

**Contents of a company's constitution**

**35.** (1) Subject to the provisions of this Act, the constitution of a company may contain provisions relating to—

- (a) the objects of the company;
- (b) the capacity, rights, powers or privileges of the company if the provision restricts such capacity, rights, powers or privileges;
- (c) matters contemplated by this Act to be included in the constitution; and
- (d) any other matters as the company wishes to include in its constitution.

(2) For the purposes of paragraph (1)(a), if the constitution sets out the objects of a company—

- (a) the company shall be restricted from carrying on any business or activity that is not within those objects; and
- (b) the company shall have full capacity and powers to achieve such objects, unless the constitution provides otherwise.

**Company may alter or amend constitution**

**36.** (1) A company having a constitution may, by a special resolution, alter or amend its constitution unless the constitution itself prohibits the alteration or amendment.

(2) Upon the date of the special resolution was passed or a later date as specified in the resolution, any alteration or amendment to the constitution shall bind the company and the members accordingly.

(3) The company shall notify the Registrar of the alteration or amendment of its constitution and lodge a copy of the constitution as

altered or amended within thirty days from the date the special resolution was passed.

(4) The company and every officer who contravene subsection (3) commit an offence and shall, on conviction, be liable to a fine not exceeding ten 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.

### **Court may alter or amend constitution**

**37.** (1) The Court may, on the application of a director or member of a company, if it is satisfied that it is not practicable to alter or amend the constitution of the company using the procedures set out in this Act or in the constitution itself, make an order to alter and amend the constitution of a company on such terms and conditions as it thinks fit.

(2) The company shall ensure that an office copy of an order made under subsection (1) together with a copy of the constitution as altered or amended is lodged with the Registrar for registration within thirty days from the date of the order.

(3) The company and every officer who contravene subsection (2) commit an offence and shall, on conviction, be liable to a fine not exceeding ten 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.

### **Company limited by guarantee shall have a constitution**

**38.** (1) A company limited by guarantee shall have a constitution.

(2) The constitution of a company limited by guarantee shall be signed by the person intending to incorporate such a company and lodged with the Registrar at the time the company is incorporated.

(3) The constitution shall state—