecting the Investment Management Industry.
- (7) To undertake research into methods, practices and techniques in administration and documentation for the benefit of the Investment Management Industry and its members.
- (8) To continue to improve the conduct of members and to inform members of means to improve their individual roles and practices.
- (9) To foster and promote sound and ethical business practices of members and of the Investment Management Industry.
- (10) To support and sponsor educational programs, meetings and seminars with a view to informing members and the public of all aspects of the Investment Management Industry.
- (11) To disseminate information on the Federation and its activities through the media, meetings, Federation publications and through the provision of speakers, publications, materials and exhibitions.
- (12) To prepare, print, publish and distribute books, periodicals, directories, bulletins, pamphlets, papers, leaflets and other literature and films, electronic medium or otherwise and to prepare, publish, print and distribute howsoever any material, information or opinions which the Federation may consider will promote its objects.
- (13) To maintain a library or libraries for the use of members and others.
- (14) To organise, conduct, manage, sponsor and promote classes, lectures, courses, seminars, workshops, conferences, symposia and the like which the Federation may consider will promote its objects.
- (15) To organise, conduct, manage, sponsor or promote competitions or exhibitions to further the objects of the Federation and to grant prizes, awards or distinctions which the Federation may consider will promote its objects, **PROVIDED THAT** no member of the Federation shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Federation.
- (16) To represent the views and interests of the Federation and to advertise and promote its objects in the community generally and with any body whether private, public or governmental.

- (17) To charge fees to organisations, corporations, persons or bodies which wish to participate in any Federation activity or to obtain any benefit from the Federation.
- (18) To solicit and in any other way raise funds and other support either for the general purposes of the Federation or for specific projects or activities of the Federation and without limiting the generality of the foregoing to take such steps as may be deemed expedient for the purpose of procuring contributions to the funds of the Federation whether by way of donation, gift, membership, subscription or otherwise.
- (19) To subscribe to or become a member of and cooperate with either generally or in respect of particular activities, with any company, incorporated body, association, society or organisation whose objects are similar to those of the Federation.
- (20) To subscribe to any local or other charities and to grant donations for any public purpose.
- (21) To purchase, take on lease or hire, take in exchange or otherwise acquire or deal with upon such terms as may be considered fit any property real or personal or any rights or privileges which may be considered to be of use or benefit to the Federation and in particular, but without affecting the generality of the foregoing powers, any lands, leases, buildings, easements, rights, licenses, stocks, shares, bonds, debentures, copyrights, trade marks, service marks, designs, patents, plant, goods and stock in trade and to hold, develop, work or otherwise turn the same to account in any manner that the Federation may deem desirable, expedient or advisable, in furtherance of its objects **PROVIDED THAT** the Federation shall not acquire any land without the prior approval and written consent of the Minister charged with responsibility for Companies.
- (22) To sell, improve, develop, manage, exchange, let, license, lease, hire out, dispose of, turn to account or otherwise deal with all or any of the property or rights of the Federation.
- (23) To buy, sell and deal in all kinds of goods, stocks, chattels, merchandise, apparatus and the like and all kinds of provisions, liquid and solid required by or convenient for the members of the Federation, or persons frequenting any premises of the Federation, or utilising or participating in any activity provided or conducted by the Federation.
- (24) To construct, improve, develop, maintain, repair, alter, add to, replace or work, manage or control any buildings, residences, offices, ground, conference rooms, lecture theaters, workshops, fixtures, chattels, plant or equipment which may seem calculated directly or indirectly to benefit the Federation, and to contribute to, subsidise or otherwise assist and take part in the construction, reconstruction, improvement, development, maintenance, repair or alteration or working, management or control thereof.
- (25) To borrow or raise money for the purpose of the Federation in such a manner and upon such terms (whether with or without security) as may be considered fit.

- (26) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Federation property of whatsoever kind sold by the Federation, or any money due to the Federation from purchasers and others.
- (27) To invest and deal with the moneys of the Federation not immediately required upon such securities and in such a manner as may be permitted by law from time to time for the investment of trust funds.
- (28) To insure against all and any risks, liabilities or eventualities as the Federation may deem fit and to apply the proceeds from any claim under any insurance in such manner and for such purpose as the Federation shall consider appropriate.
- (29) To open and maintain such banking accounts as may seem fit and to operate or allow the same to be operated upon in such a manner as the Federation may determine.
- (30) To make or accept any gift of money or real or personal property for all or any one or more objects of the Federation and whether or not subject to any specific trust.
- (31) To undertake and execute any trusts whether gratuitously or otherwise the undertaking of which seems to the Federation to be likely to be either directly or indirectly conducive to the progress and benefit of the Federation.
- (32) To draw, make, accept, endorse, execute, and issue bills of exchange, bills of lading and other negotiable, transferable or mercantile instruments.
- (33) To appoint, employ, engage, pay, remunerate, remove or suspend such managers, clerks, secretaries, servants, tradesmen, contractors, workmen and other persons as may be necessary or convenient for the purpose of the Federation.
- (34) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Federation or the dependents or connections of the Federation or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects for any public, general or useful object.
- (35) To procure the Federation to be recognised or registered in any country, state or place and to do all things necessary or desirable to enable it to effectually carry out its objects therein.
- (36) To do all such lawful acts, deeds and things as are incidental or conducive to the attainment of the above objects or any of them or such other acts, deeds and things as might be conducive to the progress and benefit of the Federation.

**PROVIDED ALWAYS** the Federation shall not support with its funds any political organisation or any activities or endeavour to impose on or procure to be observed by its members or others any

regulations, restriction or condition which if made an object of the Federation would make it a trade union within the meaning of the Trade Union Act 1959.

PROVIDED ALWAYS the provisions of the Third Schedule of the Companies Act, 1965 shall not apply to the Federation and the foregoing provision of the paragraphs shall be read and construed without reference to the provisions of that Schedule.

4. The income and property of the Federation whencesoever derived shall be applied solely towards the promotion of the objects of the Federation as set forth in this Memorandum of Association. For the avoidance of doubt, nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant of the Federation or to any member of the Federation or any other person in return for any services actually rendered to the Federation nor payment for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this Clause by the Articles of Association on money borrowed from any member of the Federation or reasonable and proper rent for premises demised or let by any member to the Federation; but so that no member of the Board or governing body of the Federation shall be appointed to any salaried office of the Federation, or any office of the Federation paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Federation to any member of such Board or governing body except as provided by the Articles of Association and repayment of out-of-pocket expenses, examination fees, travelling and subsistence allowances and interest at the rate aforesaid on money let or reasonable and proper rent for premises demised or let to the Federation; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric, lighting, water, cable or telephone company of which a member of the Board or governing body may be a member or any other company in which such member shall not hold more than one hundredth part of capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment. For the avoidance of doubt, nothing in the aforesaid shall be interpreted as prohibiting the refund of any surplus of any annual membership subscription fee to the members of the Federation if so determined by the Board.

5. No addition, alteration or amendment shall be made hereto or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been submitted to and approved by the Securities Commission of Malaysia and the Minister charged with the responsibilities for Companies.

6. The liability of members is limited.

7. Each member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a member or within one (1) year after he ceases to be a member for payment of the debts and liabilities of the Federation contracted before the time at which he ceased to be a member and the costs, charges and expenses of winding up for an adjustment of the rights of contributories among themselves such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00).

8. If upon the winding up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any property the same shall not be paid to or distributed amongst the members of the Federation but shall be given or transferred to some institution or institutions whether incorporated or not having objects similar or in part similar to the objects of the Federation and which shall prohibit the distribution of its or their income and property amongst its or their members to an

extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution, or in default thereof by a Judge of the High Court of Malaya having jurisdiction in regard to charitable funds, and if so far as effect cannot be given to the aforesaid provision then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of the Federation, and, subject to any reasonable restrictions as to the time and manner of inspecting the same as may be imposed in accordance with the Articles of Association for the time being in force, shall be open to the inspection of members and, at least once in every year, shall be subject to audit in accordance with the provisions of the Articles of Association.

10. The subscribers are desirous of being formed into a company in pursuance of this Memorandum of Association.

SIGNATURE OF SUBSCRIBERS

**THE COMMON SEAL** of )  
**AMANAH SAHAM MARA BERHAD** )  
was hereunto affixed in accordance )  
with its Articles of Association )  
in the presence of: )

ZAHARAH BT IBRAHIM  
Secretary

KAMARUDDIN BIN MOHAMMED  
Director

**THE COMMON SEAL** of )  
**ARAB-MALAYSIAN PROPERTY TRUST** )  
**MANAGEMENT BERHAD** )  
was hereunto affixed in accordance )  
with its Articles of Association )  
in the presence of: )

RAVINDRA KUMAR THANBIMUTHU  
Secretary

N MURUGIAH  
Director



**THE COMMON SEAL** of )  
**ARAB-MALAYSIAN UNIT TRUSTS** )  
**BERHAD** was hereunto affixed in )  
accordance with its Articles of Association )  
in the presence of: )

RAVINDRA KUMAR THANBIMUTHU  
Secretary

ABDUL HALIM NOORDIN  
Director

**THE COMMON SEAL** of )  
**ASIA UNIT TRUSTS BERHAD** )  
was hereunto affixed in accordance )  
with its Articles of Association )  
in the presence of: )

CHAN CHEE MENG  
Secretary

MOHD RAMZAN IBRAHIM  
Director

**THE COMMON SEAL** of )  
**BBMB UNIT TRUST MANAGEMENT** )  
**BERHAD** was hereunto affixed in )  
accordance with its Articles of Association )  
in the presence of: )

ZAUYAH WAN CHIK  
Secretary

ABDUL RAZAK ALWI  
Director

**THE COMMON SEAL** of )  
**BHLB PACIFIC TRUST MANAGEMENT** )  
**BERHAD** was hereunto affixed in )  
accordance with its Articles of )  
Association in the presence of: )

TOH CHIN HIAN  
Secretary

LOW HAN HING  
Director

**THE COMMON SEAL** of )  
**COMMERCE PROPERTY TRUST** )  
**MANAGERS BERHAD** )  
was hereunto affixed in accordance )  
with its Articles of Association )  
in the presence of: )

**JAMIL HAJAR ABDUL MUTTALIB**  
Secretary

**Y. BHG. DATUK MOHD DESA BIN PACHI**  
Director

**THE COMMON SEAL** of )  
**DCM - RHB UNIT TRUST** )  
**MANAGEMENT BERHAD** )  
was hereunto affixed in accordance )  
with its Articles of Association )  
in the presence of: )

**GOH KOK NYOR**  
Secretary

**SIAH FOOK CHIN**  
Director

**THE COMMON SEAL** of )  
**KUALA LUMPUR MUTUAL FUND** )  
**BERHAD** was hereunto affixed in )  
accordance with its Articles of )  
Association in the presence of: )

**WONG BOON CHOY**  
Secretary

**SOH TECK TOH**  
Director

**THE COMMON SEAL** of )  
**MBF UNIT TRUST MANAGEMENT** )  
**BERHAD** was hereunto affixed in )  
accordance with its Articles of )  
Association in the presence of: )

**CHAN CHOY LIN**  
Secretary

**DATUK DR AUGUSTINE ONG SOON HOCK**  
Director

**THE COMMON SEAL** of )  
**MIC UNIT TRUSTS BERHAD** )  
was hereunto affixed in accordance )  
with its Articles of Association )  
in the presence of: )

N K JASAMI  
Secretary

LAWRENCE ISSAC PEREIRA  
Director

**THE COMMON SEAL** of )  
**PELABURAN JOHOR BERHAD** )  
was hereunto affixed in accordance )  
with its Articles of Association )  
in the presence of: )

RODZIAN LATIFF  
Secretary

DATO' MOHD ALI HJ HASHIM  
Director

DATED this 15<sup>th</sup> day of July 1993

Witness to the above signatures:

AHMAD JOHARI BIN TUN ABDUL RAZAK  
Advocate & Solicitor  
2 Benteng,  
50050 Kuala Lumpur