



SURUHANJAYA SYARIKAT MALAYSIA
COMPANIES COMMISSION OF MALAYSIA

**Application for Approval of the Minister by a
Company Limited By Guarantee under the
Companies Act 1965**

1. APPLICATION PROCEDURE FOR APPROVAL OF THE MINISTER UNDER THE COMPANIES ACT 1965

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2. APPLICATION PROCEDURE FOR APPROVAL OF THE MINISTER UNDER THE COMPANIES ACT 1965

- 2.1 Application for Approval of the Honourable Minister under Section 24(2) of the Companies Act 1965 – Omission of the word ‘Berhad’ in name
1. A copy of the Certificate of Incorporation for a Public Company (Form 8).
 2. A brief summary of the main activity of the company / foundation.
 3. A copy of the company’s Memorandum and Articles of Association (ORIGINAL and DRAFT). The original copy of the M&A must include the signatures of the founders on the last page of the document.
 4. The purpose of application under section 24(2) of the Companies Act 1965.
 5. Members’ resolution on the omission of the word ‘Berhad’ in name as well as the relevant approval for alteration of the Memorandum and Articles of Association.
 6. A copy of the letter from the Inland Revenue Board (**LHDN**) if applying for exemption of tax.
 7. A copy of the latest Form 49.
 8. A statement to confirm if the company is associated with any local or foreign bodies or organisations or has the intention to takeover any bodies or societies.
 9. The latest three (3) years of Financial Statements which have been audited and presented at Annual General Meetings.
 10. A detailed explanation of the foundation’s financial position as well as income and expenditure for the last three (3) years.
 11. Forward the application fees of **RM150.00**. Payment can be made in cash, money order, postal order, bank draft or banker’s cheque **payable to Companies Commission of Malaysia (or Suruhanjaya Syarikat Malaysia)**. For payment by post, please address the application to **COMPANIES COMMISSION OF MALAYSIA, LEVEL 13, PUTRA PLACE, 100 JALAN PUTRA, 50622 KUALA LUMPUR**.

The applicant must submit the relevant documents and a cover letter to the Corporate Administration Management Division for further action.

2.2 Application for Approval of the Honourable Minister under Section 19(2) of the Companies Act 1965

Information/Documents to be submitted:

1. A copy of the Certificate of Incorporation for a Public Company (Form 8).
2. A copy of the Licence under section 24 of the Companies Act 1965 (Form 15).
3. A copy of the terms and conditions under section 24(3) of the Companies Act 1965.
4. The purpose of application under conditions for licensing of section 19(2) of the Companies Act 1965.
5. Original copy of the company's Memorandum and Articles of Association with the signatures of the founders on the last page of the document.
6. A summary of the main activity of the company / foundation.
7. Directors' resolution to approve the acquisition of land signed by **one (1) Director and one (1) Company Secretary**.
8. A copy of the **Memorandum of Understanding** between both parties. It is an offence to enter into a Sales and Purchase Agreement without the prior approval of the Honourable Minister under section 19(2) of the Companies Act.
9. A copy of the land deed.
10. A copy of the land licence (Form 10) – **if applicable**.
11. A list of land acquired under section 19(2) and its present use – **if applicable**.
12. Description of the land / premises and its means of financing.
13. The latest audited Financial Statements.
14. Forward the application fees of **RM150.00**. Payment can be made in cash, money order, postal order, bank draft or banker's cheque **payable to Companies Commission of Malaysia (or Suruhanjaya Syarikat Malaysia)**. For payment by post, please address the application to **COMPANIES COMMISSION OF MALAYSIA, LEVEL 13, PUTRA PLACE, 100 JALAN PUTRA, 50622 KUALA LUMPUR**.

The applicant must submit the relevant documents and a cover letter to the Corporate Administration Management Division for further action.

2.3 Application for Approval of the Honourable Minister under Conditions for Licensing of Section 24(3) of the Companies Act 1965 – Appointment of Director

Information/Documents to be submitted:

1. A copy of the Certificate of Incorporation for a Public Company (Form 8).
2. A copy of the Licence under section 24 of the Companies Act 1965 (Form 15).
3. A copy of the terms and conditions under section 24(3) of the Companies Act 1965.
4. The purpose of application under conditions for licensing of section 24(3) of the Companies Act 1965.
5. Original copy of the company's Memorandum and Articles of Association with the signatures of the founders on the last page of the document.
6. A summary of the main activity of the company / foundation.
7. A copy of the latest Form 49.
8. Directors' resolution to approve the appointment of a director/trustee signed by **one (1) Director and one (1) Company Secretary**.
9. Original copy of Statutory Declaration (Form 48A).
10. Biodata and photocopy of the identity card (front and back) of the director to be appointed.
11. Forward the application fees of RM150.00. Payment can be made in cash, money order, postal order, bank draft or banker's cheque **payable to Companies Commission of Malaysia (or Suruhanjaya Syarikat Malaysia)**. For payment by post, please address the application to **COMPANIES COMMISSION OF MALAYSIA, LEVEL 13, PUTRA PLACE, 100 JALAN PUTRA, 50622 KUALA LUMPUR**.

The applicant must submit the relevant documents and a cover letter to the Corporate Administration Management Division for further action.

2.4 Application for Approval of the Honourable Minister under Section 24(4) of the Companies Act 1965 – Alteration of Memorandum and Articles of Association

Information/Documents to be submitted:

1. A copy of the Certificate of Incorporation (Form 8).
2. A copy of the Licence under section 24 of the Companies Act 1965 (Form 15).
3. A copy of the terms and conditions under section 24(3) of the Companies Act 1965.
4. Original copy of the company's Memorandum and Articles of Association with the signatures of the founders on the last page of the document.
5. If there has been an alteration made previously, please forward **an appended copy together with the authorisation letter signed by the Honourable Minister**.
6. An extract of the resolution to approve the alteration of the M&A signed by **one (1) Director and one (1) Company Secretary**.
7. A brief description of the main activities of the company / foundation.
8. One (1) copy of Appendix A (as per the sample enclosed).
9. One (1) copy of Appendix B (as per the sample enclosed) with **REMARKS. REMARKS / REASONS FOR ALTERATION** have to be **IN ACCORDANCE** with any alteration in the Clauses / Articles. Remarks have to take into account the following matters (if applicable):
 - i) the impact before and after alteration;
 - ii) the reason/purpose/justification for alteration; and
 - iii) whether there is any conflict with the provisions of the Companies Act.
10. **A diskette** containing Appendix A and Appendix B.
11. Letter from the Inland Revenue Board (**LHDN**) if applying for exemption of tax.
12. Forward the application fees of **RM150.00**. Payment can be made in cash, money order, postal order, bank draft or banker's cheque **payable to Companies Commission of Malaysia (or Suruhanjaya Syarikat Malaysia)**. For payment by post, please address the application to **COMPANIES COMMISSION OF MALAYSIA, LEVEL 13, PUTRA PLACE, 100 JALAN PUTRA, 50622 KUALA LUMPUR**.
13. Purpose for alteration of the Memorandum and Articles of the Company other than applying for tax exemption from the Inland Revenue Board (LHDN).
14. Please ensure the use of correct **grammar** and **spelling** to avoid any ambiguity (**misleading content**).

The applicant must submit the relevant documents and a cover letter to the Corporate Administration Management Division for further action.

2.5 Application for Approval of the Honourable Minister under Conditions for Licensing of Section 24(3) of the Companies Act 1965 – Collection of Contribution

Information/Documents to be submitted:

1. A copy of the Certificate of Incorporation for a Public Company (Form 8).
2. A copy of the Licence under section 24 of the Companies Act 1965 (Form 15).
3. A copy of the terms and conditions under section 24(3) of the Companies Act 1965.
4. Original copy of the company's Memorandum and Articles of Association with the signatures of the founders on the last page of the document.
5. A summary of the main activity of the company / foundation.
6. A copy of the latest Form 49.
7. Directors' resolution to approve the application under section 24(3) for the collection of donations signed by **one (1) Director and one (1) Company Secretary**.
8. Method and clarification for the purpose of collecting donations.
9. The prescribed duration for collecting donations.
10. Clarification on the recording and accounting procedure for the collection of donations.
11. The latest Financial Statements which have been audited and presented at the Annual General Meeting. For a newly incorporated company, please state whether the condition for licensing, of collecting the total amount pledged by prospective donors within 6 months after its incorporation, has been fulfilled. Please provide clarification if the company has failed to do so.
12. Please list target groups, if any, for the collection of donations.
13. Format of collecting donations which will be distributed to the public.
14. Forward the application fees of **RM150.00**. Payment can be made in cash, money order, postal order, bank draft or banker's cheque **payable to Companies Commission of Malaysia (or Suruhanjaya Syarikat Malaysia)**. For payment by post, please address the application to **COMPANIES COMMISSION OF MALAYSIA, LEVEL 13, PUTRA PLACE, 100 JALAN PUTRA, 50622 KUALA LUMPUR**.

The applicant must submit the relevant documents and a cover letter to the Corporate Administration Management Division for further action.

In any case, approval is subject to the following terms and conditions:

- a) the company must comply with the House to House and Street Collections Act 1947, if applicable;
- b) the company must comply with General Circular No. 6 Year 1987 – Regulations for Public Collections by Societies;
- c) the company must ensure that the procedure for collecting donations has sufficient internal controls to avoid misappropriation;
- d) the company must ensure that financial statements are prepared, audited and presented at the Annual General Meeting according to provisions of the Companies Act 1965;
- e) the audited financial statements have to be sent to the authority which approves the application within 3 months after the last day of collection;
- f) the company must ensure that the donations collected are used to fulfil the company's object and not for the profit of the foundation's members;
- g) collections cannot be done via middlemen or through elements of force, duress or threat;
- h) the collector of donations must display identification and a letter of authority issued by the donation collection body (organiser) in order to collect donations;
- i) the collector of donations cannot be under 18 years of age;
- j) all donated proceeds have to be acknowledged by receipt or through publication in the press;
- k) expenditure for the collection of donations should ideally not exceed 1/12 of the total sum collected;
- l) a receipt of acknowledgement must be issued within three (3) days for all donations exceeding RM1,000.00; and
- m) the frequency of collecting donations, whether for the own use of the society or for other purposes, is restricted to once a year and the duration of collection is restricted to not more than one (1) month only. Appeal on the frequency and duration of collections is at the discretion of the authority which provides the approval/licence for donation collection, and is dependant on the requirements and merit of each individual case.

In relation to the matter, this office requires confirmation from applicants on their agreement with the terms and conditions above.