

(5) The company and every officer who contravene this section commit an offence.

Division 5

Constitution of a Company

Constitution of a company

31. (1) A company, other than company limited by guarantee, may or may not have a constitution.

(2) If a company has a constitution, the company, each director and each member of the company shall have the rights, powers, duties and obligations set out in this Act, except to the extent that such rights, powers, duties and obligations are permitted to be modified in accordance with this Act, and are so modified by the constitution of the company.

(3) If a company has no constitution, the company, each director and each member of the company shall have the rights, powers, duties and obligations as set out in this Act.

Company may adopt a constitution

32. (1) A company may adopt a constitution for the company and the adoption shall be by way of special resolution.

(2) The constitution of a company has no effect to the extent that it contravenes or is inconsistent with the provisions of this Act.

(3) Subject to the provisions of this Act, the constitution adopted under subsection (1) shall be binding on the company, its directors and its members.

(4) The company shall lodge the constitution with the Registrar within thirty days from the adoption of a constitution under subsection (1).

(5) The company and every officer who contravene subsection (4) commit an offence and shall, on conviction, be liable to a fine not exceeding fifty thousand ringgit and, in the case of a continuing offence, to a further fine not exceeding five hundred ringgit for each day during which the offence continues after conviction.

Effect of constitution

33. (1) The constitution shall, when adopted, bind the company and the members to the same extent as if the constitution had been signed and sealed by each member and contained covenants on the part of each member to observe all the provisions of the constitution.

(2) All moneys payable by any member to the company under the constitution shall be a debt due from such member to the company.

Form of constitution

34. The constitution of a company—

- (a) in the case of a company limited by shares incorporated under this Act, is a document adopted as its constitution under section 32;
- (b) in the case of a company limited by guarantee incorporated under this Act, is a document lodged for registration of the company under section 38; or
- (c) in the case of a company registered under the corresponding previous written law, is the memorandum and articles of association as originally registered or as altered in accordance with the corresponding previous written law,

and includes any alteration or amendment made under section 36 or 37, if any, as the case may be.