

THE V.I.O.B.A FOUNDATION

CONSTITUTION



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1. NAME AND REGISTRATION NUMBER

- 1.1. The Foundation shall be known as **The Victoria Institution Foundation** (hereinafter referred to as "**the Foundation**").
- 1.2. The Foundation is registered under the Societies Act 1966 with the registration number **PPM-011-14-25101966**.

2. ADDRESS

- 2.1. The Foundation's registered address is **V.I.O.B.A. Clubhouse, No. 71, Jalan Hang Tuah, 55200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur** or at such other place as may from time to time be decided by the Committee; and the postal address is **V.I.O.B.A. Clubhouse, No. 71, Jalan Hang Tuah, 55200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur**.
- 2.2. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

3. OBJECTIVE

- 3.1. The Foundation shall be non-profit making, non-religious, non-political and non-racial in its objects and activities.
- 3.2. The funds of the Foundation shall only be used for the objects specified in Clause 3.3 herein and all necessary matters incidental to the achievement of the said objects.
- 3.3. The objects of the Foundation shall be to raise funds and to provide financial support for:
 - 3.3.1. the advancement of education, provisions of scholarships, bursaries, educational aid funding and the improvement of educational facilities;

4. MEMBERSHIP

- 4.1. All former students of the Victoria Institution aged seventeen (17) years and above are eligible for membership of the Foundation.
- 4.2. The Board may on an exceptional basis and at their discretion permit persons not falling under Clause 4.1 to be eligible for honorary membership of the Foundation. For avoidance of doubt, honorary members shall not be entitled to voting rights.
- 4.3. Application for membership to the Foundation shall be made by a prescribed form addressed to the Honorary Secretary. The Honorary Secretary shall forward the membership form to the board of the Foundation ("**Board**") for its consideration. The Board, whose decision shall be final, shall use reasonable judgement to accept or reject the application.
- 4.4. Membership shall not be valid until the following membership donation has been paid and official receipts will be issued for every membership donation:
 - 4.4.1. **Life membership** : a one-off, minimum donation of Five Hundred Ringgit Malaysia (RM 500) per member

For the avoidance of doubt, there shall only be one category of voting membership of the Foundation which is life membership.

- 4.5. In the event that a member intends to resign as a member of the Foundation, resignation shall be made by way of a written notice addressed to the Honorary Secretary. Upon receipt of such notice, the Honorary Secretary shall ensure that all relevant records are updated accordingly.
- 4.6. Membership may be terminated based on the following reasons:
 - 4.6.1. the member is of an unsound mind,
 - 4.6.2. upon the death of the member,
 - 4.6.3. the member is found to have conducted criminal and/or illegal activity excluding misdemeanours, non-indictable offences or offences under road traffic legislation, and/or
 - 4.6.4. the member is subject to a disciplinary action initiated by the Board under Clause 16.
- 4.7. A panel will be called from members of the Board to determine whether membership will be terminated for reasons stated in Clause 4.6.3 and/or 4.6.4.
- 4.8. In the event of termination, the Honorary Secretary shall ensure that all relevant records are updated accordingly.
- 4.9. Contributions and/or donations made to the Foundation are non-refundable.
- 4.10. Membership and/or related rights and obligations cannot be passed on to another person and/or entity.

5. CODE OF CONDUCT

- 5.1. All members must reflect the values of the Victoria Institution which are: *Scholar, Sportsman, Gentleman*.
- 5.2. All members must act to be inclusive and treat everyone equitably, consistently, appropriately and with consideration.
- 5.3. All members must behave and communicate in a manner that does not offend, degrade or humiliate.
- 5.4. The Foundation will not encourage or tolerate bigoted or otherwise hateful behaviour. Sexism, racism, prejudice relating to sexual orientation and gender, religious intolerance, and all other forms of bigotry will not be tolerated.
- 5.5. The Foundation will not tolerate disorderly behaviour and/or behaviour that contradicts the values stated in Clause 5.1 that interrupts the Foundation's events or otherwise adversely affects the Foundation's members. Any member found to be contravening this clause will be asked to leave the event, and the Board may resolve to undertake a disciplinary action against such member under Clause 16.

6. THE BOARD

- 6.1. The Board shall serve for a term of two (2) years commencing upon their election during the Annual General Meeting and shall consist of the following ten (10) members:
 - 6.1.1. The Chairman
 - 6.1.2. The Vice-Chairman
 - 6.1.3. The Honorary Secretary
 - 6.1.4. The Honorary Treasurer
 - 6.1.5. Six (6) Board Members
- 6.2. The Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer shall constitute the Executive Board members.
- 6.3. The first Board shall be elected at an inaugural meeting. Any subsequent Board shall be elected at the Annual General Meeting of the Foundation.
- 6.4. All Board positions shall be filled by one (1) person at any given time and cannot be shared with another member.
- 6.5. Should any member of the Board wish to resign from the Board :
 - 6.5.1. They shall give two (2) weeks' notice in writing to the Honorary Secretary;
 - 6.5.2. The Board shall hold a meeting to take note of the Board member's resignation and appoint a new Board member to replace the resigning member; and
 - 6.5.3. The Honorary Secretary shall ensure that all relevant records are updated accordingly.

7. DUTIES OF THE BOARD

- 7.1. All powers, functions and management of the Foundation shall be vested in the Board.
- 7.2. The Board shall:
 - 7.2.1. take such steps as are necessary or expedient to achieve the objectives(s) of the Foundation;
 - 7.2.2. draw up such rules and bye-laws as may be necessary for the regulation of the business of the Foundation;
 - 7.2.3. administer all the monetary affairs of the Foundation;
 - 7.2.4. manage the activities and members of the Foundation; and
 - 7.2.5. represent the Foundation.
- 7.3. The Board shall have power to:

- 7.3.1. collect and utilise funds for the purpose of carrying out the objective(s) of the Foundation;
- 7.3.2. appoint sub-committees to whom specific parts of the Board's powers and duties may be delegated;
- 7.3.3. co-opt members to sub-committees for the purpose of assisting in the work of the Board;
- 7.3.4. fill any vacancy on the Board which may occur during its term of office;
- 7.3.5. represent the Foundation; and
- 7.3.6. take any action not already provided for herein but deemed expedient or necessary for carrying out the objects of the Foundation.
- 7.4. The Chairman shall during his term of office preside at all General Meetings and all meetings of the Board, and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote at both the General Meetings and the meetings of the Board and shall sign the minutes of each meeting at the time they are approved.
- 7.5. The Vice-Chairman shall deputise for the Chairman during the latter's absence.
- 7.6. The Honorary Secretary shall conduct the business of the Foundation in accordance with the Constitution and shall carry out the instructions of the General Meeting and of the Board. He shall be responsible for conducting all correspondence and keep all books, documents and papers except the accounts and financial records. He shall maintain a record of the proceedings of all meetings.
- 7.7. The Honorary Treasurer shall be responsible for the finances of the Foundation. He shall keep accounts of all the Foundation's financial transactions and shall be responsible for their correspondence. He shall in conjunction with either the Chairman or the Vice-Chairman sign all cheques on behalf of the Foundation.
- 7.8. Non-Executive Board members shall assist in the operation of the Foundation where needed by the Executive Board members, attend Board meetings as required and help the Foundation achieve its objective(s).

8. BOARD MEETINGS

- 8.1. At least five (5) members of the Board must be present at a Board Meeting for the proceedings to be valid, provided always that a decision of the Board involving the expenditure of a sum exceeding RM100,000 per cheque in respect of any one particular matter shall have been approved by not less than six (6) members of the Board voting in favour of such expenditure. The Board members who are present and voting shall ensure that this approval requirement for RM100,000 expenditure for any one particular matter shall not be circumvented through improper, unnecessary or intentional division of contracts or engagement of separate contractors.

- 8.2. A minimum of two (2) Executive Board members shall be present at any Board Meeting for the proceedings to be valid.
- 8.3. Members of the Board shall be able to attend meetings either physically or virtually.
 - 8.3.1. A member of the Board shall be deemed to have resigned from the Board if he absents himself from three (3) consecutive Board Meetings without valid reason.
- 8.4. The Board shall review the Foundation's management accounts at a Board Meeting on a quarterly basis to determine how the funds are being utilised and whether the utilisation of the funds fulfils the revenue criteria as set out by the Board on a yearly basis.
- 8.5. There must be a minimum of four (4) Board Meetings in each calendar year.
- 8.6. Minutes must be taken and recorded at all Board Meetings.
 - 8.6.1. Minutes of each meeting must be forwarded to the Board within fourteen (14) days of the meeting.
- 8.7. Attendees of all Board meetings must adhere to the Code of Conduct of the Foundation as set out in Clause 5.

9. GENERAL MEETINGS

- 9.1. General Rules & Regulations for all General Meetings
 - 9.1.1. Quorum must be reached for any business to be conducted.
 - 9.1.1.1. Twenty (20) members shall constitute a quorum at any General Meeting for the Foundation's proceedings to be valid.
 - 9.1.1.2. In the event of insufficient quorum in the first instance, the meetings shall be postponed to a date not less than seven (7) days and not more than ten (10) days from the date of the original meeting. Ten (10) members shall constitute a quorum at any such postponed meeting. The postponed General Meeting shall not be empowered to amend the Constitution or pass any decision affecting the whole membership.
 - 9.1.2. Attendance and voting at General Meetings can be done virtually online in a manner as may be prescribed by the Board from time to time.
 - 9.1.3. Attendees of all General Meetings must adhere to the Code of Conduct of the Foundation as set out in Clause 5.
 - 9.1.4. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is (before the declaration of the result of the show of hands) demanded:
 - 9.1.4.1. by the chairman of the General Meeting; or

9.1.4.2.by the majority of the members present in person and having the right to vote at the meeting;

provided that a secret ballot may be demanded prior to a vote being taken on a show of hands.

9.1.5.Unless a secret ballot is so demanded, a declaration by the chairman of the General Meeting that the resolution has on a show of hands been passed unanimously, or by a particular majority, or is lost, and an entry to that effect in the book containing the minutes of the proceedings of the Foundation 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 secret ballot may be withdrawn, before the secret ballot is taken, with the consent of the chairman of the General Meeting.

9.1.6.In the case of an equality of votes, whether on a show of hands or on a secret ballot, the chairman of the General Meeting at which the show of hands takes place or at which the secret ballot is demanded, shall be entitled to a second or casting vote.

9.1.7.All Foundation members entitled to vote can cast one vote for each item.

9.1.8.Votes may be given either personally or by proxy.

9.1.9.The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing. A proxy must be a member of the Foundation.

9.1.10. An instrument appointing a proxy shall be sent to the Foundation seven (7) days prior to the general meeting, and shall be in the form as the Board may from time to time prescribe or approve or in particular case accept.

9.1.11. No objection to the voter's right to vote shall be raised except at the meeting or adjourned meeting while the vote is being cast, and every vote not disallowed at such meeting shall be valid for all purposes. If any objection to the voter's right to vote is raised at the meeting or adjourned meeting, such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

9.1.12. Requests for matters not tabled in the Agenda to be raised at the General Meeting should be sent in writing to the Honorary Secretary no later than seven (7) days before the General Meeting.

9.1.13. Minutes must be taken and recorded at all General Meetings.

9.1.13.1.Minutes of each meeting must be forwarded to the Board within fourteen (14) days of the meeting.

9.2. Notices for General Meetings

- 9.2.1. At least fourteen (14) days notice must be given to members of a General Meeting by the Honorary Secretary.
- 9.2.2. Any notice of a General Meeting shall be served by way of electronic means only and shall be deemed to have been so served if sent to the last known electronic address of a member and the same shall be recorded electronically as a matter of record and be subject to audit.
- 9.2.3. Attached with the notice for the Annual General Meeting should be a copy of the audited accounts for the previous year and the Agenda for the Annual General Meeting.
- 9.2.4. Attached with the notice for the Extraordinary General Meeting should be the Agenda for the Extraordinary General Meeting.
- 9.3. The Annual General Meeting of the Foundation shall be held each year no later than 30th day of June for the purpose of conducting the following business:
 - 9.3.1. to receive the minutes of the previous Annual General Meeting and to consider the matters arising therefrom;
 - 9.3.2. to receive the Annual Report of the Board;
 - 9.3.3. to receive the report of the auditors and the accounts of the Foundation for the previous year ended on 31st December; and
 - 9.3.4. to consider any other business of which at least seven (7) days' notice shall have been received in writing by the Honorary Secretary of the Board.
- 9.4. Extraordinary General Meetings
 - 9.4.1. An Extraordinary General Meeting shall be called by the Honorary Secretary upon request, in writing, of not less than twenty members (20) of the Foundation;
 - 9.4.2. Such request for an Extraordinary Meeting shall state clearly the matter to be decided by the Meeting, and in the event that the matter sought to be decided is frivolous and/or vexatious such request may be refused by the Board; and
 - 9.4.3. Extraordinary General Meetings may also be called by the Honorary Secretary by order of the Board.

10. BOARD HANDOVER

- 10.1. The presiding Board shall ensure a full and detailed handover to the new Board elected at the General Meeting. This knowledge and resource transfer should occur no later than two (2) months following the General Meeting.
 - 10.1.1. This handover should include but not be limited to social media accounts pertaining to the Foundation, financial reports, member lists, records maintained by the Honorary Secretary and Honorary Treasurer.

11. ADVISOR / PATRON

- 11.1. The Board shall if it deems fit and necessary appoint qualified persons to be the advisor and/or patron of the Foundation. The person appointed must give his consent in writing to act as the advisor and/or patron of the Foundation.

12. SOURCE OF INCOME

- 12.1. Donations and/or contributions from sources acceptable to the Foundation shall constitute a source of income for the Foundation.
- 12.2. Donors are to be recognised and classified under the following tiers based on the amount of their donation and / or contribution:

Category	Donation Amount (RM)
Queen Victoria	10,000,000 and above
Diamond	1,000,000 – 9,999,999
Platinum	500,000 – 999,999
Gold	100,000 – 499,999
Silver	25,000 – 99,999
Bronze	10,000 – 24,999

- 12.3. Regardless of the donation tier, members are only entitled to cast one vote for each item at General Meetings. However, other privileges may be given to higher tier donors, subject to the absolute discretion of the Board.
- 12.4. Companies may donate and / or make contributions to the Foundation and shall be recognised according to the tiers set out in Clause 12.2 above, but will not be entitled to voting rights or membership in the Foundation.
- 12.5. Donations and/or contributions that are specifically made towards scholarship funds and other academic and scholarly goals shall be placed into a separate fixed deposit account, institutional trust fund account, or other savings account or instrument that the Board deems fit (hereinafter referred to as “**the VIF Education Fund**”).
Notwithstanding anything herein to the contrary, the monies in the VIF Education Fund shall only be utilised for the objectives set out in this clause in compliance with the conditions imposed by Inland Revenue Board of Malaysia in respect of the VIF Education Fund, which is an approved fund within the Foundation pursuant to subsection 44(6) of the Income Tax Act 1967.
- 12.6. The existing principal amount of any donations and / or contributions made to the Foundation under Clause 12.5 which has been placed into the VIF Education Fund before 1 July 2025, shall not be utilised or used by the Foundation in any way

whatsoever except for its placement into fixed deposit accounts, institutional trust fund accounts, or any other savings account or instrument that the Board deems fit.

12.7. Notwithstanding anything herein to the contrary, the Foundation may also accept donations and/or contributions for other objects / purposes, namely to raise funds for the improvement of youth recreational facilities, which are not within the object / purpose stipulated under subsection 44(6) of the Income Tax Act 1967 provided always that such funds are not tax exempt. The donations and / or contributions shall be placed into fixed deposit accounts, institutional trust fund accounts, or any other savings account or instrument that the Board deems fit (hereinafter referred to as “the **General Fund**”).

12.8. For the avoidance of doubt, any donations and/or contributions made to the Foundation under Clause 12.7 shall be accompanied by the purpose for the donation and / or contribution as stated by the donor, and the principal amount of such donations and / or contributions shall be utilised or used by the Foundation in accordance with / towards such purposes.

13. FINANCIAL PROVISION

13.1. Subject to the following provisions in this rules, the funds of the Foundation may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

13.2. The Honorary Treasurer may hold a petty cash advance not exceeding RM500 at any one time. All money in excess of this sum shall within seven (7) days of receipt be deposited in a bank approved by the Board. The bank account shall be in the name of the Foundation.

13.3. All monetary transactions carried out by the Foundation shall be transacted electronically via e-banking systems and/or portals.

13.3.1. The transaction should be initiated by the Honorary Treasurer before being individually approved by the Chairman and Vice-Chairman with their designated authoriser tokens.

13.4. Where transactions are not able to be completed electronically, all cheques or withdrawal notices on the Foundation's account shall be signed jointly by the Chairman or the Vice-Chairman, AND, the Honorary Secretary or the Honorary Treasurer. In the absence of the Chairman, the Vice-Chairman, the Honorary Secretary or the Honorary Treasurer for a long period, the Board shall appoint one of its members to sign in his place.

13.5. No expenditure exceeding RM100,000 at any one time shall be incurred without the prior sanction of the Board, and no expenditure exceeding RM1,000,000 in any one (1) month shall be incurred without the prior sanction of a General Meeting. Expenditure less than RM100,000 at any one time may be incurred by the Chairman together with the Honorary Secretary or the Honorary Treasurer.

- 13.6. As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Honorary Treasurer and audited by the auditors appointed under Clause 14. The audited accounts shall be submitted for the approval of the next Annual General Meeting, and copies shall be made available at the registered place of business of the Foundation for the perusal of members.
- 13.7. The financial year of the Foundation shall commence on the 1st January and end on the 31st December every year.

14. AUDITORS AND TRANSPARENCY

- 14.1. A reputable firm of Public Accountants licensed under the Malaysian Institute of Accountants shall be appointed during each Annual General Meeting.
- 14.2. The Honorary Secretary and Honorary Treasurer shall ensure that all statutorily required documents are in order and available within seven (7) days of the request by the relevant statutory body and/or the Board.

15. PROHIBITION

- 15.1. All members of the Board and every officer performing executive functions in the Foundation shall be Federal citizens of Malaysia.

16. DISCIPLINE AND APPEALS

- 16.1. The Foundation's Board may resolve to suspend or expel a member from the Foundation if they have reason to believe that member has been guilty of conduct in violation with the following:
- 16.1.1. the Foundation's aims and objectives;
 - 16.1.2. the Foundation's Code of Conduct;
 - 16.1.3. the Laws of Malaysia; and
- 16.2. Should the Board resolve to suspend or expel a member from the Foundation, the Honorary Secretary must, within forty-eight (48) hours, give notice to the member:
- 16.2.1. setting out the resolution of the Board and the grounds on which it is based;
 - 16.2.2. stating the date of the Board meeting in which this resolution was passed; and
 - 16.2.3. informing the member that they (or their representative) may give notice to appeal the resolution within forty-eight (48) hours of receiving the Board's notice
- 16.3. A resolution to suspend or expel a member of the Foundation does not take effect:
- 16.3.1. unless a meeting of the Board confirms the resolution; or
 - 16.3.2. if the member exercises a right of appeal to the Foundation and the Board confirms the appeal.

16.4. Appeals

16.4.1. The right to appeal must be lodged within forty-eight (48) hours of notice of the expulsion/suspension;

16.4.2. Appeals are addressed to the Board at a Board meeting which the member or their representative will be invited to;

16.4.3. At the Board meeting at which the appeal will be addressed:

16.4.3.1. No business other than the question of the appeal must be conducted;

16.4.3.2. The Board may notify the member or their representative of the details of the grounds for the resolution and the reasons for the passing of the resolution; and

16.4.3.3. The member or their representative must be given a fair opportunity to be heard.

16.4.4. Once the Board meeting at which the appeal is heard has concluded, the Board will then convene at a later Board meeting to confirm or revoke the resolution.

16.5. A meeting of the Board to confirm or revoke a resolution passed must be held not earlier than seven (7) days and not later than fourteen (14) days after the notice of the resolution has been given to the member.

16.6. At the Board meeting to confirm or revoke a resolution, the Board must:

16.6.1. give due consideration to any written statements submitted by the member or their representative;

16.6.2. give due consideration to any statements made by the member or their representative at the appeal meeting;

16.6.3. determine by resolution whether to suspend or expel the member;

16.6.4. in the case of suspension of a member, determine the length of suspension; and

16.6.5. in the case of expulsion of a member, determine the length of the expulsion, and whether the member will be permitted to apply for membership again after the period of expulsion.

16.7. If the member in question is a member of the Board, they are to be excluded from the original Board meeting in which their suspension/expulsion is to be discussed and from any other Board meetings until the outcome has been decided.

16.8. Once the Board meeting to confirm or revoke the resolution has concluded, the Honorary Secretary will inform the member of the decision in writing within forty-eight (48) hours of the decision being made. This decision will be final.

17. INTERPRETATION

- 17.1. In the interpretation of these clauses, the Board's decision shall be final unless countermanded by members at a General Meeting.

18. AMENDMENT

- 18.1. This Constitution shall not be amended except by resolution at a General Meeting at which forty (40) members or more are present at the time of voting, provided that:

18.1.1. At least two-thirds of the members present shall vote in favour of the proposed amendment(s).

18.1.2. Such amendment(s) to the rules shall be forwarded to the Registrar of Societies within sixty (60) days of being passed by the General Meeting.

18.1.3. Such amendment(s) shall take effect from the date of the approval of the Registrar of Societies.

- 18.2. Any amendment(s) to the Constitution shall not come into force without the prior sanction of the Registrar of Societies.

19. DISSOLUTION

- 19.1. The Foundation shall not be dissolved except with the written consent of not less than three-quarters of the members.

- 19.2. In the event of the Foundation being dissolved as provided for above, all debts and liabilities legally incurred on behalf of the Foundation shall be fully discharged and the remaining funds shall be vested in the Public Trustee who shall carry out the objects of the Foundation.

- 19.3. Notice of dissolution duly signed by the principal office bearers shall be given within fourteen (14) days of the dissolution to the Registrar of Societies.