

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR REGISTRAR'S APPROVAL

**PRE-INCORPORATION OF A COMPANY LIMITED BY GUARANTEE
(CLBG) WITH THE WORD "BERHAD" OR THE ABBREVIATION
"BHD."**

- A. Application fee is RM200.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are lodged together with this application:
 - 1. Detailed activities to be carried out.
 - 2. Statutory Declaration by the promoter and proposed director confirming:
 - whether prior application has been made or not under the Societies Act 1966 [Act 335] or other laws administered by Bahagian Hal Ehwal Undang-Undang (BHEUU) Jabatan Perdana Menteri, Labuan Financial Services Authority (LOFSA) or other state authorities for registration of Non-Profit Organization
 - the outcome of such application to the above stated authorities
 - if an application has already been submitted to the above stated authorities, to state justifications on reasons for making another application to SSM (please provide the supporting documents).

CHECKLIST 1

3. A draft copy of the CLBG's Constitution. Please refer to the format in Annexure 1.
4. A copy of the identification card or a valid passport of the promoter and proposed director.
5. The biodata, qualification and experience in charitable activities for each proposed director and promoter. Please refer to the format in Annexure 3.
6. Please ensure that the proposed promoter and director do not have any outstanding compound prior to submission of this application.
7. A letter of consent to act as a promoter from each promoter.
8. A letter of consent to act as a director from each director.
9. An estimated or forecast income and expenditure for a period of two years from the establishment of CLBG. Please refer to the format in Annexure 4.

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR MINISTER'S APPROVAL

**OMISSION THE WORD "BERHAD" OR THE ABBREVIATION
"BHD." FROM A COMPANY LIMITED BY GUARANTEE'S (CLBG) NAME**

OR

**RE-APPLICATION TO OMIT THE WORD "BERHAD" OR THE
ABBREVIATION "BHD." AFTER REVOCATION OF LICENCE**

- A. Application fee is RM300.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. Special resolution by the members approving the omission of the word "Berhad" or the abbreviation "Bhd".
 - 2. Latest bank statement of the CLBG or any other document which proves that the CLBG owns at least one million ringgit (RM1,000,000) in cash or any cash equivalent at the time of application.
 - 3. Statutory declaration by the company secretary or one of the directors or trustees that in making this application, the CLBG has complied with all requirements of the CLBG's Constitution.

**LODGEMENT OF APPLICATION FOR RE-APPLICATION AFTER
REVOCATION OF LICENCE**

4. All the directors and the CLBG do not have any outstanding compound prior to submission of this application.
5. A CLBG must lodge the latest Audited Financial Statement and Annual Return.

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LODGEMENT OF APPLICATION FOR REGISTRAR'S APPROVAL

**APPOINTMENT OF NEW DIRECTOR / TRUSTEE OF A COMPANY
LIMITED BY GUARANTEE (CLBG)**

- A. Application fee is RM100 for each director.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. Purpose and reasons for this application.
 - 2. The main object of the CLBG shall be in accordance with its current Constitution.
 - 3. Extract of Directors' Resolution pertaining to the approval for the appointment of the new director to be signed by a director and a company secretary.
 - 4. Approval letter from government agencies or statutory bodies or other relevant bodies relating to the appointment of the new director if such approval is stated in the Constitution.
 - 5. Kindly ensure that the proposed directors do not have any outstanding compound prior to submission of this application.
 - 6. The biodata, qualification and experience in charitable activities of the proposed director. Please refer to the format in Annexure 3.

CHECKLIST 3

7. Declaration from a person before appointment as a director pursuant to section 201 of CA 2016.
8. Approval letter on the appointment of the new director from the Director General of the Inland Revenue Board of Malaysia if the CLBG is a tax exempt company under subsection 44(6) of the Income Tax Act 1967.
9. Statutory declaration by a company secretary or one of the directors or trustee that in making this application, the CLBG has complied with all requirements of CLBG's current Constitution.

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR REGISTRAR'S APPROVAL

**AMENDMENT OF CONSTITUTION FOR COMPANY LIMITED BY
GUARANTEE (CLBG)**

- A. Application fee is RM100.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. Purpose and reasons for this application.
 - 2. The main object of the CLBG must be in accordance with its current Constitution.
 - 3. Please state whether the proposed amendment to the Constitution involves any changes to the objects stated in the Memorandum & Articles of Association (M&A) or the Constitution.
 - 4. Please specify whether the CLBG is a government-related agency.
 - 5. Please provide the approval letter from the relevant authority or government agency, if there is a specific clause in the Constitution requires the CLBG to obtain approval from the government agency or relevant authority to amend the Constitution.
 - 6. Copy of the amended CLBG's Constitution as certified by the company secretary.

CHECKLIST 4

7. Special resolution or extract of special resolution signed by a director and a company secretary of the CLBG pertaining to the approval of the amendment of the Constitution.
8. Listing of the proposed amendments to the Constitution. Please refer to the format in Annexure 2.
9. Approval letter on the amendment of constitution from the Director General of the Inland Revenue Board of Malaysia if the CLBG is a tax exempt company under subsection 44(6) of the Income Tax Act 1967.
10. Statutory declaration by the company secretary or one of the directors or trustees that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution.

SECTION 45(4) COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR MINISTER'S APPROVAL

TO HOLD LAND BY A COMPANY LIMITED BY GUARANTEE (CLBG)

- A. Application fee is RM300 for each *land or real property (land)*.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. Purpose and reasons for this application, source of funds and the manner of payment settlement and/or arrangement.
 - 2. Main object of the CLBG shall be accordance with its current Constitution.
 - 3. Financial impact on the CLBG in relation to the application to hold land.
 - 4. Price and/or value of the land.
 - 5. List of lands that the CLBG currently owns pursuant to subsection 45(4) of CA 2016 or subsection 19(2) of Companies Act 1965. An explanation on the status of each land/property, the current usage and the development that has been made over the land.
 - 6. Description of the land in Malay language. This description must be similar with the information contained in the Agreement/Deed Of Gift/Master Title/Strata Title/other supporting documents.

Bahasa Malaysia

Sebuah rumah banglo dua tingkat di bawah Geran No. HS(M) xx PT x Tempat Batu 8 ½ Jalan xxx Kuala Lumpur, Mukim Sungai Buluh, Daerah Petaling, Negeri Selangor yang beralamat di No. xxx, Jalan xx, 46400 Petaling Jaya, Selangor Darul Ehsan berkeluasan kira-kira 1500 meter persegi.

7. Agreement/Deed of Gift/other supporting documents relevant to the land transaction. Please attach the stamping certificate from Inland Revenue Board of Malaysia.
8. Latest Individual Title, Master Title or other supporting documents relevant to the application.
9. Kindly ensure that the land is free from any encumbrance(s). If the land is under restriction, please ensure that the relevant State Authority's approval is already granted prior to making the application. If the land is under charges, please obtain the "*letter of no objection*" from the chargor and chargee.
10. Official Land Search for each land. The Official Land Search date must be within three months prior to the application date.
11. Latest three months' bank statement of the CLBG confirming to have cash in the account of the CLBG to prove the liquidity of CLBG is stable enough to hold land.
12. The latest Audited Financial Statements of the CLBG for the last two years. CLBG incorporated for less than two years is not eligible to apply for this application. However, a CLBG may hold the land by way of donation/gift.
13. Member's Resolution (as required by section 223 of CA 2016, if applicable)/extract of Directors' Resolution/Directors' Resolution pertaining to the approval to hold land.

14. Statement on Arm's Length Transaction by all directors/trustees confirming that they do not have any interest in the land transaction.
15. Valuation Report from a licensed valuer which has been made within two years prior to the Agreement/Deed Of Gift/other supporting documents date. The valuation report must contain photos of the land and/or building. This requirement is not applicable for holding/receiving land through donation/gift.
16. Approval letter in relation to hold land from the Director General of the Inland Revenue Board of Malaysia if the CLBG is a tax exempted company under subsection 44(6) of the Income Tax Act 1967.
17. Statutory declaration that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution by a company secretary or one of the directors/trustees.

SECTION 45(5) COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR REGISTRAR'S APPROVAL

**TO CHARGE, MORTGAGE, LEASE, SUBDIVIDE, PARTITION, VESTED
IN, DISPOSE OR TRANSFER THE LAND BY A COMPANY LIMITED BY
GUARANTEE (CLBG)**

- A. Application fee is RM100 for each land or real property (land).
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. Purpose and reasons for this application.
 - 2. Main object of the CLBG shall be accordance with its current Constitution.
 - 3. Price and/or value of the land.
 - 4. Licence To Hold Land under subsection 45(4) of CA 2016 or subsection 19(2) of Companies Act 1965 (CA 1965) (Form 10).
 - 5. List of lands that the CLBG currently owns pursuant to subsection 45(4) of CA 2016 or subsection 19(2) of CA 1965. An explanation on the status of each land or property, the current usage and the development that has been made over the land.
 - 6. Description of the land in Malay language. This description must be similar with the information contained in the agreement, deed of gift, master title, strata title or other supporting documents (as an Appendix).

Bahasa Malaysia

Sebuah rumah banglo dua tingkat di bawah Geran No. HS(M) xxx, PT x Tempat Batu 8 ½ Jalan Damansara Kuala Lumpur, Mukim Sungai Buluh, Daerah Petaling, Negeri Selangor yang beralamat di No. xxx, Jalan xxx, 46400 Petaling Jaya, Selangor Darul Ehsan berkeluasan kira-kira xxx meter persegi.

7. The stamped Agreement, Deed of Gift or other supporting documents relevant to the land transaction.
8. The latest Title/Master Title/Strata Title or other supporting documents relevant to the land transaction.
9. Kindly ensure that the land is free from any encumbrance(s). If the land is under restriction, please ensure that the relevant state's authority approval is already granted prior to making the application. If the land is under charges, please obtain the "letter of no objection" from the chargor and chargee.
10. Official Land Search for each land in relation to the charge application, mortgage, sell, lease or disposing of the land. The official land search must be conducted within three (3) months prior to the application date.
11. CLBG must have the latest two years Audited Financial Statements. CLBG incorporated for less than two years is not eligible to apply for this application.
12. Financial impact to CLBG if it charges, mortgages, sells, transfers, leases or disposes of the land.
13. Member's Resolution (as required by section 223 of CA 2016, if applicable) /extract of Directors' Resolution/Directors' Resolution

pertaining to the approval to charge, mortgage, sell, lease or dispose of the land.

14. Statement on Arm's Length Transaction by all directors/trustees confirming that they do not have any interest in the land transaction.
15. Valuation Report from a licensed valuer which has been made within two years prior to the Agreement/Deed Of Gift/other supporting documents date. The valuation report must contain photos of the land and/or building.
16. Statutory declaration by a company secretary or one of the directors or trustee that in making this application, the CLBG has complied with all requirements of CLBG's current Constitution.

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR REGISTRAR'S APPROVAL

**SOLICITATION OF DONATION FROM THE PUBLIC BY A COMPANY
LIMITED BY GUARANTEE (CLBG)**

- A. Application fee is RM100.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. Purpose and reasons for this application.
 - 2. The main object of the CLBG shall be in accordance with its current Constitution.
 - 3. Main activities planned and target audience of the solicitation of donation.
 - 4. Promotional document for solicitation of donation from the public.
 - 5. CLBG must have the latest one year Audited Financial statements. CLBG incorporated for less than one year is not eligible to apply for this application.
 - 6. Please specify whether the CLBG is a government-related agency.
 - 7. Extract of Directors' Resolution or Directors' Resolution signed by a director and a company secretary pertaining to the approval for solicitation of donation.

8. Donation process which among others should contain the donation procedure, process flow-chart, funds management and handling, funds recording manner and cash flow, funds processing and the persons in charge of managing the whole donation process.
9. Statutory declaration by one of the directors or trustees confirming adherence to the requirements. Please refer to the format in Annexure 5.
10. Statutory declaration by the company secretary or one of the directors or trustees that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution.

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR REGISTRAR'S APPROVAL

**PAYMENT OF SALARIES, FEES, FIXED ALLOWANCES & OTHER
BENEFITS TO EACH DIRECTOR OF A COMPANY LIMITED BY
GUARANTEE (CLBG)**

- A. Application fee is RM100 for each director.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. The main object of the CLBG shall be in accordance with its current Constitution.
 - 2. Letter of offer from CLBG to each director stating the amount of the salary, fee, fixed allowances and other benefits.
 - 3. Acceptance letter from each director agreeing to receive the salaries, fees, fixed allowances and other benefits in the CLBG.
 - 4. The consent letter from the government agency and others pertaining to the payment of salaries, fees, fixed allowances and other benefits, if applicable.
 - 5. Members' resolution or extract members' resolution signed by a director and a company secretary pertaining to the approval for such payment of salaries, fees, fixed allowances and other benefits to each director for the purpose of achieving the objects of the CLBG.

CHECKLIST 7

6. The latest three months' bank statement of the CLBG confirming to have cash in the account of the CLBG to prove the liquidity of the CLBG for the payment of fees to the director.
7. Audited Financial Statements of the CLBG for the latest two years. CLBG incorporated for less than two years are not eligible to apply for this application. Please ensure that company is in a surplus based on its latest Audited Financial Statements.
8. Approval letter on the payment of salaries, fees, fixed allowances and other benefits to the director of CLBG from the Director General of the Inland Revenue Board of Malaysia if the CLBG is a tax exempt company under subsection 44(6) of the Income Tax Act 1967.
9. An estimated or forecast income and expenditure for a period of three years after such salaries, fees, fixed allowances and other benefits have been paid.
10. The length of service, job scope, duties, experience and expertise of each director.
11. Statutory declaration by the company secretary or one of the directors or trustees that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution and paragraph 24(c)(i) and (ii) of the CLBG's Guidelines.

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR REGISTRAR'S APPROVAL

**HOLDING OF SUBSIDIARY COMPANY BY A COMPANY LIMITED BY
GUARANTEE (CLBG)**

- A. Application fee is RM100 for each subsidiary.
- B. All applications shall be submitted online via SSM's Corporate Registry System (CRS).
- C. Kindly ensure that the following requirements are fulfilled and the necessary documents are prepared for this application:
 - 1. Purpose and reasons for this application.
 - 2. The principal activities of the proposed subsidiary company.
 - 3. Capital structure of the proposed subsidiary company.
 - 4. The proposed of Board of Directors and shareholders of subsidiary company.
 - 5. The financial impact to the CLBG if it holds the subsidiary company.
 - 6. A detailed explanation on how the proceeds from the proposed subsidiary company will be utilised and channelled back to the CLBG.
 - 7. Members' resolution or extract members' resolution signed by a director and a company secretary pertaining to the approval for holding a subsidiary solely for the purpose of achieving the objects of the CLBG.

8. Extract of the Directors' Resolution of the CLBG, pertaining to the approval for holding of a subsidiary company and signed by a director and the company secretary.
9. Extract of the Directors' Resolution of the proposed subsidiary company, pertaining to the approval for being subsidiary to the CLBG and signed by a director and the company secretary.
10. Statement that the holding of a subsidiary company by the CLBG is carried out at arm's length by all its directors of the CLBG, none of the directors have any direct or indirect interest in holding of a subsidiary and that any transaction is undertaken for a proper purpose, made in good faith, and in the best interest of the company.
11. Statutory declaration by all the directors or trustees of the CLBG confirming that the holding of a subsidiary is only for the purpose of achieving the objectives of the CLBG.
12. CLBG must have the latest two years Audited Financial Statements. CLBG incorporated for less than two years is not eligible to apply for this application.
13. Estimated or forecasted income and expenditure for a period of three years for the CLBG and subsidiary company after the CLBG holds the subsidiary.
14. Approval letter to hold a subsidiary company from the Director General of the Inland Revenue Board of Malaysia if the CLBG is a tax exempt company under subsection 44(6) of the Income Tax Act 1967.
15. Statutory declaration by the company secretary or one of the directors or trustees that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution.