

RI DISTRICT 3310 RESOLUTION

(to be voted on at the District Conference to be held from
3rd to 5th December 2010 in Bangkok, Thailand)

1. PREAMBLE:

- 1.1 The Paper on District Incorporation was circulated to all clubs in District 3310 prior to our District Assembly held at ZON Regency Hotel, JB on April 16, 2010.
- 1.2 At the District Assembly, PDG David Tong made a presentation on the district incorporation covering the following topics:
 - Why incorporate?
 - Which jurisdiction?
 - Which legal form?
 - Issues in structuring the corporation
 - Key principles adopted
 - Compliance with RI Code of Policies on district incorporation
 - Memorandum & Articles of Association to adopt
 - Tax issues
 - Transition issues
- 1.3 Soon after the April 16th Assembly, the draft M&A was forwarded to RI for their approval.
- 1.4 RI approved the draft M&A after suggesting some minor amendments
- 1.5 The revised M&A as amended was circulated to the Council of PDGs and to all clubs by the District Secretariat in June 2010.
- 1.6 In October 2010, the Management Structure of the proposed corporation was finalised and this document together with the further revised M&A were forwarded to the Council of PDGs and to all clubs in the District by the District Secretariat on October 27, 2010 together with an advanced notice that the clubs are expected to vote on the matter.

2. **THE RESOLUTION**

It is **RESOLVED** as follows :

- (a) Subject to obtaining final approval from the Board of Directors of Rotary International, the present RI District 3310 be incorporated under the Companies Act 1965, Malaysia, as a non-profit, non-share capital and not for profit entity.
- (b) The name of this corporation shall be “Rotary International District 3310 Berhad” (“the Company”)
- (c) Upon incorporation, the Company and the former unincorporated RI District 3310 shall become one entity. The Company shall, in all respects, possess all of the powers, rights and privileges, and shall perform all of the obligations and requirements of the former District 3310 under the constitution, bylaws and policies of Rotary International.
- (d) The Company shall at all times be bound by the terms and provisions of its Memorandum & Articles of Association.

Submitted by

DG Dr. KA Abraham and
PDG David Tong
On behalf of the Council of Past Governors
and District Corporatisation Committee