

CHECKLIST 1

SECTION 45(3) COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR THE MINISTER'S APPROVAL

- FOR NEW INCORPORATION OF A CLBG

A. APPLICATION FEES

1. A payment of **RM700** as the required fee for:

- Using a gazetted word
- Omission of the word 'Berhad'/'Bhd'
- Perusal of the Constitution

OR

A payment of **RM400** as the required fee for:

- Omission of the word 'Berhad'/'Bhd'
- Perusal of the Constitution

2. Application must be accompanied with section 45 Form - **Application by CLBG for Minister's approval (Appendix A)** together with the payment. Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/money order/bank draft/banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter

Contents of the application letter:

- Justification and purpose for:
 - ✓ Using the word 'Yayasan/Foundation/Institute'.
 - ✓ Omission of the word 'Berhad'/'Bhd'.

- Reasons for incorporating the CLBG under CA 2016 and not under the Societies Act 1966.
 - State only one (1) category of the CLBG based on the objects stated under section 45(1) CA 2016.
4. Explanation and justification by the promoter for the use of the proposed name. Any supporting letter from any government agency for the use of the proposed name, if applicable.
 5. Detailed activities to be carried out.
 6. Statutory Declaration by the promoter and proposed director confirming whether prior application has been made or not under the Societies Act 1966 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. If yes, to provide the supporting documents.
 7. A copy of Application for Availability of Names and Reservation under section 27(1), (4) CA 2016.
 8. A draft copy of CLBG's Constitution.
 9. A copy of identification card (IC)/passport of the promoter and proposed director.
 10. Biodata, qualification and experience in charitable activities for each proposed director and promoter. Please refer to the format in **Example 3**.
 11. Please ensure that the proposed promoter(s)/director(s) do not have any outstanding compound prior to submission of this application.
 12. A letter of consent to act as a promoter from each promoter.
 13. A letter of consent to act as a director from each director.
 14. Information on the contributor/donor confirming the **financial contribution of RM1 million** (only in Ringgit Malaysia currency) to be made within six (6) months from the date of incorporation.

Please follow the respective procedure below.

(a) Individual contributor/donor

The supporting documents are:

- A Statutory Declaration by the individual contributor and the amount that the contributor has agreed to contribute; and
- Latest Bank Statement OR fixed deposit (RM currency).

(b) Other entity (e.g association, bureau, school/sports club, etc.) which acts as a contributor/donor

The supporting documents are:

- A minute of meeting by the entity of which the contents should among others include the amount that has agreed by the entity to contribute;
- Latest Bank Statement OR fixed deposit (RM currency);
- Latest Financial Statement; and
- Any other documents that may be relevant to the application.

(c) Company which acts as a contributor/donor

The supporting documents are:

- A resolution by the company of which the contents should among others include the amount that the company has agreed to contribute;
- Latest Bank Statement of the company OR fixed deposit (RM currency); and
- Latest Audited Financial Statement of the company.

15. For new CLBG incorporation, an estimated/forecasted income and expenditure for a period of two (2) years from the establishment of the CLBG. Estimated income and expenditure statement should show the contribution from the donor. Please refer to the format in **Example 4**.

C. LODGEMENT

16. The documents are required to be lodged with the payable fees at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 1A

SECTION 45(3) COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR THE MINISTER'S APPROVAL

- TO OMIT THE WORD "BERHAD" OR THE ABBREVIATION "BHD" FROM A CLBG's NAME
 - From an existing CLBG

A. APPLICATION FEES

1. A payment of **RM400** as the required fee for:
 - Omission of the word 'Berhad'/'Bhd'
 - Perusal of the Constitution
2. Application must be accompanied with section 45 Form - **Application by CLBG for Minister's approval (Appendix A)** together with the payment. Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/money order/bank draft/banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
Contents of the application letter:
 - Justification and purpose for:
 - ✓ Omission of the word 'Berhad'/'Bhd'.
 - State one (1) category of the CLBG based on the objects stated under section 45(1) CA 2016.
4. A copy of certificate of incorporation (Form 8/Notice of Registration)
5. A copy of approval letter from Director General of Inland Revenue Board of Malaysia to the CLBG for tax exemption under subsection 44(6) of the Income Tax Act 1967, if applicable.

6. A resolution of the CLBG passed at a General Meeting pertaining to the approval to drop the word 'Berhad'/'Bhd' signed by all Directors.
7. Detailed activities to be carried out.
8. A new draft copy of CLBG's Constitution which follows the SSM's Sample of Constitution without changing the object of the CLBG. Changes of the objects are prohibited.
9. A copy of the current CLBG constitution.
10. A copy of identification card (IC)/passport of the existing director(s).
11. Biodata, qualification and experience in charitable activities for each director. Please refer to the format in **Example 3**. A new proposed director to be inserted in the application is not allowed, only the existing directors is allowed.
12. Please ensure that the director(s) do not have any outstanding compound prior to submission of this application.
13. For existing CLBG which intends to omit the word Berhad / Bhd, the CLBG must provide its Audited Financial Statements which have been laid at its annual general meeting for the last two (2) years. CLBG which has been incorporated for less than two (2) years is not eligible to apply for the omission of the word 'Berhad'/'Bhd'. The latest Audited Financial Statements of the CLBG must have the fund of amounting RM1 Million in cash to prove the liquidity of the CLBG is stable enough to apply to omit the word 'Berhad'/'Bhd'.
14. A latest Bank Statement of the CLBG confirming to have RM1 million cash in the account of the CLBG to prove the liquidity of the CLBG is stable enough to omit the word 'Berhad'/'Bhd'.

C. LODGEMENT

15. The documents are required to be lodged with the payable fees at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 2

SECTION 45(1) COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR THE REGISTRAR'S APPROVAL

- FORMATION OF A COMPANY LIMITED BY GUARANTEE (CLBG) WITH THE WORD "BERHAD"/"BHD"

A. APPLICATION FEE

1. A payment of **RM200** as the required fee for:
 - Approval by Registrar
 - Perusal of the Constitution
2. Application must be accompanied with Section 45 Form – ***Application by CLBG for Minister's approval (Appendix B)*** together with the payment. Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/ money order/ bank draft/ banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
 - Contents of the application letter:
 - Reasons for incorporating the CLBG under the CA 2016 and not under the Societies Act 1966.
 - State only one (1) category of the CLBG based on the objects stated under section 45(1) CA 2016.
4. Explanation and justification by the promoter for the use of the proposed name. Any supporting letter from the relevant government agency for the use of the proposed name, if applicable.

5. Detailed activities to be carried out.
6. Statutory Declaration by the promoter and proposed director confirming whether prior application has been made or not under the Societies Act 1966 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. If yes, to provide the supporting documents.
7. A copy of Application for Availability of Names and Reservation under section 27(1), (4) CA 2016.
8. A draft copy of CLBG's Constitution.
9. A copy of identification card (IC)/passport of the promoter and proposed director.
10. The biodata, qualification and experience in charitable activities for each proposed director and promoter. Please refer to the format in **Example 3**.
11. Please ensure that the proposed promoter(s)/director(s) do not have any outstanding compound prior to submission of this application.
12. A letter of consent to act as a promoter from each promoter.
13. A letter of consent to act as a director from each director.
14. An estimated/forecast income and expenditure for a period of two years within the establishment of the CLBG. Please refer to the format in **Example 4**.

C. LODGEMENT

15. The documents are required to be lodged with the payable fees at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 3

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR THE MINISTER'S / REGISTRAR'S APPROVAL

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

A. APPLICATION FEE

1. Payment of the required fee for each director of either:
 - (a) **RM300** - Approval by Minister – only applicable to CLBGs licensed with conditions issued by the Minister pursuant to section 24(3) CA 1965 or CLBG which the Constitution provided that such an application must be approved by the Minister; or
 - (b) **RM100** - Approval by Registrar – applicable to all other CLBGs which do not fall under category 1(a) above.

2. Application must be accompanied with section 45 Form - ***Application by CLBG for Minister's approval (existing CLBG - Appendix C)***; or ***Application by CLBG for Registrar's approval (Appendix B)***. Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/money order/bank draft/banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
Contents of the application letter:
 - The purpose and reasons for the appointment of the new director.
 - Main activities of the CLBG.

4. A copy of the Notice of Registration/Certificate of Incorporation (Form 8) under CA 1965.
5. A copy of CLBG's Constitution.
6. A copy of the licence under section 45(1) CA 2016/a copy of licence pursuant to section 24(1) CA 1965 (Form 15) and the licence conditions issued under section 24(3) of CA 1965/section 45(5) CA 2016, if applicable.
7. A copy of the identification card (IC)/passport of the new director.
8. The biodata, qualification and experience in charity activities for each of the new director (s). Please refer to the format in **Example 3**.
9. Please ensure that the new director(s) do not have any outstanding compound prior to submission of this application.
10. A copy of the Directors' Resolution pertaining to the approval for the appointment of the new director to be signed by a Director and a Company Secretary.
11. A copy of the approval letter from government agencies/statutory bodies or other relevant bodies relating to the appointment of the new director(s) if such approval is stated in the Constitution.
12. A declaration from a person before appointment as a director pursuant to section 201 CA 2016.
13. A copy of an approval letter on the appointment of the new director(s) from the Director General of the Inland Revenue Board of Malaysia if the CLBG is the tax exempted company under subsection 44(6) of the Income Tax Act 1967.
14. A statutory declaration by the company secretary or one of the directors/trustees that in making this application, the CLBG has complied with all requirements of the CLBG's Constitution relating to the appointment of the new director(s). Please specify the article/clause pertaining to the approval from the government agencies/statutory bodies or other relevant bodies if such approval is stated in the Constitution.

C. LODGEMENT

15. The documents are required to be lodged with the payable fees at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 4

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR THE MINISTER'S / REGISTRAR'S APPROVAL

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

A. APPLICATION FEE

1. Payment of the required fee of either:
 - (a) **RM300** - Approval by Minister – only applicable to CLBGs licensed with conditions issued by the Minister pursuant to section 24(3) of the Companies Act 1965 (CA 1965) or CLBG which the Constitution provided that such an application must be approved by the Minister; or
 - (b) **RM100** - Approval by Registrar – applicable to all other CLBGs which do not fall under category 1(a) above.
2. Application must be accompanied with section 45 Form - ***Application by CLBG for Minister's approval (existing CLBG - Appendix C)***; or ***Application by CLBG for Registrar's approval (Appendix B)***.

Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/ money order/ bank draft/ banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
Contents of the application letter:
 - The purpose and reasons for amendment of the Constitution.
 - The main activities of the CLBG.
 - To notify whether any amendment has been made before.

4. A copy of the Certificate of Incorporation (Form 8) / Notice of Registration.
5. A copy of the current CLBG's Constitution (without amendment).
6. A copy of the CLBG's Constitution inclusive of amendment.
7. A copy of the licence under section 45(1) CA 2016/a copy of the licence pursuant to section 24(1) CA 1965 (Form 15) and the licence conditions issued under section 24(3) of CA 1965/section 45(5) CA 2016, if applicable.
8. Special Resolution of the CLBG, passed at a General Meeting pertaining to the approval for the amendment of the Constitution to be acknowledged by a Director and a Company Secretary.
9. A copy of Appendix A. Please refer to the format in **Example 1**.
10. A copy of Appendix B. **Each amendment** is required to be clarified by taking into account the following:
 - ✓ Purpose / Reason
 - ✓ Justification
 - ✓ The impact before and after the amendment
 - ✓ Contradiction with CA 2016.Please refer to the format in **Example 2**.
11. **Appendices A & B in Microsoft Words** format. Please submit your Appendices A & B through email to checklist4CLBG@ssm.com.my during application.
12. An approval letter from the Director General of the Inland Revenue Board of Malaysia to the CLBG relating to this application (for CLBG with tax exemption under subsection 44(6) of the Income Tax Act 1967).
13. A copy of an approval letter from the Director General of the Inland Revenue Board of Malaysia to the CLBG for tax exemption under subsection 44(6) of the Income Tax Act 1967, if applicable.

14. A statutory declaration that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution by company secretary or one of director/trustee.

C. LODGEMENT

15. The documents are required to be lodged with the payable fees at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 5

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

LODGEMENT OF APPLICATION FOR THE MINISTER'S APPROVAL

- TO HOLD, ACQUIRE, CHARGE, MORTGAGE, SELL, LEASE OR DISPOSE LAND - BY A COMPANY LIMITED BY GUARANTEE (CLBG)

A. APPLICATION FEE

1. A payment of **RM300** as the required fee for:
 - approval by the Minister; and
 - each land.
2. Application must be accompanied with section 45 Form - *Application by CLBG for Minister's approval (Appendix A)* together with the payment. Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/ money order/ bank draft/ banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
Contents of the application letter:
 - Reasons or purpose to hold, acquire, charge, mortgage, sell, lease or dispose the land (inclusive of real property).
 - If the transaction is for the holding of land, to explain the source of funds, the manner of land settlement and payment arrangement.
 - Price/value of the land.
 - Main activities of the CLBG.
4. A copy of the Notice of Registration under CA 2016/Certificate of Incorporation (Form 8) under the Companies Act 1965 (CA 1965).

5. A copy of the CLBG's Constitution.
6. A copy of the licence under section 45(1) CA 2016/a copy of licence pursuant to section 24(1) CA 1965 (Form 15) and the licence conditions issued under section 24(3) of CA 1965/section 45(5) CA 2016, if applicable.
7. List of lands that the CLBG currently owns pursuant to section 45(4) CA 2016/19(2) CA 1965. An explanation on the current status of each land / property, the current usage and the development that has been made over the land.
8. Description of the land in both Malay and English languages. This description must be similar with the information contained in the agreement/deed of gift/master title/strata title/other supporting documents (as an Appendix).

Bahasa Malaysia

Sebuah rumah banglo dua tingkat di bawah Geran No. HS(M) 273 PT 5 Tempat Batu 8 ½ Jalan Damansara Kuala Lumpur, Mukim Sungai Buluh, Daerah Petaling Negeri Selangor yang beralamat di No. 100, Jalan 17/21G, 46400 Petaling Jaya, Selangor Darul Ehsan berkeluasan kira-kira 1919.8029 meter persegi.

Bahasa Inggeris

A double storey bungalow held under title No. HS(M) 273 Pt 5 Tempat Batu 8 ½ Jalan Damansara Kuala Lumpur Mukim Sungai Buluh, Daerah Petaling Negeri Selangor bearing postal address known as No. 100, Jalan 17/21G, 46400 Petaling Jaya, Selangor measuring approximately 1919.8029 square metres in area

9. A copy of stamped agreement/deed of gift/other supporting documents relevant to the land transaction.
10. A copy of the latest title/master title/strata title or other supporting documents relevant to the land transaction. Please ensure that the title of the land free from any restriction, charges, caveat and others.
11. A copy of Official Land Search on the land relating to each application to hold, acquire, charge, mortgage, sell, lease or dispose the land. The Official Land Search must be done at least three (3) months prior of the application.

12. Audited Financial Statements of the CLBG for the last two (2) years. For the purpose of purchase of land, a CLBG which has been incorporated for less than two (2) years is not eligible to apply for this application.
13. Financial impact to the CLBG if it holds, acquires, charges, mortgages, sells, leases or disposes the land.
14. Directors' Resolution pertaining to the approval to hold, acquire, charge, mortgage, sell, lease or dispose the land.
- 15.** A statement on Arm's Length Transaction by **all directors/trustees** confirming that they do not have any interest in the land transaction.
16. A copy of Valuation Report from a licensed valuer. The valuation report must contain photos of the land. Not applicable for hold/acquire land through donation.
17. A statutory declaration that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution by company secretary or one of director/trustee.

C. LODGEMENT

18. The documents are required to be lodged with the fees payable at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 6

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR THE MINISTER'S / REGISTRAR'S APPROVAL

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

A. APPLICATION FEE

1. Payment of the required fee of either:
 - (a) **RM300** - Approval by Minister – only applicable to CLBGs with license conditions issued by the Minister pursuant to section 24(3) of the Companies Act 1965 (CA 1965) or CLBG which the Constitution provided that such an application must be approved by the Minister; or
 - (b) **RM100** - Approval by Registrar – applicable to all other CLBGs which do not fall under category 1(a) above.
2. Application must be accompanied with Section 45 Form - *Application by CLBG for Minister's approval (existing CLBG - Appendix C); or Application by CLBG for Registrar's approval (Appendix B).*

Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/ money order/ bank draft/ banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
Contents of the application letter:
 - The purpose and reasons for solicitation of donation from the public.
 - Main activities of the CLBG

4. A copy of the Notice of Registration / Certificate of Incorporation (Form 8) under the CA 1965.
5. A copy of the CLBG's Constitution.
6. A copy of the licence under section 45(1) CA 2016/a copy of licence pursuant to section 24(1) CA 1965 (Form 15) and the licence conditions issued under section 24(3) of CA 1965/section 45(5) CA 2016, if applicable.
7. A copy of the proposal for the solicitation of donation:
Contents of proposal:
 - Objectives and procedures of the donation solicitation.
 - Activities planned for the solicitation of donation.
 - Targeted audience for the solicitation of donation.
 - Targeted maximum and minimum collections.
8. A copy of the 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. Sample of the promotional documents of the solicitation of donation activity such as letter, advertisement, brochure and others.
10. Statutory Declaration by the director/trustee confirming adherence to the relevant requirements as per **Example 5A** for the Minister's Approval and **Example 5B** for the Registrar's Approval.
11. Directors' Resolution pertaining to the approval for solicitation of donation to be signed by a Director and a Company Secretary.
12. The latest Audited Financial Statements of the CLBG. CLBG incorporated for less than one (1) year is not eligible to apply for this application.
13. A statutory declaration that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution by company secretary or one of director/trustee.

C. LODGEMENT

14. The documents are required to be lodged with the fees payable at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 7

SECTION 45 COMPANIES ACT 2016 (CA 2016)

LODGEMENT OF APPLICATION FOR THE MINISTER'S / REGISTRAR'S APPROVAL

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

A. APPLICATION FEE

1. Payment of the required fee of either:
 - (a) **RM300** - Approval by Minister – only applicable to CLBGs with licensed conditions issued by the Minister pursuant to section 24(3) of the Companies Act 1965 (CA 1965) or CLBG which the Constitution provided that such an application must be approved by the Minister; or
 - (b) **RM100** - Approval by Registrar – applicable to all other CLBGs which do not fall under category 1(a) above.

2. Application must be accompanied with section 45 Form - ***Application by CLBG for Minister's approval (existing CLBG - Appendix C); or Application by CLBG for Registrar's approval (Appendix B).***

Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/ money order/bank draft/banker's cheque.

The CLBG is required to amend the constitution allowing the CLBG to make payment of salaries, fees, fixed allowances and other benefits to the Director of CLBG by inserting the clause below:

- A. The member of the Board appointed by the [Foundation/Institute/Chamber/etc] may be paid salaries, fees, fixed allowances & other benefits of not more than

RM..... per month but not excessively given which shall be approved by the members of the [Foundation/Institute/ Chamber/etc] and Minister charged with the responsibility for companies / Registrar

B. The terms and conditions, which allow salaries, fees, fixed allowances and other benefits to be given and include salaries, fees, fixed allowances and other benefits that relate to prior years but provided for in the audited financial statements of those years, are-

(a) the [Foundation/Institute/Chamber/etc] must be solvent immediately after the payment is made. The [Foundation/ Institute/ Chamber/etc] is regarded as solvent if it can satisfy the Registrar that it is able to pay its debts as and when the debts become due within twelve months immediately after the payment is made. [Based on the annual audited financial statements of the (Foundation/Institute/Chamber/etc)];

(b) The members of the Board are satisfied, before entering the agreement, that it is in the interest of the [Foundation/Institute/Chamber/etc] for that person to provide those services for that amount; and

(c) 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.

C. Any change to the amount of the salaries, fees, fixed allowances and other benefits are subject to the approval by the members of the [Foundation/Institute/Chamber/etc] and the Minister charged with the responsibility for companies/Registrar.

The objective of the amendment is to avoid the confusion of using the terms when the CLBG make payment of salaries, fees, fixed allowances and other benefits to the Director of CLBG.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
Contents of the application letter:
 - The purpose and reasons for the relevant payment to the director.
 - Main activities of the CLBG.
4. A copy of the Certificate of Incorporation (Form 8)/Notice of Registration.
5. A copy of the CLBG's Constitution.
6. A copy of the licence under section 45(1) CA 2016/a copy of licence pursuant to section 24(1) CA 1965 (Form 15) and the licence conditions issued under section 24(3) of CA 1965, if applicable.
7. List of the directors/independent directors.
8. List of the full time staff, the position and the job scope of the staff.
9. Current benefits of each director.
10. The job scope, duties and expertise of each director.
11. Supporting documents for the payment of such salaries, fees, fixed allowances and other benefits to the director which include:
 - Letter of engagement stating the amount of the salary, fee, fixed allowances and other benefits;
 - A confirmation by the CLBG the proposed amount of the salaries, fees, fixed allowances and other benefits are reasonable and necessary in furtherance of the CLBG's objects;

- A confirmation that the members are satisfied that the payment to the director is for the purpose of achieving the objects of the CLBG.
12. An acceptance letter from each director agreeing to receive the salaries, fees, fixed allowances and other benefits in the CLBG.
 13. A consent letter from the government agencies/statutory body and others, if applicable.
 14. A copy of the resolution by members at a general meeting pertaining to the approval for such payment of salaries, fees, fixed allowances and other benefits to the director and confirming that such payment to the director is for the purpose of achieving the object of the CLBG.
 15. Audited Financial Statements of the CLBG for the latest three (3) years. CLBG incorporated for less than three (3) years are not eligible to apply for this application.
 16. Three (3) years of yearly estimated/forecasted income and expenditure of the CLBG after such salaries, fees, fixed allowances and other benefits have been paid.
 17. An approval letter from the Director General of the Inland Revenue Board of Malaysia to the CLBG relating to this application (for CLBG with tax exemption under subsection 44(6) of the Income Tax Act 1967).
 18. A copy of an approval letter from the Director General of the Inland Revenue Board of Malaysia to the CLBG for tax exemption under subsection 44(6) of the Income Tax Act 1967, if applicable.
 19. A statutory declaration that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution and all items (i-iv) in subclause 23(c) of the CLBG's Guidelines by company secretary or one of director/trustee.

C. LODGEMENT

20. The documents are required to be lodged with the payable fees at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR

CHECKLIST 8

SECTION 45 COMPANIES ACT 2016 (CA 2016) APPLICATION FOR THE MINISTER'S/ REGISTRAR'S APPROVAL - HOLDING OF SUBSIDIARY COMPANY BY A COMPANY LIMITED BY GUARANTEE (CLBG)

A. APPLICATION FEE

1. Payment of the required fee of either:
 - (a) **RM300** - Approval by Minister – only applicable to CLBG's licensed with conditions issued by the Minister pursuant to section 24(3) of the Companies Act 1965 (CA 1965); or
 - (b) **RM100** - Approval by Registrar – applicable to all other CLBGs which do not fall under category 1(a) above.
2. Payment can be made to Suruhanjaya Syarikat Malaysia (**SSM**) by cash/money order/ bank draft/ banker's cheque.

B. DOCUMENTS TO BE ENCLOSED

3. Application letter
 - Contents of the application letter:
 - The purpose and reasons for holding the subsidiary company.
 - Main activities of the CLBG.
4. A copy of the CLBG's Certificate of Incorporation (Form 8)/Notice of Registration.
5. A copy of the CLBG's Constitution.
6. A copy of the licence under section 45(1) CA 2016/a copy of licence pursuant to section 24(1) CA 1965 (Form 15) and the licence conditions issued under section 24(3) of CA 1965/section 45(5) CA 2016, if applicable.
7. A paperwork pertaining to the proposed holding of subsidiary company containing these matters:

- (a) The justifications for holding the subsidiary company.
 - (b) A copy of the Certificate of Incorporation (Form 8)/Notice of Registration of the subsidiary company.
 - (c) The principal activities of the subsidiary company.
 - (d) A copy of the subsidiary company's constitution
 - (e) The capital structure of the subsidiary company.
 - (f) The composition of the subsidiary company's Board of Directors and shareholders.
 - (g) The financial impact to the CLBG if it holds the subsidiary company.
 - (h) A detailed explanation on how the proceeds from the subsidiary company will be utilised and channelled back to the CLBG.
8. Members' Resolution of the CLBG, passed at a General Meeting pertaining to the approval for holding a subsidiary solely for the purpose of achieving the objects of the CLBG.
 9. Directors' Resolution of the CLBG containing the approval for holding the subsidiary.
 10. A statement that the registration/acquisition of a subsidiary company by the CLBG is carried out at arm's length by all the directors/trustees of the CLBG and none of the director/trustee who is in any way, whether directly or indirectly, interested in the registration/acquisition exercise of the subsidiary company.
 11. Directors' Resolution of the subsidiary containing the approval for being a subsidiary to the CLBG (unless it is to be newly incorporated company).
 12. A statement that none of the director/trustee who is in any way, whether directly or indirectly, interested in the subsidiary company. Any transaction carried out is for a proper purpose and in good faith in the best interest of the company.

13. Statutory Declaration by all of the directors/trustees of the CLBG confirming that the holding of subsidiary is only for the purpose of achieving the objects of the CLBG.
14. Audited Financial Statements of the CLBG for the last three (3) years. CLBG incorporated for less than three (3) years are not eligible to apply for this application.
15. An estimated/forecasted income and expenditure for a period of three (3) years for the holding company and subsidiary company commencing from the registration/acquisition of the subsidiary. Please refer to the format in **Example 4**.
16. An approval letter from the Director General of the Inland Revenue Board of Malaysia to the CLBG relating to this application (for CLBG with tax exemption under subsection 44(6) of the Income Tax Act 1967).
17. A copy of an approval letter from the Director General of the Inland Revenue Board of Malaysia to the CLBG for tax exemption under subsection 44(6) of the Income Tax Act 1967, if applicable.
18. A statutory declaration that in making this application, the CLBG has complied with all requirements of the CLBG's current Constitution by company secretary or one of director/trustee.

C. LODGEMENT

19. The documents are required to be lodged with the payable fees at the address below:

SURUHANJAYA SYARIKAT MALAYSIA
LEVEL 17, MENARA SSM@SENTRAL
NO. 7, JALAN STESEN SENTRAL 5
KUALA LUMPUR SENTRAL
50623 KUALA LUMPUR