

C O N S T I T U T I O N

PERSATUAN SEWAAN KERETA MALAYSIA

CAR RENTAL ASSOCIATION OF MALAYSIA

Registered on the **06th** day of **April, 1995**

CONSTITUTION

PERSATUAN SEWAAN KERETA MALAYSIA CAR RENTAL ASSOCIATION OF MALAYSIA

CLAUSE 1 NAME

The Association shall be known as Persatuan Sewaan Kereta Malaysia (Car Rental Association of Malaysia).

CLAUSE 2 PLACE OF BUSINESS

Its registered place of business shall be No. 16-1 Jalan 6/91, Taman Shamelin Perkasa, 56100 Kuala Lumpur or at such other place or places as may from time to time decided on by the Executive Committee. The registered place of business of the Association shall not be changed without the prior approval of the Registrar of Societies.

CLAUSE 3 OBJECTIVES

- (1) To promote, project and protect the interest of the members.
- (2) To act as a liaison between the respective Governing Authorities (private and public) and the members in any matter concerning the car rental industry and its related and associated industries.
- (3) To establish and maintain good relationships between the members and the public.
- (4) To promote just and honorable business practices and to provide the members with information, data and statistics relating to the car rental industry and its related and associated industries.
- (5) To complement the members' effort with other travel related organizations in promoting Malaysia as a destination ideal for motoring.
- (6) To purchase, lease, rent or otherwise acquire or take any interest in lands, buildings and or assets for investment or use by members or for the benefit of members or to fulfill any of the objects of the Association.
- (7) To sell, assign, lease, rent or otherwise dispose of any the lands, buildings and or assets of the Association, charge or otherwise create any encumbrances for the purposes of generating funds for the use or for the benefit of members and as allowed by the objects of the Association.

CLAUSE 4 MEMBERSHIPS

- (1) Application for Membership shall be open to the following categories of Members:-

- (a) Ordinary Member

Malaysian Registered Companies which are licensed by the relevant Government Authorities to carry on the business of car rental in Malaysia.

- (b) Provisional Member

Malaysian Registered Companies which are fully licensed or have applied to the relevant Government Authorities to operate car rental business in Malaysia and not in possession of a minimum of ten (10) Hire and Drive Permits. Yearly renewal of their Provisional Membership is subject to Executive Committee approval and discretion.

Upon providing documentation proof of having the minimum of ten (10) Hire and Drive Permits from the relevant Government Authorities, the Executive Committee will consider approval to upgrade their Provisional Membership to Ordinary Membership.

(c) Associate Member

Malaysian Registered Companies which are licensed by the relevant Government Authorities to carry on the business of limousines services and other industries that promote the objective of tourism related activities and support the car rental industry objectives in Malaysia.

(d) Honorary Member

The Executive Committee may elect any person of distinction who has rendered invaluable services to the Association or upon whom the Executive Committee desires to confer such distinction because of his contribution towards the society and the industry, with written consent from the member.

(2) Every applications for membership of the Association shall be on the prescribed form that the Executive Committee may from time to time prescribe and accompanied by the prescribed entrance fee and first annual subscription shall be submitted to the Honorary Secretary in accordance with such procedures as may be prescribed by the Executive Committee.

(3) Every application for election to membership of the Association shall be proposed by one existing ordinary member and seconded by another existing ordinary member of the Association entitled to vote.

(4) The Executive Committee may at its discretion approve or reject any application for membership without assigning any reason whatsoever.

(5) The Honorary Secretary shall upon approval of the application for membership notify the applicant that they have been admitted as a member of the Association and shall enter the name of the applicant in the Register. In the event that the Executive Committee does not approve the application, the Honorary Secretary shall notify the applicant accordingly and return to the applicant the entrance fee and annual subscription.

(6) Rights and Privileges of Members

(a) All categories of Members of the Association in benefit shall be entitled to such privileges of membership and obligations and be subject to such conditions as the Constitution of the Association may prescribe and they shall be entitled to notice of meetings, to attend general meetings of the Association and shall be entitled to notifications and circulars concerning the affairs of the Association.

(b) Members of the Association shall be entitled to receive a copy of the Constitution of the Association.

(c) Each Ordinary Member, Provisional Member and Associate Member of the Association shall notify the Honorary Secretary, in writing of the name of their representative and alternate who is authorized to exercise their privileges of membership and to attend meetings on their behalf. Such representative of the Member shall be either a Director of the Company or employed by the Company in a managerial position.

(d) The appointment shall be entered in a register and until revoked by the Member, all actions or representations or omissions of the representative and alternate shall be deemed to be actions, representations and omissions of the Member.

(e) Members may change the representative appointed at any time by submitting to the Honorary Secretary in writing of the termination of the appointment and the appointment of another representative in substitution for the previous representative.

- (f) Members shall strictly adhere to all Rules of the Constitution of the Association and shall comply with the provisions of all laws governing the industry in Malaysia.
 - (g) Ordinary Members who had paid their annual subscription fee and other levies and do not have any arrears due to the Association shall be entitled to attend all General Meetings of the Association and shall be entitled to one vote each at General Meetings. Their representative shall be eligible to seek election to the Executive Committee but no Ordinary Members shall have more than one representative in the Executive Committee.
 - (h) Provisional Members who had paid their annual subscription fee and other levies and do not have any arrears due to the Association shall be entitled to attend all General Meetings of the Association but shall not be entitled to vote at the General Meetings. Their representative shall not be eligible to seek election to the Executive Committee.
 - (i) Associate Members who had paid their annual subscription fee and other levies and do not have any arrears due to the Association shall be entitled to attend all General Meetings of the Association but shall not be entitled to vote at the General Meetings. Their representative shall not be eligible to seek election to the Executive Committee.
 - (j) An Honorary Member shall be entitled to attend all General Meetings of the Association but shall not be entitled to vote at the General Meetings and shall not hold any office in the Association.
- (7) Association Registers
- (a) The Honorary Secretary or any such person so authorized shall maintain a register of all members of the Association and a register of the representatives and alternate appointed by members in accordance with Clause 4(6)(c) at the registered place of business.
 - (b) No names shall be entered thereon or removed there from save on the authority of the Executive Committee.

CLAUSE 5 CESSATION OF MEMBERSHIP

- (1) A Member shall cease to be a Member of the Association if:-
- (a) they resign from the Association by giving two weeks' notice in writing to the Association and shall pay up all dues.
 - (b) they are removed under Clause 6(7) for non-payment of annual subscription fee and other levies.
 - (c) their licence or licences to carry on business has been revoked by the relevant Government Authorities.
 - (d) they ceased to carry on business of car rental and limousines services.
 - (e) they are removed due to disciplinary action by the Executive Committee.
 - (f) they fail to conform to the Rules of the Constitution of the Association.
 - (g) they have passed a resolution for their company's dissolution or enter into any arrangement or composition with its creditors or an order of a Court was made against the company for a winding-up proceeding.
- (2) The decision of the Executive Committee as to whether any Member falls within the provisions of Clause 5(1) shall be final and binding on such Member.

- (3) A Member, who ceases to be a Member of the Association shall notwithstanding its cessation, is liable to pay all arrears of annual subscription fee and other levies up to and inclusive of the date of their cessation as a member.

CLAUSE 6 ENTRANCE FEE, SUBSCRIPTION AND OTHER DUES

- (1) The entrance fee and annual subscription fee payable by Members shall be determined by the Executive Committee and shall be as follows:-

(a) Entrance Fee:-

- | | |
|-------------------------|----------|
| (i) Ordinary Member | RM500.00 |
| (ii) Provisional Member | RM500.00 |
| (iii) Associate Member | RM400.00 |

(b) Annual Subscription Fee:-

- | | |
|-------------------------|----------|
| (i) Ordinary Member | RM300.00 |
| (ii) Provisional Member | RM300.00 |
| (iii) Associate Member | RM200.00 |

- (ii) An Honorary Member shall not be required to pay any entrance fee and annual subscription fee.
- (iii) The entrance fees and annual subscription fee are payable in advance upon application for membership in the Association and thereafter all annual subscription fee shall be due and payable on January of each calendar year.
- (iv) If at any time the Executive Committee deems expedient that special levies for particular purposes should be raised from members, the Executive Committee shall call an Extraordinary General Meeting to consider whether such levies should be imposed. Fourteen (14) days notice shall be given of such meeting specifying the nature of business to be transacted and by a resolution passed by at least two-third ($\frac{2}{3}$) of those ordinary members present and entitled to vote at the meeting, that such levies should be imposed and the levies shall forthwith become due and payable by members on such terms for such period as it may determine.
- (v) The annual subscription fee or other levies shall be payable by members within three (3) months the amount was due or within such period as may be determined by the Executive Committee.
- (vi) A member in default of Clause 6(5), shall be denied the privileges of membership, shall not be entitled to notices of meetings, shall not be entitled to attend meetings, nor be entitled to participate in any function or activity of the Association during the period when their arrears remain unpaid unless the Executive Committee otherwise resolve.
- (vii) If any member fails to settle their annual subscription fee or other levies within the calendar year when the amount was due, the member shall cease to be a member of the Association and accordingly their name shall be removed from the register unless the Executive Committee otherwise resolve.
- (viii) A member who is removed under Clause 6(7) shall be entitled to apply for re-registration upon payment of the prescribed entrance fee and annual subscription fee under Clause 6(1) and upon payment of all the arrears payable during the period the member name was in the register and upon such terms and conditions as the Executive Committee in its absolute discretion may resolve.

CLAUSE 7 GENERAL MEETING

- (1) An Annual General Meeting of the Association shall be held as soon as possible after the close of each financial year but not later than June in each year on a date and at a time and place to be decided by the Executive Committee. The business of the Annual General Meeting of the Association shall be:-
 - (a) To receive the Executive Committee's report or the President's report on the working of the Association during the previous year.
 - (b) To receive the Audited Accounts of the Association and the Auditors' report for the previous year.
 - (a) To elect triennially the Executive Committee to hold office for a term of three (3) years.
 - (b) To appoint triennially the Honorary Auditors or Approved Auditors to hold office for a term of three (3) years.
 - (c) To discuss any other business duly notified in writing to the Honorary Secretary at least ten (10) days before the date of meeting.
- (2) Nomination forms for the election of the Executive Committee shall be sent to ordinary members at least twenty one (21) days before the date fixed for the Annual General Meeting and must be returned to the Honorary Secretary not later than ten (10) days before the date of the Annual General Meeting.
- (3) A member wishing to bring before the annual general meeting any motion for discussion not relating to the ordinary annual general meeting business shall give notice thereof in writing to the Honorary Secretary at least ten (10) days before the date of the meeting. The motion for discussion shall be proposed and seconded by two (2) existing members of the Association. No motion or business other than the business brought forward by such member shall come before the meeting unless notice thereof has been so given.
- (2) A notice of the Annual General Meeting stating the date, the time and the place and calling for motions for discussion, motions for amendment of the Rules and nominations for the election of the Executive Committee, if applicable shall be sent by the Honorary Secretary to all members at least fourteen (14) days before the date fixed for the meeting.
- (3) The notice of Annual General Meeting shall send to all members including copies of minutes, reports, motions and nominations for the election of officers, together with the audited accounts of the Association for the previous year. Copies of these documents will also be made available at the registered address of the Association and at the place of meeting for the perusal of members.
- (4) All general meetings other than the Annual General Meeting shall be called Extraordinary General Meeting.
- (5) The Executive Committee may convene an Extraordinary General Meeting at any time to conduct any specified business as they deem fit by giving fourteen (14) days notice to all members of the Association, stating the business to be transacted, the place, date and time of the meeting.
- (6) The Executive Committee shall convene an Extraordinary General Meeting upon receiving written requisition from at least one-third ($\frac{1}{3}$) of the total number of voting ordinary members of the Association as at the date of such requisition having the right to vote, stating the purpose and reasons of the meeting. Notice to convene an Extraordinary General Meeting must be sent to all members of the Association within ninety (90) days from the receipt of the requisition. Fourteen (14) days notice shall be given of such meeting.

(7) Quorum and Proceeding at General Meetings

- (a) The supreme authority of the Association is vested in a General Meeting of the members. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The quorum necessary for the transaction of business at General Meeting shall be one half ($\frac{1}{2}$) of the total voting ordinary members of the Association or twice the numbers of the Executive Committee present personally or by proxy whichever is lesser.
- (b) No representatives of members shall attend general meetings unless all its dues to the Association had been paid and the representatives' names have been notified to the Honorary Secretary.
- (c) If half an hour after the time appointed for the Annual General Meeting a quorum is not present, the meeting shall be postponed to a date not exceeding thirty (30) days to be decided by the Executive Committee; and if a quorum is not present half an hour after the time appointed for the postponed meeting, the voting Members present shall have the power to proceed with the business of the day but they shall not have power to alter the rules of the Association or to make decision affecting the whole membership.
- (d) Clause 7(9)(a), Clause 7(9)(b) and Clause 7(9)(c) regarding the quorum and the postponement of an Annual General Meeting shall also apply to an Extraordinary General Meeting, with the proviso that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting requisitioned by members, the meeting shall be cancelled and no Extraordinary General Meeting shall be requisitioned for the same purpose until after the lapse of a least six months from the date thereof.
- (e) The President or in his absence the Vice President shall preside as Chairman at every General Meeting or if they are not present within thirty (30) minutes after the time appointed for holding the meeting or is unwilling to act, the Executive Committee present may elect one of their members to be Chairman of the meeting or if no such Executive Committee member is present, or is unwilling to act, the ordinary members present shall elect one of their members to be Chairman of the meeting.
- (f) The wording of all proposals shall appear in full in the notice of general meeting at which such proposals will be considered. A subject not appearing on the Agenda may be discussed with the majority agreement of the meeting but no resolution may be taken on any such subject.

(8) Proxy

- (a) An Ordinary Member who is entitled to attend and vote at a General Meeting may appoint a proxy to attend and vote in its stead.
- (b) A proxy must be another Ordinary Member of the Association.
- (c) An instrument appointing a proxy shall be in writing as prescribed by the Association.
- (d) The instrument appointing a proxy must be signed accordingly by the appointer and must be deposited at the Registered Office or Registered Place of Business of the Association not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.

(9) Votes at General Meetings

- (a) Every Ordinary Member of the Association who is entitled to attend General Meetings shall be entitled only to one vote each.
- (b) Any Provisional Member, Associate Member and Honorary Member may attend any General Meetings but shall not have any voting rights whatsoever.

- (c) Resolution and decision put to the vote of the General Meeting shall be decided on a show of hands, and shall be carried by majority votes of those ordinary members present who are entitled to attend and vote at the General Meeting whether in person or by proxy.
- (d) Any resolutions for the purpose of amending, deleting or addition to the Constitution and Rules of the Association shall require a two-third ($\frac{2}{3}$) majority of ordinary members present who are entitled to attend and vote at the General Meeting whether in person or by proxy.
- (e) A declaration by the Chairman of the meeting that the resolution has been carried, or carried unanimously or by a particular majority, or lost, or rejected or not carried by a particular majority, and an entry to that effect in the minutes books of the Association shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

(10) Decisions by Circular

It shall be competent for the Executive Committee to submit any proposals to members by publication in a circular resolution. Any objection must be submitted to the Honorary Secretary within 14 days from the date of the circular. If there is no objection, the Executive Committee shall further notify members, stating the proposals to be a decision of the Association. Any such decision shall be deemed to be a resolution binding on all the members of the Association. If any objection is received the Executive Committee shall further circulate it to members with an amended proposals or stating the proposal to be a decision of the Association. Any such decision shall then be deemed to be resolution binding on all the members of the Association and subject to the provisions of Rules hereof. Notwithstanding the foregoing, members may request that the proposal be submitted to an Extraordinary General Meeting in accordance with Rules of Association provided such request is submitted to the Honorary Secretary within 14 days from the date of the original circular.

(11) Resolution Binding

The decision of the Association taken at a General Meetings, by circular resolution or in accordance to Rules hereof shall be binding upon all members of the Association.

(14) Privacy of Meetings and Proceedings

All meetings and proceedings thereat and all publications and circulars of the Association shall be private and confidential.

(15) Unauthorised Communications

Unless authorised by the Executive Committee, no member or any servant or employee of a member of the Association shall have any communication with any official or semi-official of Government Authorities or Public Bodies or with the Press or Public in particular or in general except on matters of the member's own normal business, and it shall be a breach of these Rules to make any communication, verbal or otherwise, to any of the abovementioned bodies or the public on matters of policy or fact or where required by law.

CLAUSE 8 EXECUTIVE COMMITTEE

- (1) Unless otherwise determined by a resolution of Ordinary Members at General Meetings the number of Executive Committee shall be nine (9).
- (2) The Executive Committee shall comprise of the following:-
 - (a) A President
 - (b) A Vice President
 - (c) A Honorary Secretary
 - (d) A Honorary Treasurer
 - (e) Five (5) Ordinary Executive Committee Members

- (3) All the Executive Committee must be Malaysian citizens or foreigners with legal documents and with prior approval of the Registrar of Society.
- (4) The Executive Committee shall consist of individuals all of whom shall be elected by Ordinary Members at the Annual General Meeting from amongst the representatives of Ordinary Members and shall hold office for a term of three (3) years. No Ordinary Member shall have more than one representative in the Executive Committee.
- (5) The Executive Committee elected shall hold office for a term of three (3) years and at the end of the three (3) years term shall retire from office and shall be eligible for re-election at the Annual General Meeting.
- (6) Except for those existing Executive Committee seeking re-election, every candidates nominated for elections to the Executive Committee must be on the prescribed form and proposed and seconded by two (2) existing ordinary members entitled to vote at the Annual General Meeting.
- (7) Candidates nominated for election to the Executive Committee must be the appointed representatives of Ordinary Members and the candidates must give their written consent to the nomination and to serve if so elected.

CLAUSE 9 DUTIES AND POWERS OF EXECUTIVE COMMITTEE

- (1) The management and control of the affairs of the Association shall be vested in the Executive Committee. The functions of the Executive Committee is to regulate, manage, organize and supervise the affairs and day-to-day activities of the Association and to make decisions on matters affecting its running within the general policies laid down by the General Meeting. The Executive Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meeting. It shall furnish a report to each Annual General Meeting on its activities during the previous year.
- (2) The Executive Committee shall meet at least once in every three months and seven days notice of each meeting shall be given to the members. The President or any three (3) Executive Committee Members may call for a meeting of the Executive Committee to be held at any time.
- (3) The quorum at a meeting of the Executive Committee shall be one third ($\frac{1}{3}$) of the Executive Committee for the time being in office and present for its proceedings to be valid and constitute a quorum.
- (4) Voting at meetings of the Executive Committee shall be by show of hands and each Executive Committee member shall have one vote. Decisions at meetings shall be by simple majority. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (5) Where any urgent matter requiring the approval of the Executive Committee arises and it is not possible to convene a meeting, the Honorary Secretary may obtain such approval by means of a circular resolution. The following conditions must be fulfilled before a decision of the Executive Committee by circular resolution is deemed to have been obtained:-
 - (a) The issue must be clearly set out in the circular and forwarded to all members of the Executive Committee.
 - (b) At least one-half ($\frac{1}{2}$) of the members of the Executive Committee must indicate whether they are in favour or against the proposal, the decision must be by a majority vote.

Any decision obtained by circular resolution shall be reported by the Honorary Secretary to the next Executive Committee meeting and recorded in the minutes thereof.

- (6) In the event of the death or resignation of a member of the Executive Committee, the candidate who received the next highest number of votes at the previous election for the post affected shall be invited to fill the casual vacancy. If there is no such candidate or such candidate declines to accept office, the Executive Committee shall have the power to co-opt any other representative of ordinary member of the Association to fill the casual vacancy.
- (7) The Executive Committee may at any time co-opt any representatives of ordinary members as members of the Executive Committee provided the number of Executive Committee shall not exceed nine (9).
- (8) Should the office of the President, the Vice President, the Honorary Secretary and the Honorary Treasurer falls vacant at any time, the Executive Committee shall elect a new President, a Vice President, a Honorary Secretary and a Honorary Treasurer amongst its remaining members.
- (9) The Executive Committee member appointed or co-opted or elected under Clause 9(6), Clause 9(7) and Clause 9(8) shall hold office only for the remaining three (3) years term of office and at the end of the remaining three (3) years term shall retire and shall be eligible for re-election at the Annual General Meeting.
- (10) The Executive Committee may from time to time from amongst its members or from representatives of other members of the Association or from employees of members of the Association or any such persons form such Committees or Sub-Committees as it may deem necessary or expedient and may deputize and delegate to such Committees or Sub-Committees such conditions, powers and duties as the Executive Committee may determine. Such Committees and Sub-Committee shall conduct their business in accordance with the directions of the Executive Committee.
- (11) No resolution and decision of such Committees or Sub-Committees shall bind the Executive Committee until adopted and approved by the Executive Committee, unless at the time of its appointment the power to do so was expressly given to such Committees or Sub-Committees.
- (12) The Executive Committee may at any time appoint the Past President as Immediate Past President and the Immediate Past President so appointed shall hold office for a term to be determined by the Executive Committee. The Immediate Past President will assist the President and the Executive Committee in an advisory role.
- (13) The Executive Committee may appoint Executive Director, Executive Secretary, Solicitors, Advisers, Consultants, organizers, staffs and persons in other capacities as they may consider necessary on such terms as they may think fit and determine their duties and powers and to fix their salaries or remunerations or expenses or charges incurred by them in performing their duties.
- (14) The Executive Committee shall give instruction to the Honorary Secretary and other officers for the conduct of the affairs of the Association. They may suspend or dismiss the officers for neglect of duty, dishonesty, incompetence, refusal to carry out the decision of the Executive Committee, or for any other reason which it deems good and sufficient in the interest of the Association.
- (15) The Executive Committee shall have the absolute rights and powers to determine the interpretation of the Rules of Constitution of the Association, the Code of Conduct and any other rules and when necessary determine any point on which the rules are silent, unless otherwise provided by law.
- (16) Except where they are contrary to or inconsistent with the policy previously laid down by the General Meeting the decision of the Executive Committee shall be binding on all members of the Association unless and until countermanded by a resolution of a General Meeting.
- (17) The Executive Committee in their absolute discretion shall deal with any breaches of Rules by Members and take such disciplinary action as the Executive Committee may think fit on any member notwithstanding that other cause of action has been taken under any laws governing the industry.

- (18) A member of the Executive Committee shall cease to be a Executive Committee thereof if:-
- (a) he gives his resignation in writing to that effect.
 - (b) he cease to be a director or employee of the member company, which he represents.
 - (c) his appointment as a representative of the member company is revoked.
 - (d) the member company cease to be a member of the Association.
 - (e) he becomes a bankrupt.
 - (f) he is found to be lunatic or of unsound mind.
 - (g) he absents himself from three (3) consecutive Executive Committee meetings without special leave of absence.
 - (h) he has conducted himself in a manner prejudicial or bringing disrepute to the Association and after due inquiry, the Executive Committee has resolved that he be removed from office or he is removed from office by a resolution duly passed by members at General Meeting.
- (19) Any Member of the Executive Committee with the approval of the Executive Committee may appoint any person from his Company to be an Alternate Executive Committee in his place during such period as he thinks fit. An Alternate Executive Committee shall attend and vote at all Executive Committee meetings at which the Executive Committee appointing him is not personally present, and generally to perform all functions and exercise all the powers of his appointer during the appointer absence. An Alternate Executive Committee shall ipso facto cease to be an Alternate Executive Committee if his appointer ceases to be an Executive Committee for any reasons whatsoever. Any appointment and removal of the Alternate Executive Committee shall be effected by writing under the hand of the Executive Committee making the same.
- (20) The President of the Executive Committee shall be the President of the Association. He shall during his term of office preside at all General Meetings and all meetings of the Executive Committee of the Association 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. The President is the spokesman of the Association and he shall represent the Association officially with, government authorities, bodies, organizations and the public.
- (21) The Vice President shall assist the President in his duties and will deputize for the President during his absence.
- (22) The Honorary Secretary shall conduct the business of the Association in accordance with its rules, and shall carry out the instructions of the General Meetings and of the Executive Committee. He shall be responsible for the management and administration of the Association and conducting all correspondence and keeping all books, documents and paper of the Association. He shall attend all meetings and record the proceedings. He shall have under his supervision the Executive Secretary appointed under Clause 9(13). He shall file the annual returns to the Registrar of Society within 60 days after the Annual General Meeting.
- (23) The Honorary 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.
- (24) The Ordinary Executive Committee members shall assist in carrying out such duty as directed by the President or the Executive Committee.

CLAUSE 10 FINANCIAL PROVISION

- (1) The financial year of the Association shall commence on 1st January and end on 31st December of each year.
- (2) The Honorary Treasurer or any such person so authorized shall keep proper accounts of the Association.
- (3) Subject to the following provisions in this rule, the funds of the Association may be expended for any purpose necessary for the carrying out of its objects, including the expenses of its administration, the payment of salaries, allowances and expenses to its office-bearers and paid staff and the audit of its accounts, subject to subsequent approval by Executive Committee.
- (4) The Honorary Treasurer may hold a petty cash advance of RM500.00. All money in excess of this sum shall within fourteen (14) days of receipt be deposited into a bank approved by the Executive Committee.
- (5) The Executive Committee may decide from time to time to place funds of the Association into Fixed Deposits with licensed Banks or Finance Companies.
- (6) All cheques or withdrawal notices or other instructions on the Association's accounts shall be signed jointly by any two (2) of the following four (4) office bearers of the Association:-
 - (a) the President
 - (b) the Vice President
 - (c) the Honorary Secretary
 - (d) the Honorary Treasurer
- (7) No expenditure exceeding RM1,000.00 can be incurred without the prior approval of the Executive Committee and expenditure exceeding RM5,000.00 can only be incurred after prior approval of the General Meeting. Expenditure less than RM1,000.00 may be approved jointly by the President together with the Vice President or the Honorary Secretary.
- (8) As soon as possible after the end of each financial year, a statement of Income and Expenditure, Receipts and Payments and a Balance Sheet for the year shall be prepared and audited by the Honorary Auditors or Approved Auditors appointed under Clause 11. The audited accounts shall be submitted for the approval of the Annual General Meeting and copies shall be made available at the registered place of business of the Association for the perusal of members.

CLAUSE 11 AUDIT

- (1) Two Ordinary Members of the Association entitled to vote, who shall not be Executive Committee of the Association or an Approved Auditors, shall be appointed by the Annual General Meeting as Honorary Auditors or Auditors of the Association to hold office for a term of three (3) years and shall be responsible to the General Meeting and report to it by the Executive Committee.
- (2) The Honorary Auditors or Approved Auditors shall be required to audit the accounts of the Association for the year, and to prepare a report or certificate for the Annual General Meeting. They may also be required by the President to audit the accounts of the Association for any period within their tenure of office at any date, and to make a report to the Executive Committee.

CLAUSE 12 ADMINISTRATION OF PROPERTY

- (1) The immovable properties of the Association shall be registered in the name of the Association. The Association shall appoint three (3) office bearers for the time being of the Association that is the President, the Honorary Secretary and the Honorary Treasurer as the Properties Administrator Officers pursuant to Section 9(b) of the Societies Act, 1966, whose appointments

are authenticated by a certificate of the Registrar of Societies. They will serve in this capacity for the duration of their term of office in the Executive Committee. They will automatically cease to hold that position when their term of office ends.

- (2) In the event that a post falls vacant, the Executive Committee shall have the power to co-opt any other member of the Executive Committee to fill the vacancy until the next Annual General Meeting.
- (3) They are not empowered to sell, mortgage or transfer the property of the Association unless given the authority to do so by the General Meeting.

CLAUSE 13 INTERPRETATION

Nil

CLAUSE 14 PATRON

The Executive Committee may appoint a distinguished person or persons who are in their opinion deemed fit and suitable to be the Patron of the Association. The person or persons appointed must give consent in writing.

CLAUSE 15 PROHIBITIONS

- (1) Gambling of any kind shall be prohibited in the premises of the Association.
- (2) Neither the Association nor its members shall attempt to restrict or in any manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Ordinance 1959.

CLAUSE 16 AMENDMENTS OF RULES

These Rules of the Constitution may not be altered or amended except by resolution of not less than two-third ($\frac{2}{3}$) of the total ordinary members present and entitled to attend and vote at a General Meeting convened for the purpose. Such alterations or 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.

CLAUSE 17 DISSOLUTION

- (1) The Association may be voluntarily dissolved by a resolution of not less than two-third ($\frac{2}{3}$) of the total ordinary members present and entitled to attend and vote at a General Meeting convened for the purpose.
- (2) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining assets and funds shall be disposed of in such manner as may be decided upon by a General Meeting.
- (3) Notice of the dissolution shall be made known to the Registrar of Societies within 14 days of such resolution.

CLAUSE 18 FLAG, LOGO AND BADGE

Nil

CLAUSE 19 INDEMNITY

Subject to the provisions of and so far as may be permitted by the Statutes and Act, every member of the Executive Committee, Committees, Sub-Committees, Executive Secretary, Executive Director or any other officers of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as officer or employee of the Association and in which judgement is given in his favour or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part or in which he is acquitted or in connection with any application under any Statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

Constitution Approved by ROS on 29th May 2019