The Companies Act 2016

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THE CONSTITUTION OF

FINANCIAL MARKETS OMBUDSMAN SERVICE

(formerly known as OMBUDSMAN FOR FINANCIAL SERVICES)

Registration No. 200401025885 (664393-P)

Incorporated on the 30th Day of August, 2004

SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

COMPANIES ACT 2016
(ACT 777)

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME OF COMPANY

This is to certify that

OMBUDSMAN FOR FINANCIAL SERVICES
200401025885 (664393-P)

which was, on the 30th day of August 2004, incorporated under the Companies Act 1965, as a public company, on the 06th day of September 2024, changed its name to

FINANCIAL MARKETS OMBUDSMAN SERVICE

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

Dated at **KUALA LUMPUR** this 06th day of September 2024.

DATUK NOR AZIMAH ABDUL AZIZ
REGISTRAR

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

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Tel: 03-7721 4000 Fax: 03-7721 4001

SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 13

ARTA SYARIKAT 1965 [Seksyen 23(2)]

No. Syarikat – MyCoID

664393 - P

PERAKUAN PEMERBADANAN ATAS PERTUKARAN NAMA SYARIKAT

Dengan ini diperakui bahawa

FINANCIAL MEDIATION BUREAU

yang telah diperbadankan di bawah Akta Syarikat 1965, pada 30 haribulan Ogos 2004, sebagai sebuah syarikat awam, pada 20 haribulan Jun 2016 telah menukar namanya kepada

OMBUDSMAN FOR FINANCIAL SERVICES

dan bahawa syarikat ini adalah sebuah syarikat awam dan adalah sebuah syarikat jaminan.

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur pada 20 haribulan Jun 2016.

DATO' ZAHRAH ABD WAHAB FENNER
PENDAFTAR SYARIKAT
MALAYSIA

CertID: ubaYah Date: 20/6/2016 12:58:52 PM

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SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

BORANG 8

AKTA SYARIKAT 1965

[Seksyen 16 (4)]

No. Syarikat

664393	P

PERAKUAN PEMERBADANAN SYARIKAT AWAM

Adalah diperakui bahawa

FINANCIAL MEDIATION BUREAU

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 30 haribulan Ogos 2004 . dan bahawa syarikat ini adalah **sebuah syarikat berhad menurut jaminan.**

Dibert di bawah tandatangan dan meterai saya di Kuala Lumpur pada 30 haribulan Ogos 2004 .

PUTERI BINTI MAHMOOD
Penolong Pendaftar Syarikat
Malaysia

[Borang ini diterjemahkan oleh Pegawai Negara Malaysia, menurut Peraturan-peraturan Undang-undang (Ks. 12 tahun 1964; P.N. (BBK) 2) P.U. 31, P.S. 961 Jld. 7]

MENTERI PERDAGANGAN DALAM NEGERI DAN KOS SARA HIDUP

AKTA SYARIKAT 2016

KELULUSAN BAGI MEMINDA PERLEMBAGAAN

FINANCIAL MARKETS OMBUDSMAN SERVICE
200401025885 (664393 – P)

Saya, Datuk Armizan Bin Mohd Ali, Menteri Perdagangan Dalam Negeri dan Kos Sara Hidup dengan ini memberi kelulusan kepada **FINANCIAL MARKETS OMBUDSMAN SERVICE** untuk meminda Perlembagaan seperti di **Lampiran A.**

Walaupun kelulusan diberikan, salinan lengkap Perlembagaan dengan memasukkan pindaan yang diluluskan, salinan resolusi dan **Lampiran A** perlu diserah simpan di Suruhanjaya Syarikat Malaysia.

Tarikh: 06 DEC 2024

DATUK ARMIZAN BIN MOHD ALI
Menteri Perdagangan
Dalam Negeri dan Kos Sara Hidup

THE COMPANIES ACT 2016

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION
OF
FINANCIAL MARKETS OMBUDSMAN SERVICE

(formerly known as OMBUDSMAN FOR FINANCIAL SERVICES)

PRELIMINARY

1. The name of the company is Financial Markets Ombudsman Service (hereinafter referred to as "FMOS").

2. The registered office of FMOS will be situated in Malaysia.

PART A

INTERPRETATION

3. 3.1 In this Constitution:-

"ABM" means the Association of Banks in Malaysia.

"Act" means the Companies Act 2016 [*Act 777*].

"ADFIM" means the Association of Development Financial Institutions of Malaysia.

"AIBIM" means the Association of Islamic Banking and Financial Institutions Malaysia.

"ASCM" means Association of Stockbroking Companies Malaysia.

"Authorities" means the Bank and the Commission.

"Bank" means the Central Bank of Malaysia as defined in section 3 of the Central Bank of Malaysia Act 2009.

"Board" means the Board of Directors of FMOS as approved by the Authorities

"Board Committee" means a committee comprising of Board Members which the Board may, from time to time, delegate any of its powers to and revoke such delegation.

"Board Member" means a member of the Board, and where the context permits, shall include alternates.

"Case Manager" has the meaning given to it in the Rules.

"Chief Executive Officer" means an officer of FMOS appointed by the Board in accordance with Clause 75 of the Constitution.

"Commission" means the Securities Commission Malaysia as established under the Securities Commission Malaysia Act 1993.

"Constitution" means this Constitution of FMOS or any modification or amendment thereof.

"Day" means a calendar day.

"Indemnified Person" means every Board Member, Secretary, the Chief Executive Officer, Ombudsman, Case Manager and other officers, or employees or agents of FMOS.

"Independent Board Member" means a Board Member who is free from any business or relationship which could interfere with the exercise of independent judgement and who is not:-

(i) under the employment or services of, or hold any position (including as consultant, director or any other capacity), or have a significant interest in, any Member or Industry Association; or

(ii) part of the management of FMOS.

"Industry Board Member" means a Board Member (including any alternates) who is under the employment of, or holds any position (including as advisor, consultant, director or any other capacity) in a Member or is a representative of an Industry Association.

"Industry Association" means associations whose members comprise of the persons carrying on businesses regulated by the Bank and/or the Commission, as the case may be.

"Liabilities" means all costs, losses, damages, expenses, fines, penalties, claims, judgments and such other liabilities.

"LIAM" means the Life Insurance Association of Malaysia.

"Member" means a member of FMOS as prescribed in the Regulations.

"Minister" means the minister charged with the responsibility for companies.

"Month" means a calendar month.

"MAAM" means Malaysian Association of Asset Managers.

"MIBA" means Malaysian Investment Banking Association.

"MTA" means the Malaysian Takaful Association.

"Notice" includes all written communication to Members.

"Office" means the registered office of FMOS.

"Ombudsman" has the meaning given to it in the Rules.

"PIAM" means Persatuan Insurans Am Malaysia.

"Regulations" means the regulations made under the Financial Services Act 2013, Islamic Financial Services Act 2013, Development Financial Institutions Act 2002 and the Capital Markets and Services Act 2007 for purposes of the Scheme, as may be amended from time to time.

"Rules" means the terms of reference, by whatever name called, defining the scope, application, specific obligations of Members, operations and procedures of the dispute resolution process of FMOS for the Scheme, as approved by the Authorities and made available at the office and website of FMOS.

"Scheme" means the dispute resolution scheme established and approved pursuant to the Financial Services Act 2013, Islamic Financial Services Act 2013, Development Financial Institutions Act 2002 and Capital Markets and Services Act 2007 and the Regulations.

"Secretary" includes any person appointed to perform the duties of the Secretary of FMOS whether temporarily or otherwise and shall include an assistant secretary or deputy secretary where applicable.

3.2 "in writing" and "written" include printing, lithography, photography, electronic communication, typewriting and all other modes of representing or reproducing words in enduring visible form.

3.3 Reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time extended, amended or re-enacted.

3.4 Words which have a special meaning assigned to them in the Act have the same meaning in these Clauses.

3.5 Words importing the singular number include the plural, and the converse applies.

3.6 Words importing males include females.

3.7 Words importing persons include corporations.

OBJECTS, POWER AND NATURE OF FMOS

4. The objects for which FMOS is established are:-

4.1 To act as a dispute resolution body that facilitates the satisfactory resolution of complaints, disputes or claims by eligible complainants against Members in connection with or arising out of:-

4.1.1 financial services or products; and/or

4.1.2 capital market services or products.

5. For the purpose of the objects clause and without limiting its generality, FMOS may from time to time undertake the following:-

5.1 To collaborate with the Government or authorities (whether federal, state, municipal, local or otherwise) or statutory bodies or any corporations, companies or persons on all matters relating to and affecting the resolution of complaints, disputes or claims under the Scheme;

5.2 To encourage research in and to carry out or commission such investigations or research as necessary, in connection with any of the objects of FMOS. For the purpose of such research or investigation, FMOS may make such arrangements with any particular Member or group of Members or others as may be expedient, including to enter into contracts or any arrangements, including where such work is undertaken at the sole cost and for the sole benefit of any such particular Member or at the cost and benefit of any group of Members;

5.3 To promote public awareness of the activities of FMOS;

5.4 To levy, charge, collect and receive subscriptions, levies, fees and other payments from Members or parties to a dispute under a Scheme and expend the same in furthering all or any of the objects of FMOS or providing for the expenses of FMOS;

5.5 To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage,

superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or unincorporated, whose objects may seem capable of furthering the work of FMOS;

5.6 To undertake and execute any trusts which may help to attain any of the objects of FMOS;

5.7 To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of FMOS (including directors and ex-directors) or the dependents or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons;

5.8 To procure FMOS to be registered or recognised in any foreign country or place;

5.9 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 FMOS;

5.10 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 FMOS in the form of donations, grants, loans, legacy, subscriptions or otherwise;

5.11 To purchase, take on lease or in exchange, hire or otherwise acquire any moveable or immoveable property, and in particular any landed properties, buildings, offices and any rights or privileges necessary or convenient for the purposes of FMOS and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of FMOS, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of FMOS, provided that FMOS shall not acquire any land without the consent from the Minister;

5.12 To let, lease or hire the whole or any part of the moveable property of FMOS on such tenure as the Board shall determine;

5.13 To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices and other things found necessary or convenient for the purpose of FMOS;

5.14 To sell, dispose of, or transfer any property and undertaking of FMOS or any part thereof, for any consideration which FMOS may see fit to accept;

5.15 To draw, accept and make and to endorse, discount and negotiate,

bills of exchange, promissory note, and other negotiable instruments;

5.16 To invest in Malaysia the moneys of FMOS not immediately required in such manner as deemed appropriate by the Board, PROVIDED that FMOS shall not invest in or incorporate any subsidiary company;

5.17 To engage, appoint and pay such skilled, professional or technical advisors, officers, clerks, agents, servants or persons to perform such duties or services for the proper administration and management of FMOS and to remove and suspend the same;

5.18 To pay all costs, charges and expenses incurred or sustained in or about the promotion, establishment, administration and management of FMOS and to remunerate any person for services rendered thereof in cash or in any other manner allowed by law;

5.19 To borrow and raise money in such manner as FMOS may think fit as determined by the Board;

5.20 To do all or any of the matters hereby authorized in any part of Malaysia either as principal, trustee, agent or otherwise, by or through trustees or agents or otherwise, and either alone or in conjunction with any company, association or person.

5.21 To make, issue, amend and repeal rules, guidelines, directives and any terms of reference relating to or otherwise governing the proper administration of FMOS as a dispute resolution body, with the approval of the Authorities.

5.22 To instruct, appoint and remunerate Case Managers, Ombudsman, panels, committees, investigators, experts and professional advisers of every kind.

5.23 Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of the powers of FMOS.

PROVIDED that:

5.23.1 nothing herein contained shall empower FMOS to carry on any business or activity required to be licensed, registered, receive written approval or acknowledgement under the Financial Services Act 2013, Islamic Financial Services Act 2013, Development Financial Institutions Act 2002 or the Capital Markets and Services Act 2007, as the case may be;

5.23.2 FMOS shall not operate any other dispute resolution scheme without the approval of the Authorities; and

5.23.3 FMOS shall not support with its funds any political

organization 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 FMOS would make it a trade union within the meaning of the Trade Unions Act 1959.

6. There shall be a Board of Directors who shall manage the affairs of FMOS subject to such limitations as may be imposed by this Constitution.

7. No person shall be appointed as a Board Member of FMOS unless his appointment has been approved by the Minister. Such approval shall be sought after the Authorities have granted approval for such appointment.

8. The surplus, income and property of FMOS wheresoever derived shall be applied solely toward the promotion of the objects of FMOS 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 PROVIDED that nothing herein shall prevent the payment, in good faith, of:-

   8.1 the remuneration to any officer, employee of FMOS or external panel member in return for any professional services rendered to FMOS;

   8.2 interest or profit at the current bank rate on any loan or financing advanced by Members to promote the object thereof; and

   8.3 reasonable and proper rent for premises demised or let by any Member for FMOS' use.

9. No addition, alteration or amendment shall be made to or in the provisions contained in the Constitution for the time being in force unless the same shall have been approved by the Members in accordance with the Act and have thereafter been submitted to and approved by the Authorities and the Minister.

10. The Board and the Members shall ensure that FMOS or the funds of FMOS is not being used for any form of political activity or for unlawful purpose 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.

11. If upon the winding up or dissolution of FMOS, 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 or institutions or organisation having objects similar to the objects of FMOS 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, to some other funds of similar organisations or some charitable object approved by the Director-General of Inland Revenue, Malaysia.

12. Every Member undertakes to contribute to the assets of FMOS in the event of FMOS being wound up during the time that it is a Member or within one year after it ceases to be a Member for payment of debts and liabilities of FMOS contracted before it ceased to be a Member for all expenses of winding up and for the adjustment of rights of the contributories amongst themselves, such amount as may be required not exceeding Ringgit Malaysia Five Thousand (RM5,000.00).

13. True accounts shall be kept of the income and expenses of FMOS and of the property, credits and liabilities of FMOS and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution of FMOS for the time being, shall be open for the inspection by the Members. Once at least in every calendar year the accounts of FMOS shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

PART B

TERMS OF MEMBERSHIP

14. The minimum number of Members shall be two.

15. The subscribers hereto and such other persons as shall be admitted to membership in accordance with this Constitution and membership shall be entered in the register of Members accordingly.

16. No person shall be admitted as a member of FMOS unless it is a body corporate licensed, approved, registered or prescribed under the Financial Services Act 2013, Islamic Financial Services Act 2013, Development Financial Institutions Act 2002 or the Capital Markets and Services Act 2007, as the case may be, and prescribed as such in the Regulations.

17. Every Member shall nominate a natural person to act as its representative. Such representative shall have the right on behalf of the Member to attend meetings of FMOS and vote thereat, and generally exercise all rights of membership on behalf of such Member provided that if he is unable to do so at any time or from time to time, the Member shall be entitled to appoint a proxy for that purpose in his place. A Member may from time to time revoke the nomination of such representative and nominate another representative in his place. All communications made between FMOS and the representative shall be deemed to be communications between FMOS and the Member for whom such representative represents.

18. Every Member shall advise the Secretary in writing of the name of the person nominated pursuant to Clause 17 and shall advise the Secretary in writing if the person so nominated to represent it is to be changed.

19. A Member shall cease to be a member of FMOS in any of the following events:-

19.1 if it is dissolved or wound up; or

19.2 if the Member ceases to be a person prescribed in the Regulations.

20. The Secretary shall keep a register of the Members and punctually enter therein the following particulars:-

20.1 The name and address of the Members;

20.2 The date at which each person was entered in the register as a Member;

20.3 The date at which each person ceased to be a Member; and

20.4 The names of the nominated representatives referred to in Clauses 17 and 18 hereof.

21. Every Member shall be bound to further to the best of its ability the objects, interest and influences of FMOS and shall observe, in addition to this Constitution, the Rules which may be promulgated from time to time for the administration of FMOS, including the terms of membership, all written laws including but not limited to the Act, Central Bank of Malaysia Act 2009, Securities Commission Malaysia Act 1993, Financial Services Act 2013, Islamic Financial Services Act 2013, Development Financial Institutions Act 2002 and the Capital Markets and Services Act 2007 and the Regulations and any agreements which may be entered into between FMOS and such Member.

22. The rights of any Member shall be personal to the Member and shall not be transferable and shall cease upon the Member ceasing to retain the qualifications on the ground of which the Member was admitted to membership. Nothing herein contained shall prejudice the right of FMOS to claim payment of the full amount of the levy or subscription or money due which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.

23. 23.1 The Board may at any time and from time to time obtain money for the purposes of the business of FMOS by raising from the Members, the following amounts as may be determined by the Board in its discretion:-

23.1.1 annual fees and other levies of variable amounts determined by the Board against any one or more of the Members or categories of members, provided for in the Rules;

23.1.2 case fees provided in the Rules; and

23.1.3 any other fees as may be provided in the Rules.

23.2 The Board shall be transparent and make available to the Authorities

and the Members, the fundamental principles for the funding strategy and fee and levy structure adopted.

23.3 Subject to Sub-Clause 23.4 below, all annual fees and levies shall become due and payable in advance on the first day of January in every year, or such other period as the Board may determine, provided that the first subscription following the inception of FMOS shall be payable from the date of such resolution.

23.4 A new Member shall be liable to pay the full amount of the annual fees and any levy, which is prorated at the date of entry, as the case may be, payable in that year upon its admission to membership.

23.5 The Board will serve a Notice requesting payment of the amounts referred to in Sub-Clause 23.1 above upon the particular Member or Members giving particulars of the amounts to be paid.

23.6 The amounts will be due and payable by each Member one (1) Month from the date of the Notice requesting it has been served by the Board or within such other period as the Board may stipulate in the said Notice as the Board deems fit.

23.7 The Board may refer to the Authorities, any Member which fails to pay the amounts imposed by the Board pursuant to this Clause 23 within the time period stipulated herein.

THE BOARD

24. 24.1 The affairs of FMOS shall be managed by the Board who shall at all times act in the best interest of the Scheme that it operates.

24.2 24.2.1 All Board Members save as provided in Sub-Clause 24.2.2 below shall be appointed by the Members at a general meeting for a term of three (3) years and upon expiry of the said term may be re-appointed for up to two (2) subsequent terms of three (3) years each or such other further term as maybe approved by the Members and the Authorities.

24.2.2 The Board may co-opt not more than two (2) Board Members to fill any vacancy pending the convening of the annual general meeting. Any Board Members co-opted in accordance with this Clause shall retire at the next annual general meeting following the date when they were co-opted unless otherwise re-appointed in accordance with Sub-Clause 24.2.1 above.

24.3 No person shall be appointed as a Board Member of FMOS unless his appointment has been approved by the Authorities and the Minister.

24.4 Unless otherwise determined by FMOS in general meeting and as specified in the Regulations, the Board shall, at all times, consist of between seven (7) to eleven (11) Board Members, of which:-

24.4.1 The majority of the Board shall consist of Independent Board Members, one of whom shall be the Chairman;

24.4.2 The remainder of the Board shall consist of Industry Board Members with:

24.4.2.1 One (1) Board Member nominated by the Members from the banking industry as selected and determined by ABM, AIBIM and ADFIM;

24.4.2.2 One (1) Board Member nominated by the Members from the insurance industry as selected and determined by LIAM, PIAM and MTA;

24.4.2.3 One (1) Board Member nominated by the Members from the securities industry as selected and determined by ASCM and MIBA; and

24.4.2.4 One (1) Board Member nominated by Members from the fund management industry as selected and determined by MAAM.

24.4.3 Any Industry Board Member may at any time appoint any person complying with Clause 24.5 to be his alternate, with the approval of the majority of the Board and the approval of the Authorities and Minister in accordance with Clauses 7 and 24.3, and may remove from office an alternate Industry Board Member so appointed by him. An alternate Industry Board Member shall:

24.4.3.1 be entitled to receive notices of all meeting and to attend and vote at any such meeting at which his appointor is not personally present, and to have all the powers and duties of his appointor as a Board Member, in his absence;

24.4.3.2 cease to be an alternate if his appointor ceases for any reason to be an Industry Board Member, or on the happening of any event under Clause 34, Provided That if an Industry Board Member retires by rotation or otherwise but is re-elected by the meeting at which he retires, any appointment of an alternate Industry Board Member made by him shall continue to operate after such re-election;

24.4.3.3 not be taken into account for the purposes of calculating the minimum or maximum number of Board Members allowed for the time being but shall be counted for the purposes of whether a quorum is present at any meeting of the Board attended by him.

24.4.4 Subject to Clause 24.4.3, any appointment or removal of an alternate Industry Board Member shall be by notice to FMOS (deposited at the Office) signed by the Industry Board Member making or revoking the appointment or in any other manner approved by the Board Members.

24.5 Each Board Member shall:

24.5.1 possess experience and knowledge in at least one or more of the following disciplines: law, finance, audit and accountancy, customer issues, government policy, public policy and one or more of the regulated activities under the purview of the Scheme;

24.5.2 be of good calibre and character with relevant knowledge and experience; and

24.5.3 comply with the fit and proper criteria as specified in the Regulations and any other conditions as may be specified by the Authorities.

24.6 The first Board Members were Lim Chia Fook and Chee Suan Lye.

24.7 The Board may act notwithstanding any vacancy in its body, but where the number of Board Members is less than six (6), the continuing Board Member(s) may meet only for the purposes of convening a general meeting of FMOS.

25. Every Independent Board Member, in the exercise of his duties shall give regard to:-

25.1 the interest of the public and, in particular, the need for consumer and investor protection;

25.2 considerations of market integrity; and

25.3 the furtherance of FMOS objects.

26. 26.1 Every Industry Board Member, in the exercise of his duties, shall have regard to:-

26.1.1 the obligation to treat customers and investors fairly;

26.1.2 considerations of market integrity; and

26.1.3 furtherance of FMOS objects;

26.2 provide industry perspective; and

26.3 act independently of the interest of the Members with whom he is in the employment or service of, or within which he holds any position (including as advisor, consultant, director, or any other capacity).

27. 27.1 The Board Members shall not be subject to yearly retirement at the annual general meeting.

27.2 A Board Member retiring pursuant to Sub-Clause 24.2.2 shall be eligible for re-appointment at the general meeting at which he retires. For the avoidance of doubt, the term of three (3) years of such re-appointment shall commence from the date the said Board Member was first co-opted by the Board.

27.3 Any Member intending to propose their nominee for appointment to the office of the Board at any general meeting has, at least eleven (11) Days before the general meeting, left at the Office a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office and the intention of such Member to propose him; provided that in the case of a person recommended by the Board for election, nine (9) Days' notice only shall be necessary and notice of each and every candidature for election to the Board shall be served on the Members at least seven (7) Days prior to general meeting at which the election is to take place.

28. A Board Member may resign from his office by giving no less than thirty (30) Days' notice or such other notice period as the Board may accept.

29. Subject to Clauses 7 and 24.3 and Sections 206 and 207 of the Act, the Members may by ordinary resolution remove any Board Member before the expiration of his period of office and may by ordinary resolution appoint another person in his stead.

30. The Independent Board Members shall be entitled to be paid reasonable allowances and all travelling, hotel and other expenses properly incurred by them in connection with the business of FMOS.

31. The member of the Board appointed by FMOS may be paid a salary or fixed allowance of not more than RM5,000 per month but not excessively given which shall be approved by the Members of FMOS, the Authorities and the Minister.

32. The conditions which allow salary and fixed allowance to be given are:-

32.1 FMOS must be financially sound (based on the Annual Audited Financial Statement of FMOS);

32.2 The Board Members are satisfied, before entering the agreement, that it is in the interest of FMOS for that person to provide those services for that amount; and

32.3 The maximum amount is reasonable in the circumstances and is set out in the written agreement and should not exceed the amount provided for in the Constitution.

33. Any change to the amount of the salary and fixed allowance are subject to the approval by the Members of FMOS, the Authorities and the Minister.

34. The office of a Board Member shall be vacated if he:-

34.1 becomes bankrupt or makes any arrangement or composition with his creditors generally;

34.2 becomes prohibited or disqualified from being a director of any company by reason of any provisions under the Act, Central Bank of Malaysia Act 2009, Securities Commission Malaysia Act 1993, Financial Services Act 2013, Islamic Financial Services Act 2013, Development Financial Institutions Act 2002 or the Capital Markets and Services Act 2007 and the Regulations;

34.3 becomes of unsound mind or a person who or whose estate is liable to be dealt with in any way under the Mental Health Act 2001;

34.4 resigns from his office by notice in writing to FMOS;

34.5 is removed by the Members by ordinary resolution of FMOS pursuant to Clause 29 hereof;

34.6 no longer fulfils the conditions of Sub-Clause 24.5.3; or

34.7 in the case of an Industry Board Member, ceases to be under the employment or service of, or hold any position (including as advisor, consultant, director or any other capacity) in a Member.

Upon notice of any of the events in this Clause 34 occurring, the Secretary shall provide a notice in writing of such occurrence to the Board Member, stating that the office of the Board Member has been deemed vacated and the date on which the office of the Board Member shall be deemed vacated.

35. 35.1 A Board Member shall not be entitled to vote in respect of any contract or matter in which he is interested, or to be counted in the quorum present at any meeting which considers any such contract or matter.

35.2 A Board Member may not act by himself or through his firm in a professional capacity to provide professional services for FMOS.

POWERS AND DUTIES OF THE BOARD

36. The business and affairs of FMOS shall be managed and administered by the Board, who may pay all expenses incurred in promoting and registering FMOS, and may exercise all such powers of FMOS as are not, by the Act or by this Constitution, required to be exercised by FMOS in general meeting, subject nevertheless to the provisions of the Act or this Constitution. No resolution made by FMOS in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution had not been made.

37. The Board shall be responsible for the management and oversight of the operations of the Scheme including:-

37.1 ensuring that the strategic direction, policies and objectives of the Scheme are consistent with the Constitution;

37.2 overseeing the internal procedures to ensure that the Scheme is operated in accordance with the principles of independence, fairness and impartiality, accessibility, accountability, transparency and effectiveness;

37.3 ensuring that FMOS is financially sound by overseeing an appropriate funding strategy and approving the budget;

37.4 ensuring the sufficiency of competent resources and infrastructure to enable the smooth and effective operations of the Scheme;

37.5 keeping under review the efficiency and effectiveness of the Scheme;

37.6 ensuring that the operations of the Scheme are in compliance with the Financial Services Act 2013, Islamic Financial Services Act 2013, Development Financial Institutions Act 2002 and/or the Capital Markets and Services Act 2007, and the Regulations;

37.7 having in place procedures to identify, deliberate on and report to the Authorities on matters which may be systemic in nature arising from the operations of the Scheme;

37.8 putting in place procedures to have regular engagement with stakeholders, including Members with a view to obtain feedback and buy-in on the strategic priorities of FMOS;

37.9 ensure the establishment and implementation of specific mechanisms and procedures for identification and periodic reporting on any discrepancies and inconsistencies in existing policies governing the Members;

Provided always that the Board shall not be involved in the handling of any disputes under the Scheme including in making any decisions on such disputes.

38. In addition to and without prejudice to the general powers conferred upon the Board, it is hereby expressly declared that the Board shall have the following powers: -

38.1 To purchase, take on lease or in exchange, hire or otherwise acquire any moveable or immoveable property, and in particular any landed properties, buildings, offices and any rights or privileges necessary or convenient for the purposes of FMOS and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of FMOS, and to construct, erect, alter, improve and maintain any buildings which may be from time to time required for the purposes of FMOS, provided that FMOS shall not acquire any land without the consent from the Minister;

38.2 To appoint, or remove, one or more Ombudsman in accordance with the provisions of Clause 74, and to define the powers and duties of the Ombudsman as it sees fit and to determine his terms of appointment;

38.3 To appoint and remove the Secretary in accordance with Clause 73 hereof and to appoint and remove the Chief Executive Officer in accordance with Clause 75;

38.4 To determine who shall be entitled to sign on behalf of FMOS, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents;

38.5 Subject to the approval of FMOS in general meeting, to make, alter and repeal by-laws and regulations for the administration and governing of FMOS and for carrying its objects into effect; provided always that the same shall not in any way affect, vary or alter the provisions contained in this Constitution;

38.6 To procure the establishment and maintenance of, or participate in, or contribute to any contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons (including Board Members and other officers) who are or shall have been at any time in the employment or service of FMOS, and their spouses, widows, widowers, families or dependants and to make payment for or towards the insurance of any such person;

38.7 To exercise all the powers of FMOS to borrow money;

38.8 To exercise all the powers assigned to the Board by this Constitution including (without limitation) the power to obtain money for the purposes of FMOS conferred by Clause 23 hereof;

38.9 To institute, conduct, defend, compound or abandon any legal proceedings by or against FMOS or its officers or employees or otherwise concerning the affairs of FMOS, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against FMOS;

38.10 To appoint an independent party with the relevant expertise to conduct a review of the Scheme in accordance with the Regulations;

38.11 To make, issue, amend and repeal Rules or terms of reference, with the approval of the Authorities;

38.12 To appoint a panel of external Ombudsman and external Case Managers; and

38.13 To appoint all persons, panels and committees, and to establish all systems, procedures and processes necessary to enable the Scheme to be operated in accordance with the Rules.

PROCEEDINGS OF THE BOARD

39. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any Board Member may at any time request a meeting of the Board by notice duly served upon the Secretary and the Secretary shall convene such meeting within twenty-eight (28) Days of the due service of such notice. Every Board Member shall be given not less than fourteen (14) Days' notice of a proposed meeting, provided that it shall not be necessary to give notice of a meeting of the Board to any Board Member for the time being absent from Malaysia.

40. The quorum necessary for the transaction of the business of the Board shall be five (5), of which three (3) must be Independent Board Members and two (2) must be Industry Board Members.

41. The Board may elect a Chairman and a Deputy Chairman (from amongst the Independent Board Members) of its meetings and determine the period for which they are to hold office. The Chairman of the Board or in his absence the Deputy Chairman of the Board shall take the chair at all meetings of the Board and in their absence fifteen (15) minutes after the time fixed for the commencement of any such meeting the Board Members present shall choose one of their number to preside at the meeting.

42. Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Board

Members shall for all purposes be deemed a determination of the Board Members. In the case of an equality of votes the person presiding at the meeting shall have a second or casting vote.

43. 43.1 A resolution in writing, signed by a majority of the Board Members shall be as valid and effectual as if it has been passed at a meeting of the Board Members properly convened in accordance with the provisions herein. Any such resolution may consist of several documents in like form, each signed by one or more Board Members. Provided always that, notwithstanding anything to the contrary herein, no such resolution shall be as valid and effectual unless at least three (3) Industry Board Members and three (3) Independent Board Members sign such resolution.

43.2 That expression "in writing" and "signed" include approval by facsimile transmission, telex, cable or telegram or any other form of electronic communications by any such director. All such resolutions shall be described as "Directors' Written Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by him in the Company's Minutes Book.

44. 44.1 The Board may delegate any of its powers to a Board Committee consisting of Board Members and may from time to time revoke such delegation.

44.2 The Board Committee may itself delegate any of its powers to subordinate committee consisting of members of the Board Committee or Board Members and may from time to time revoke such delegation.

44.3 The Board Committee or any subordinate committee appointed by it shall in the exercise of the powers delegated to it conform to any regulations including (without limitation) any regulation specifying a quorum for the transaction of business by it that may from time to time be imposed on it by the Board and in the case of a subordinate committee by the Board Committee.

44.4 The meetings and proceedings of the Board Committee or any subordinate committee when such is composed of two or more Members shall be governed mutatis mutandis by the provisions of this Constitution regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations made by the Board or in the case of a subordinate committee by the Board Committee.

45. 45.1 The Board, the Board Committee or any subordinate committee shall have power to invite any person, whether a Member or not, to attend any of its meetings for the purpose of consultation.

45.2 All acts done by any meeting of the Board or the Board Committee or of a subordinate committee, or by any person acting as a Board Member or member of the Board Committee or any subordinate committee, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any of the persons comprising the Board, Board Committee or subordinate committee or of any 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 thereof.

46. The Board may appoint one or more advisory committees whose members need not be Members but shall be such persons as the Board may from time to time determine.

MINUTES AND REGISTERS

47. 47.1 The Board shall cause minutes to be duly entered in the books provided for the purpose: -

47.1.1 of all appointments of officers;

47.1.2 of the names of the Board Members present at each meeting of the Board, and of the Board Members present at each meeting of any Board Committee or subordinate committee;

47.1.3 of all orders made by the Board and Board Committees and subordinate committees; and

47.1.4 of all resolutions and proceedings of general meetings and of meetings of the Board and Board Committees and subordinate committees.

47.2 Any such minutes of any meeting of the Board or of any Board Committee or subordinate committee, or of FMOS, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be received as prima facie evidence of the matters stated in such minutes.

47.3 FMOS shall in accordance with the provisions of the Act keep at the Office a register containing such particulars with respect to the Board Members and managers of FMOS as are required by the Act, and shall from time to time notify the Companies Commission of Malaysia of any change in such register and of the date of change in the manner prescribed by the Act.

THE SEAL

48. The Board shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Board or the Board Committee or subordinate committee thereof previously given, and in the presence of two

(2) Board Members or one (1) Board Member and the Secretary, both of whom shall sign every instrument to which the seal is affixed.

GENERAL MEETINGS

49. FMOS shall in each year hold a general meeting as its annual general meeting in addition to any other general meeting in that year, and shall specify the meeting as such in Notices calling it; and not more than fifteen (15) Months shall elapse between the date of one annual general meeting of FMOS and that of the next. Provided that so long as the first annual general meeting is held within eighteen (18) Months of its incorporation; it need not hold it in the year of its incorporation or in the following year. Subject to the Act, the annual general meeting shall be held at such time and place as the Board shall appoint.

50. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

51. 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 requisitions, as provided by Sections 311 and 313 of the Act. If at any time there are not within Malaysia sufficient Board Members capable of acting to form a quorum, any Board Meeting or any two (2) Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Board, and to be held at a reasonable time and place.

52. 52.1 An annual general meeting and a general meeting called for the passing of a Special Resolution shall be called by twenty-one (21) Days' Notice in writing at the least, and a general meeting of FMOS other than an annual general meeting or a general meeting for the passing of a Special Resolution shall be called by fourteen (14) Days' Notice in writing at the least. 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 the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by FMOS in general meeting, to the Members and such other persons (including the Auditors) as are, under these presents or the Act, entitled to receive such Notices from FMOS.

52.2 A general meeting of FMOS 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: -

52.2.1 In the case of a general meeting called as the annual general meeting, by all the Members entitled to attend and vote

thereat; and

52.2.2 In the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the general meeting, being a majority, together representing not less than ninety-five per cent (95%) of the total voting rights at the general meeting of all the Members.

53. The accidental omission to give Notice of a general meeting to, or the non-receipt of a Notice of a general meeting by, any person entitled to receive Notice shall not invalidate the proceedings at the general meeting.

PROCEEDINGS AT GENERAL MEETINGS

54. The business of an annual general meeting shall be:-

54.1 To receive and consider the accounts, the balance sheet and the reports of the Board and of the Auditors, and (if not adopted by the Board in its report) the report of the Chief Executive Officer;

54.2 To appoint Auditors and fix their remuneration; and

54.3 To transact any other business which under this Constitution ought to be transacted at an annual general meeting.

All other business transacted at an annual general meeting and all business transacted at an extraordinary general meeting shall be deemed special.

55. A general meeting may be held at more than one venue using any technology or method that allows all Members of FMOS to participate and to exercise the Members' right to speak and vote at the meeting, and using any available technology to provide notice, conduct and record or facilitate voting at the meeting of Members subject to applicable rules, regulations and laws. The main venue of the meeting shall be in Malaysia and the Chairman shall be present at the main venue of the meeting.

56. Every general meeting of FMOS shall be presided over by the Chairman of the Board or in his absence the Deputy Chairman and if neither of them is present the meeting shall elect a Chairman from the Board Members then present or if none be present from the representatives of the Members.

57. 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 herein otherwise provided, three (3) Members present in person shall be a quorum. For the purposes of this Constitution a Member present by its representative shall be deemed to be present in person.

58. If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same

day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, those Members who are present shall be a quorum and may transact the business for which the meeting was called.

59. The Chairman may, with the consent of the general meeting at which a quorum is present (and shall if so directed by the meeting), 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 the adjournment took place. If a meeting is adjourned for thirty (30) Days or more, Notice of the adjourned meeting shall be given as in the case of an original meeting but save as aforesaid it shall not be necessary to give Notice of an adjournment or of the business to be transacted at an adjourned meeting.

60. 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: -

60.1 By the Chairman; or

60.2 By at least three (3) Members present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of proceedings of FMOS 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.

61. Except as provided in Clause 63 hereof, if a poll is duly demanded it shall be taken in such a manner as the Chairman directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

62. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to any vote to which he may be entitled as a representative of a Member.

63. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman 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.

VOTES OF MEMBERS

64. On a poll, each Member shall be entitled to one vote.

65. No Member shall be entitled to vote if any money due and payable by it

pursuant to Clause 23 hereof is in arrears for a period of two (2) Months or more.

66. On a poll, votes may be given either personally or by proxy.

67. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorized. A proxy need not be a Member of FMOS.

68. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of the power or authority shall be deposited at the Office or at such other place within Malaysia as is specified for that purpose in the Notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty- four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

69. The instrument appointing a proxy shall be in the following form or in such other form as the Board may approve:-

"FINANCIAL MARKETS OMBUDSMAN SERVICE"

"We, _____ of _____ being a Member of the FINANCIAL MARKETS OMBUDSMAN SERVICE, hereby appoint _____ of _____ failing him _____ of _____ as my proxy to vote for me and on my behalf at the (Annual *or Extraordinary or adjourned, as the case may be) general meeting of FMOS to be held on the _____ day of, 20____ and at any adjournment thereof.

Signed this _____ day of 20

"This form is to be used *<u>in favour</u> of the resolution
against

"Unless otherwise instructed the proxy will vote as he thinks fit".
["*Strike out whichever is not desired"].

70. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity 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 or revocation as aforesaid shall have been received by FMOS at the Office before the commencement of the meeting or adjourned meeting at which the proxy

is used.

72. No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.

SECRETARY

73. 73.1 The first Secretary of FMOS at the date of adoption of this Constitution is Won Swee Hwan.

73.2 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.

73.3 No person shall be appointed or hold office as Secretary who is also the Board Member of FMOS.

OMBUDSMAN

74. 74.1 One or more Ombudsman shall be appointed by the Board for such period and on such terms of engagement and remuneration as approved by the Board.

74.2 The Board shall terminate the appointment of an Ombudsman on the grounds specified in the terms of engagement or where, in the Board's sole view, the Ombudsman is no longer suited, qualified or capable to hold the office of an Ombudsman.

74.3 No Ombudsman shall be an employee of, nor hold any office of profit under a Member or a Board Member, nor shall he personally or by his firm act in a professional capacity for FMOS.

74.4 No Ombudsman shall be a Board Member.

CHIEF EXECUTIVE OFFICER

75. 75.1 The Chief Executive Officer shall be appointed by the Board for such period and on such terms of engagement and remuneration as approved by the Board.

75.2 The Board may terminate the appointment of the Chief Executive Officer on the grounds specified in the terms of engagement or where, in the Board's sole view, the Chief Executive Officer is no longer suited, qualified or capable of discharging his duties to FMOS.

75.3 The duties of the Chief Executive Officer shall be approved by the Board and set out in the terms of engagement, and shall include:-

75.3.1 to manage and direct the day-to-day management and affairs of FMOS including the appointment of ad-hoc Ombudsman and Case Managers from a panel of external Ombudsman and external Case Managers and such other matters as the Board may require;

75.3.2 to be available to attend each meeting or part of a meeting of the Board as required by the Board and thereat to make such reports and give such information to the Board as the Board shall from time to time direct and as required under the terms of engagement;

75.3.3 without prejudice to the foregoing, to submit to each Board Member a copy of his report for the period co-extensive with the accounting financial year of FMOS, such report to be in such form, and to contain such information and recommendations on such subjects relative to the affairs and business of FMOS during such period, as the Board shall from time to time direct.

ACCOUNTS

76. The Board shall in accordance with the requirements of Section 245 of the Act, cause proper books of account to be kept with respect to:-

76.1 all sums of money received and expended by FMOS and the matters in respect of which the receipts and expenditure take place;

76.2 all sales and purchases of goods by FMOS; and

76.3 all assets and liabilities of FMOS.

77. The books of account shall be kept at the Office or subject to Section 245 (4) of the Act, at such other place or places as the Board thinks fit, and shall at all times be open to inspection by Board Members.

78. The Board may from time to time determine under what conditions the accounts and books of FMOS or any of them shall be open to inspection by Members.

79. The Board shall from time to time in accordance with the Act cause to be prepared and to be laid before FMOS in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to therein.

80. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before FMOS in general meeting together with a copy of the Auditors' report shall, not less than twenty-one (21) Days before the date of the meeting, be sent to every Member of FMOS;

provided that this Clause shall not require a copy of these documents to be sent to any person of whose address FMOS is not aware.

81. FMOS shall, in accordance with and within the time specified in the Regulations, submit to the Authorities a report on its activities carried out during that financial year.

AUDIT

82. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

NOTICES

83. A Notice may be given by FMOS to any Member either: -

83.1 by hand to the address, within Malaysia, of the Member as supplied by him to FMOS for the purpose of giving Notices to him;

83.2 by sending it by post to him at his registered address, or at the address, if any, supplied by him to FMOS for the giving of Notices to him;

83.3 by electronic means addressed to the electronic address provided by the Member for the purposes of receiving communications from FMOS; or

83.4 subject to the Act and Clause 84, by publishing on the website of FMOS.

Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the Notice and to have effect, in the case of a Notice of a general meeting, at the expiration of twenty-four (24) hours after the letter is put into the post as a prepaid letter. Where a Notice is sent by electronic means, the Notice shall be deemed to have been received twenty-four (24) hours after it was sent. Proof that a Notice, document or information in electronic form was properly addressed to the electronic address provided by the Member for the purposes of receiving communications from FMOS shall be conclusive evidence that the Notice, document or information was sent. Where notice is given by publication on the website, Notice shall be deemed to have been received twenty-four (24) hours after the notification that the Notice is available on the website is sent in accordance with the Act and Clause 84.

84. If a notice for a meeting of Members is given by way of publication on the website of FMOS in accordance with Clause 83.4, FMOS shall notify its Members that the Notice is available on the website, in accordance with the Act.

85. The signature to any Notice to be given by FMOS may be written or printed.

86. Notice of every general meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of FMOS.

87. Every notice or application to the Board or the Secretary or FMOS, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the Office addressed to him between the hours of ten in the morning and four in the afternoon of any working day, except Saturday, or be forwarded to him at such Office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

CONFIDENTIALITY

88. Board Members, officers of FMOS, including the Ombudsman, who has access to any document or information relating to any dispute referred to FMOS, shall not disclose such document or information to any person unless—

88.1 the disclosure has been consented to by the Complainant (as defined under the Rules) or Member, as the case may be; or

88.2 if required or permitted to do so under the Regulations or any other written law, or by any court.

INDEMNITY

89. FMOS shall indemnify and hold every Indemnified Person harmless, from all Liabilities incurred by the Indemnified Persons or claimed against the Indemnified Persons by any third party, as the case may be, for, on account of, or in respect of anything done, any statement made or omitted to be done or made, in connection with the discharge or performance or purported discharge or performance of any duties in the operation of the Scheme, save and except for such Liabilities which arose out of any negligent act or omission, fraud or breach of any written law on the part of the Indemnified Persons. This Clause shall only have effect insofar as its provisions are not in contravention of Sections 288 and 289 of the Act.

90. Where a claim is brought against FMOS and/or its officers or employees or agents by any representative or agents of the Member, for, on account of, or in respect of anything done, any statement made or omitted to be done or made, in connection with the discharge or performance or purported discharge or performance of any duties in the operation of the Scheme, the Member shall provide FMOS and/or its officers or employees, with full indemnity against any loss that FMOS, its officers, employees or agents may suffer as a consequence of such claim, including reimbursement of all costs incurred in defending such a claim in the court.

Lodged by:
Jasni bin Abdul Jalil
Shearn Delamore & Co.
7th Floor, Wisma Hamzah-Kwong Hing
No. 1 Leboh Ampang
50100 Kuala Lumpur
Tel: 03-20272919

We, the several persons whose names and addresses are subscribed hereunder being subscribers hereby agree to the foregoing Constitution

Names, Addresses and Descriptions of Subscribers

1. Malaysian National Reinsurance Berhad (Company No. 13487-A)
   12th Floor, Bangunan Malaysian Re
   No. 17, Lorong Dungun, Damansara Heights
   50490 Kuala Lumpur

The Common Seal of Malaysian National Reinsurance Berhad
was hereunto affixed in the presence of:-

(Signed)	(Signed)
.....	.....
(Director)	(~~Director~~/Secretary)
Anuar Bin Mohd Hassan	Norazman Bin Hashim (MIA 5817)
20 Jln SS4A/4A Kelana Jaya	48 Jln Setiawangsa
47301 Selangor	54200 Kuala Lumpur
NRIC: 530807-13-5167	NRIC: 611211-71-5501

2. Bumiputera-Commerce Bank Berhad (Company No. 13491-P)
   6, Jalan Tun Perak
   50050 Kuala Lumpur

The Common Seal of Bumiputera-Commerce Bank Berhad
was hereunto affixed in the presence of:-

(Signed)	(Signed)
.....	.....
(Director)	(~~Director~~/Secretary)
Dato' Azmi Bin Abdullah	Zauyah Binti Wan Chik (MAC 00029)
12A Jln PJU 1A/26 Ara Damansara	13 Jln SS1/16 Kampong Tunku
47301 Selangor	47300 Selangor
NRIC: 510215-07-5027	NRIC: 510304-02-5160

Date: 26 August 2004

Witness to the above signatures: -	(Signed)
	.....
	Quay Chew Soon
	Advocate & Solicitor
	Unit No. 50-8-1, 8th Floor
	Wisma UOA Damansara
Lodged by:	50 Jalan Dungun, Damansara Heights
Skrine	50490 Kuala Lumpur
Unit No. 50-8-1, 8th Floor	
Wisma UOA Damansara	
50 Jalan Dungun, Damansara Heights	
50490 Kuala Lumpur	