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**PERSATUAN PENGUSAHA-PENGUSAHA PERKAPALAN MALAYSIA
(SHIPPING ASSOCIATION MALAYSIA)**

CHAPTER 1 - NAME

The name of the Association shall be “**PERSATUAN PENGUSAHA-PENGUSAHA PERKAPALAN MALAYSIA**” or in English “**SHIPPING ASSOCIATION MALAYSIA**” hereinafter referred to as the Association.

CHAPTER 2 - PLACE OF BUSINESS

- i) The Association’s place of business shall be at c/o Evergreen-Marine Corporation, No.7, Jalan U1/23, Section U1 HICOM Glenmarie Industrial Estate, 40000 Shah Alam, Selangor, or such other address as may subsequently be decided upon by the Executive Committee and approved by the Registrar of Societies.
- ii) The Association may at any time during its existence establish a branch or branches in other parts of Malaysia to pursue its objectives and carry out its activities when a resolution to that effect is passed at a General or Extraordinary General Meeting provided that such branch or branches when established shall at all material times be under the full control of the Association and subject to these rules.

CHAPTER 3 - OBJECTIVES

The objectives of the Association are:

- (i) To afford its members the means of social intercourse, interaction and mutual helpfulness in matters concerned with shipping industry in general;
- (ii) to enhance the competitiveness of Malaysia as an international maritime centre.

Towards achieving these objectives, the Association will undertake, inter alia, the following activities:

- (i) to monitor development in the shipping industry that have an impact on the interest of its Members;
- (ii) to examine how the shipping industry can be further developed in Malaysia;
- (iii) to promote "human resource development" activities for the shipping and logistic industry in Malaysia and the region which include education and training to promote the profession;
- (iv) to liaise with all government agencies and other stakeholders in the transport chain in respect of operational interfaces with the objective of improving the operating conditions and processes.
- (v) to assist members on an advisory role on laws, rules, procedures with regards to all matters related to operating a shipping company in Malaysia;

- (vi) to co-operate with ASEAN, Asian and other foreign shipping and logistic bodies to promote mutually beneficial interests;
- (vii) to purchase, take on lease, rent, acquire and own property for use of the Association in line with its objectives.
- (viii) to do all other things as the Association shall deem necessary and legal to achieve its objectives.

CHAPTER 4 - MEMBERSHIP

(A) CATEGORIES OF MEMBERSHIP

There shall be **four** categories of membership:

- (i) Ordinary;
- (ii) Associate;
- (iii) Individual and
- (iv) Honorary

(B) ORDINARY MEMBERSHIP

- (i) Any body corporate or organisation whose normal business is conducted in Malaysia and which, for the time being, owns any beneficial or legal interest in a ship or ships of any description, or which acts as manager or agent for any such ship or ships, or is a time charterer of a ship beyond a single voyage, or is a container box-operator, shall be eligible to become an Ordinary Member.
- (ii) Pursuant to **Chapter 4 (B) (i)**, the body corporate or organisation must:
 - (a) be registered in Malaysia with a manager resident in Malaysia;
 - (b) have a minimum paid-up capital of Malaysian Ringgit 100,000/- intact at the time of membership application; and
 - (c) have its paid-up capital intact at the time of membership application.
- (iii) Notwithstanding **Chapters 4 (B) (i) and (ii)** above, the Executive Committee may at its discretion waive one or more of the criteria set out in **Chapters 4(B) (i) and (ii)** when considering and approving an application for Ordinary Membership.

(C) ASSOCIATE MEMBERSHIP

- (i) Any body corporate, firm or organisation carrying on business in Malaysia as logistic providers, shipbuilders, ship repairers, ship suppliers, ship chandlers, bunker suppliers, ship brokers, classification societies, surveyors, ship financiers, marine insurance brokers and underwriters, average adjusters, marine lawyers or

any other business which is allied to any shipping industries shall be eligible to become an Associate Member.

- (ii) Notwithstanding **Chapter 4 (C) (i)** above, the Executive Committee may at its discretion waive one or more of the criteria set out in **Chapter 4 (C) (i)** when considering and approving an application for Associate Membership.

(D) INDIVIDUAL MEMBERSHIP

Any individual who is engaged or has been involved in the shipping or logistic industry in Malaysia may become an Individual Member provided that he or she is not an employee of a body corporate, firm or organization which is already an Ordinary or Associate Member.

(E) HONORARY MEMBERSHIP

- (i) Individuals who have distinguished themselves on behalf of the Association or have otherwise contributed to the development of the Malaysia shipping industry may be nominated and appointed as an honorary member of the Association in General Meeting for such period and on such other terms as may be specified in the resolution by which such appointment is made.
- (ii) Honorary members shall be entitled to attend all meetings of the Association and, if invited by the Executive Committee, meetings of the Executive Committee, but shall not be entitled to vote thereat.

(F) APPLICATION FOR MEMBERSHIP

- (i) Every application for membership shall be made in a prescribed form to be provided for the purpose. Such application shall be sponsored by two Members, one of which must be an Ordinary Member of the Association. All application forms shall contain such particulars as the Executive Committee may deem necessary.
- (ii) Any body corporate, firm or organisation applying for membership shall attach to the application form a recent copy of its company's profile and structure obtained from the Registrar of Companies.

(G) APPROVAL OF MEMBERSHIP

- (i) Every application for membership shall be considered by the Executive Committee which shall have full discretion to accept or to decline it without giving any reason;
- (ii) Approval of an applicant for membership shall be by Ordinary Resolution of the Executive Committee;

- (iii) Upon approval, the Association shall notify the applicant in writing, and upon payment of the entrance and subscription fees, the candidate's name and address shall be entered in the Association's Register of Members and it shall be provided with a copy of the constitution of the Association.

(H) TRANSFER OF MEMBERSHIP

The Membership of the Association is exclusive to a particular Member and shall not be transferable from one body corporate, firm or organisation or person to another.

(I) RESPONSIBILITIES OF MEMBERS

Every Member shall be bound to further to the best of its ability the objects, interests and influence of the Association, and shall observe all by-laws of the Association made pursuant to the powers hereinafter contained.

It is the responsibility of all Members:

- (i) to safeguard the interests of the Association and to observe the provisions of the Constitution of the Association as well as to adhere to all resolutions passed at General Meetings;
- (ii) to assist in the achievement of the objectives of the Association;
- (iii) to pay promptly all monies due to the Association; and
- (iv) to abide by all decisions of the Executive Committee.

(J) RIGHTS OF MEMBERS

- (i) Every Ordinary Member shall be entitled to the following rights and privileges:
 - (a) to nominate and elect or be nominated and elected to be a Member of the Executive Committee or be appointed to any Standing or Ad Hoc Committee of the Association;
 - (b) to vote at General Meetings;
 - (c) to submit any proposal at General Meetings;
 - (d) to seek advice from the Association;
 - (e) to share and enjoy any privilege or benefit that may be obtained by or provided by the Association.
- (ii) Every Associate Member shall be entitled to the following rights and privileges:
 - (a) to be a co-opted Member of a Sub-Committee or an appointed Member of any Standing or Ad Hoc Committee of the Association;

- (b) to submit any proposal at General Meetings;
 - (c) to seek advice from the Associations;
 - (d) to share and enjoy any privilege or benefit that may be obtained by or provided by the Association.
- (iii)** Every Individual Member shall be entitled to the following rights and privileges:
- (a) to be a Co-opted Member of a Sub-Executive Committee or an appointed Member of any Standing or Ad Hoc Committee of the Association;
 - (b) to submit any proposal at General Meetings;
 - (c) to seek advice from the Association;
 - (d) to share and enjoy any privilege or benefit that may be obtained by or provided by the Association as are expressly declared by the Executive Committee from time to time.
- (iv)** The rights and privileges of a Member shall be exclusive to the Member and shall not be capable of being transferred or assigned to any other person, body corporate, firm or organisation.

(K) MEMBERS' REPRESENTATIVES

- (i)** Each Member may appoint a representative or alternate to attend meetings of the Association. Such representative or alternate must be authorised by the Member and such authorisation may either be for a specified period or restricted to any particular meeting of the Association;
- (ii)** Such representative or alternate of the Member, attending meetings of the Association shall have full powers to represent the Member and the acts of the representative or alternate at any meeting shall be deemed to be the acts of such Member;
- (iii)** No representative or alternate shall represent a Member or hold any office in the Association if:
 - (a) he has been adjudicated a bankrupt by a Court of Law or has a receiving order made against him or goes into liquidation or is unable to pay his debts or enters into a composition arrangement with his creditors; or
 - (b) he has been certified insane or of unsound mind by the relevant medical authority; or
 - (c) he has been convicted of any criminal offence of moral turpitude; or
 - (d) is otherwise rendered unfit or barred by the provisions of the Societies Act 1966 (or regulations made thereunder) currently in force.

CHAPTER - 5 SUBSCRIPTIONS

(A) SUBSCRIPTION FEE

Upon acceptance into the Association, a new Member, shall pay an annual subscription fee as follows :

- (i) Ordinary Member : RM3,000.
- (ii) Associate Member : RM1,500
- (iii) Individual Member : RM500
- (iv) Honorary Member : RM Nil

The fee shall be fixed by the Executive Committee from time to time. The annual subscription for each member shall be due and payable on the 1st January of each year to the Treasurer.

CHAPTER - 6 RESIGNATION & TERMINATION

(A) RESIGNATION

A Member may terminate its membership of the Association by giving at least thirty (30) days notice in writing to the Association.

(B) DISPUTE

In the event of any dispute arising amongst the Members relevant to the Association, they shall table the matter for resolution before an Extraordinary General Meeting to be held in accordance with the Constitution. If the Members fail to resolve the matter at the Extraordinary General Meeting, they shall bring the matter before a court of Law of Malaysia for resolution.

(C) EXPULSION, SUSPENSION AND CESSATION OF MEMBERSHIP

- (i) The conduct of any Member shall be considered by the Executive Committee at its meeting(s) if such a Member: -
 - (a) has willfully refused or failed to comply with or observe any of the provisions of the Constitution of the Association or any by-laws of the Association for the time being in force; or
 - (b) has publicly expressed views or opinions concerning the Association without authority or prior permission from the Executive Committee; or
 - (c) has refused to abide by a decision of the Executive Committee; or
 - (d) has acted in any way prejudicial to the good name or the interests of the Association or its Members; or
 - (e) has been convicted of any criminal offence.

- (ii) If the Executive Committee comes to the conclusion at such meeting(s) that there is sufficient evidence to justify calling on the Member to show cause why it should not be expelled from the Association, notice in writing shall be given to such Member calling on it to attend a meeting for the purpose of investigating the charge or charges. The period of notice shall not be less than seven (7) working days;
- (iii) If after hearing such Member and after due deliberations, not less than two-thirds of the Executive Committee Members present at the meeting shall be of the view that the charge/charges against such Member is/are proved, the Executive Committee may resolve to :
 - (a) expel such Member in which case it shall thereupon cease to be a Member, or,
 - (b) impose any other lesser penalty such as a suspension, a reprimand to or a written apology from such Member.
- (iv) A Member shall automatically cease to be a Member and its name shall be struck off the Register of Members if its subscription shall remain unpaid for a period of six months (6) after its due date. The Executive Committee may, however, reinstate the name of such Member in the Register of Members only upon the defaulting Member furnish a satisfactory explanation to the Executive Committee and payment of all arrears within fourteen (14) days after the cessation of its membership;

CHAPTER - 7 GENERAL MEETINGS

(A) GENERAL REQUIREMENTS

- (i) All business that is transacted at an Extraordinary General Meeting or Annual General Meeting shall be deemed special, with the exception of the consideration of the accounts and balance sheets and the reports of the Executive Committee and Auditors, the election of Members of the Executive Committee, election of the Chairman, two Vice Chairman and Treasurer in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors;
- (ii) The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings held in that year, and shall specify the meeting as such in the notices calling it;
- (iii) The Annual General Meeting of the Association shall be held every year not later than 31st May at such time and place as the Executive Committee shall determine;
- (iv) All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings;
- (v) The Chairman or the Executive Committee may call an Extraordinary General Meeting at any time and from time to time. Any member wishing to call an Extraordinary General Meeting shall be bound to issue and deliver a requisition

signed by at least one half of the total voting Members or not less than twice the number of the Executive Committee members, and shall state thereon the purpose in detail for which they desire the meeting to be called;

- (vi) Where an Extraordinary General Meeting is requisitioned by the Members in accordance with **paragraph (v)** above, such meeting shall be convened by the Executive Committee within two (2) months of the date of receipt of the signed requisition;
- (vii) If the Executive Committee fails to convene a meeting in accordance with **paragraph (vi)** above then the Members making the requisition may convene the Extraordinary General Meeting by giving twenty-one (21) days notice to all other Members.
- (viii) Any member who wish to raise any matter at an Extraordinary General Meeting or Annual General Meeting must submit the matter with details in writing and delivered to the Secretariat no less than fourteen (14) days prior to the meeting date.

(B) NOTICE OF GENERAL MEETINGS

- (i) A notice stating the date, time and place of any General Meeting and the nature of the business to be transacted at such meeting shall be sent to all Members at least twenty-one (21) days before the meeting in writing and shall either be sent by post, email or by facsimile to any such email or facsimile number which has been notified to the Association by any Member for the purpose of receiving such notice provided that if the notice has been sent by email or fax, the successful transmission has been confirmed by an activity report.
- ii) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or Member entitled to receive notice shall not invalidate the proceedings at that meeting.

(C) QUORUM

- (i) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided, the presence of one-half of the total membership of Ordinary Members or twice the total number of the Executive Committee Members, whichever is the lesser, must be present at a General Meeting for its proceedings to be valid and to constitute a quorum.
Subject to paragraph **(ii) below**, if at the time appointed the quorum is not met, the meeting shall stand adjourned for thirty (30) minutes, and if at the adjourned meeting a quorum is not present, the Members present shall be deemed to be a quorum and they can proceed to discuss and decide any matter stated in the notice except that they shall have no power to alter, repeal, modify, amend or make additions to provisions of the Constitution.

- (ii) In the case of a meeting convened by the requisition of the Members pursuant to **Chapter 7(A)(v)** of the Constitution, if within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

(D) CHAIRMAN

- (i) The Chairman of the Executive Committee shall be the Chairman of all General Meetings. In his absence, either one of the 2 Vice Chairman shall preside as Chairman. In the event that none of such persons shall be present within fifteen (15) minutes after the time appointed for the holding of the meeting, and the Members are willing to convene the meeting, the Members of the Executive Committee present shall elect one of their number to preside as Chairman of the meeting.
- (ii) If at any meeting no Member of the Executive Committee is willing to act as Chairman, or if no such person is present within fifteen (15) minutes after the time appointed for holding the meeting, the Ordinary Members present shall choose one of their number to be Chairman of the meeting.
- (iii) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(E) VOTING PROCEDURES

- (i) Every Ordinary Member shall have one vote provided that it shall at the date of the meeting have been an Ordinary Member for at least three months and shall have paid all monies presently payable by it to the Association.
- (ii) No Associate or Individual Member shall be entitled to vote at any General Meeting other than on a resolution expressly declared by the Executive Committee to be an issue concerning or affecting the interest of the Associate or Individual Members of the Association as the case may be. Any such declaration by the Executive Committee shall be conclusive and binding on all Members.
- (iii) At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded:-
 - (a) by the Chairman; or
 - (b) by at least three (3) Ordinary Members present in person or by proxy.

- (iv) Except as provided in **Chapter 7 (E) (iii)**, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (v) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- (vi) A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- (vii) No Member, except with the permission of the meeting, may address the meeting for more than fifteen (15) minutes.
- (viii) On a poll, votes may be given either personally or by proxy.
- (ix) The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy shall be a Member of the Association.
- (x) The instrument appointing a proxy shall be deposited at the Registered Office or at such other place within Malaysia as is specified for that purpose in the notice convening the meeting, not less than three (3) working days before the time for holding the meeting or adjourned meeting at which the Member named in the instrument proposes to vote. Should such deposit of instrument of proxy not be effected, the instrument shall be treated as invalid.
- (xi) An instrument appointing a proxy shall be in such form or forms as may be prescribed by the Executive Committee from time to time.
- (xii) The appointing instrument shall be deemed to confer authority to demand or join in demanding a poll.
- (xiii) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- (xiv) All matters to be decided upon by Members in General Meeting shall be determined by Ordinary Resolution unless the terms of this Constitution require them to be determined by Special Resolution.

(F) ELECTION OF THE EXECUTIVE COMMITTEE

- (i)** No Member shall be elected as a Member of the Executive Committee at a General Meeting unless notice has been given at least seven (7) working days before the day of such meeting to the Association, by the Member proposing the nomination of the candidate for election and by the nominated candidate confirming acceptance to stand for election.
- (ii)** In the event that insufficient nominations are received in the manner prescribed, nominations for election to any unfilled position in the Executive Committee may be received from the Members at the General Meeting provided that the Member and its representative so nominated must be present to give their consent at the General Meeting.
- (iii)** The Association in General Meeting shall elect nine (9) Members to the Executive Committee. These nine (9) Members aforesaid elected to the Executive Committee shall be Ordinary Members of the Association.
- (iv)** The Executive Committee may co-opt ordinary members to serve in the Executive Committee.

CHAPTER 8 - THE EXECUTIVE COMMITTEE

(A) COMPOSITION

- (i)** The affairs of the Association shall be managed by a Executive Committee who shall be termed as office bearers of the Association for a period of 2 years.
- (ii)** The composition of the Executive Committee shall consist of the following:
 - (a) Chairman
 - (b) 2 Vice Chairman
 - (c) Secretary
 - (d) Treasurer
 - (e) 4 Executive Committee, each representing an Ordinary Member.

(B) ELECTION WITHIN THE EXECUTIVE COMMITTEE

- (i)** The Executive Committee Member shall cease to hold office in the Committee if he ceases to represent the Member or if he ceases to be an Executive committee Member or a Member of the Association. If the Executive Committee ceases to represent the Member, the Executive Committee shall permit the Member to substitute him with another individual. The substituted individual shall only assume such office or offices occupied by his predecessor as may be approved by the Executive Committee. The Executive Committee shall have the discretion to appoint any other Executive Committee to fill any office left vacant by an Executive Committee Member.

- (ii) In the event that the office of the Chairman becomes vacant prior to the due date of retirement of such person therefrom, one of the vice chairman shall be elected by the Executive Committee to become the Chairman. The person filling such vacancy shall hold such office until the Annual General Meeting at which his predecessor in such office was due to retire.
- (iii) Subject to **Chapter 8 (B) (v)**, all Executive Committee Members shall be eligible to seek re-election or be re-appointed to the Executive Committee upon expiry of their term of office in the Executive Committee.
- (iv) In the event of a resignation of an elected Executive Committee Member during its term of office, the Executive Committee may by a Simple Majority appoint an Ordinary Member to fill such vacancy, provided that such Ordinary Member so appointed shall hold such office only until the Annual General Meeting at which its predecessor was due to retire.
- (v) If the Executive Committee Member who resigns is a co-opted Ordinary Member, the Executive Committee may co-opt or nominate another Ordinary Member to fill the vacancy.
- (vi) The term of office of the Executive Committee is for a period of two years until a new Executive Committee is elected. Pursuant to the aforesaid, the term of office of all elected, nominated and co-opted Members and Executive Committee Members shall automatically expire with the election of a new Executive Committee.

(C) POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The duty of a Executive Committee Member is to work together with the other Committee Members to make decisions and carry out acts which are in the interests of the Association as a whole. The Committee Members shall be entitled to an indemnity from the assets of the Association for all expenses and other liabilities properly incurred by them and bona fide in the management of the affairs of the Association.

The Executive Committee shall exercise the following powers and duties:

- (i) control all finances of the Association;
- (ii) engage, control and dismiss such paid personnel as it may deem necessary;
- (iii) exercise such administrative powers as may be necessary for properly carrying out the objects of the Association in accordance with the provisions of the Constitution;
- (iv) implement all resolutions and decisions approved at General Meetings;
- (v) make recommendations to General Meetings, on any amendment to the Constitution;

- (vi) review all reports by the various committees and make such recommendations as may be deemed necessary for approval by the General Meeting on matters which are outside the scope or the powers of the Executive Committee;
- (vii) approve application for new membership at its sole discretion;
- (viii) appoint committees for specific purposes as it shall deem necessary from time to time;
- (ix) at its discretion, join any organisation or body it deems fit to further the interest of the Association;
- (x) deleted.
- (xi) authorised to purchase, take in exchange, lease, hire or otherwise acquire any estate or interest therein, any real or personal property, rights, or privileges which the Association is authorised to purchase or acquire and which it may deem requisite or expedient to acquire for the purpose of the Association's business and at its discretion to sell,subdivide, let, exchange or dispose of, any property of the Association on such terms as to credit or otherwise, as it may think fit;
- (xii) decide on all matters relating to the management of the Association and all issues arising out of or not covered by any of the provisions of the Constitution.

(xiii) Duties of Office Bearers:

- a) The Chairman shall during his term of office preside at all general meetings and all meetings of the committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Secretary and Treasurer sign all cheques on behalf of the Society.
- b) The Vice-Chairman shall deputize for the Chairman during the latter's absence.
- c) The Secretary shall conduct the business of the Association in accordance with the rules, and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and related duties. He shall attend all meetings, and record all proceedings. He shall keep a membership register consisting of details such as name, identity card number, date and place of birth, occupation, name and address of employer and residential address. He shall in conjunction with the Chairman, Vice Chairman and the Treasurer, sign all cheques on behalf of the Association. He shall file annual returns within 60 days from the date of the annual general meeting to the Registrar of Societies.

- d) The Treasurer shall be responsible for the finances of the Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the Chairman and Vice Chairman sign all the cheques on behalf of the Association.
- e) The ordinary committee members shall carry out such duty as directed by the Chairman or the Committee.

(D) EXECUTIVE COMMITTEE MEETINGS

- (i) The Executive Committee shall cause minutes to be made in books provided for the purpose:-
 - (a) of all appointments of officers made by the Executive Committee;
 - (b) of the names of the Executive Committee Members present at each meeting of the Executive Committee;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee.
- (ii) Every Member present at any Executive Committee Meeting or any Committee Member shall sign his name in a book to be kept for that purpose.
- (iii) All meetings of the Executive Committee shall be chaired by the Chairman and in his absence by either one of the 2 Vice Chairman. In the event that the Chairman and both the Vice Chairman are absent, the Executive Committee shall elect one of their number to be Chairman of the meeting.
- (iv) Fifty percent (50%) of the Members of the Executive Committee shall form a quorum.
- (v) All Executive Committee Members, Ordinary, Associate or Individual, elected, nominated or coopted shall have equal voting rights. Each Executive Committee shall be entitled to one vote.
- (vi) Voting at a Executive Committee Meeting may be by a simple show of hands or any other manner as the meeting may decide.
- (vii) The Chairman of the meeting shall have a casting vote should there be a tie in any voting.
- (viii) All matters to be decided upon by the Executive Committee in Executive Committee meetings shall be determined by Ordinary Resolution unless the terms of the Constitution require them to be determined by Special Resolution.

CHAPTER 9 - OPERATIONAL COMMITTEES

- (i) The Executive Committee may delegate any of its powers to committees, including without prejudice to the generality of the foregoing operational committees consisting of such Members and such other persons as it thinks fit. The Executive Committee shall determine the roles of the operational Committees as it sees fit, and any committee so formed shall be in the exercise of the powers so delegated conform to any guidelines that may be imposed on it by the Executive Committee.

CHAPTER 10 - ADMINISTRATION

(A) GENERAL AFFAIRS

Only the Chairman, or other spokesman duly authorised by the Executive Committee shall be entitled to make a public statement on behalf of the Association.

(B) FINANCE, INVESTMENT AND AUDIT

The Executive Committee shall appoint the Treasurer and one Executive Committee Member to be in charge of Finance, Investment and Audit. They shall advise and deal with all matters relating to the Association's finances, auditing of accounts and the investment of surplus funds of the Association which are not required for immediate use, in both movable and immovable properties, public and government securities and such other sound enterprises which may be deemed to be fund generating.

CHAPTER 11 - ACCOUNTS

- (1) Subject to the following provisions in this rules, the funds of the Association may be expended for the purpose necessary for the carrying out of its objectives including the expenses of its office-bearers and paid staff, including auditor's fees, legal fees, benevolent funds, incidentals, and any such expenditure within the rules and objectives but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.
- (2) The Treasurer may hold a petty cash advance not exceeding RM500.00 at any one time. All monies in excess of this sum shall within seven days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of the Association.
- (3) All cheques or withdrawal notices on the Association's account shall be signed jointly by two of the office bearers namely Chairman, Vice Chairman and Treasurer.
- (4) No expenditure exceeding RM10,000 at any one time shall be incurred without the prior sanction of the committee, and no expenditure exceeding RM50,000 in any one month shall be incurred without the prior sanction of a general meeting. Expenditure less than RM10,000 at any one time may be incurred by the Chairman together with the Vice Chairman, Treasurer or the Secretary.

- (5) The accounts of the Association shall be audited annually by an approved firm of accountants to be appointed at the Annual General Meeting and such firm of accountants shall be paid a fee to be duly authorised by the Executive Committee.
- (6) The financial year of the Association shall commence on the 1st January and end of the 31st December every year.

CHAPTER 12 - PROPERTY

- i) The immovable property of the Association shall be vested in the name of the Association. All instruments relating to that property shall be executed by the Chairman, Vice Chairman and Treasurer for the time being of the Association. Their appointment shall be authenticated by a certificate of the Registrar of Societies and sealed with the seal of the Association.
- ii) The immovable of the Association shall not be sold, leased, charged, transferred or dealt with in such a manner so as to divest any interest of the property, without the prior consent and authority of the General Meeting.

CHAPTER 13 - DISSOLUTION

- (i) The Association may only be dissolved only by Special Resolution of the Members in General Meeting of the Association convened in accordance with the provisions of the Constitution;
- (ii) The quorum of such meeting shall be four-fifths of the total membership with voting rights whose names appear on the Register of Members at the time of the meeting;
- (iii) The resolution proposing such dissolution shall be supported by not less than three-fifths of total voting Members, either in person or by proxy;
- (iv) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds of the Association passed on to such other body which has objectives similar to the Association or donated to such charitable organisations as the Members at the General Meeting may decide.

CHAPTER 14 - PROHIBITIONS

- (i) The Association shall not engaged in any trade union activity as defined in any written law relating to trade unions for the time being in force in Malaysia.
- (ii) The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or services which adversely affect consumer interests.
- (iii) The Association shall not indulge in any form of gambling in the premises of the Association.

CHAPTER 15 - INTERPRETATION

In the event of any question or matter arising out of any point which is not expressly provided for in the rules, the Executive Committee shall have power to use its own discretion in addressing such question or matter.

CHAPTER 16 - AMENDMENT OF RULES

These Rules may not be amended except by resolution of a general meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.