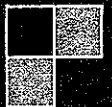


# CONSTITUTION OF SHEDA



**CONSTITUTION  
SARAWAK HOUSING AND REAL ESTATE DEVELOPERS' ASSOCIATION  
(SHEDA)**

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## CONSTITUTION OF SHEDA

### ARTICLE 1 Name and Address

- (1) The Association shall be known as the Persatuan Pemaju Perumahan Dan Harta Tanah Sarawak or "Sarawak Housing And Real Estate Developers' Association" or "SHEDA".
- (2) The Association's registered address shall be at Sublot 42, 2<sup>nd</sup> Floor, Tabuan Stutong Commercial Centre, Jalan Setia Raja, 93350 Kuching, Sarawak.
- (3) The registered address of the Association shall not be changed without prior approval of the Registrar of Societies.

### ARTICLE 2 Logo and Seal

- (1) The logo of the Association shall be against a black background and in the form of two (2) squares, and each square consisting of thirteen (13) tapering elements, overlapping and merging in the centre to form another square. The top right hand square is coloured red whereas the bottom left hand square is coloured silver. The acronym SHEDA in TIMES NEW ROMAN (Condensed Bold) Font appears between the two (2) squares and a silver line. The letters "SARAWAK HOUSING AND REAL ESTATE DEVELOPERS' ASSOCIATION" in silver appears at the bottom separated from the acronym SHEDA by the silver line. Until amended or varied the facsimile below shall remain the logo of the Association.



- (2) The Association shall have a Common Seal, which shall bear such device as the Association shall approve and such seal may from time to time be broken, changed, altered or made anew as the Association may think fit and until a new seal is made the Common Seal as represented by the facsimile below shall be used.



- (3) The Common Seal shall be kept at the office of the Secretary-General or the President and shall be affixed on the instruments in the presence of the President and the Secretary-General jointly or such other persons as may be approved by resolution of the State Council.

### ARTICLE 3 Interpretation

- (1) In the event of any question or matter arising out of any point which is not covered by or expressly provided for in this Constitution, the State Council shall have the full power to use their own discretion in dealing with and in disposing of such question or matter.
- (2) In this Constitution unless otherwise provided for or unless there be something in the subject or the context inconsistent therewith:
  - (a) "Association" means ***Persatuan Pemaju Perumahan Dan Harta Tanah Sarawak or Sarawak Housing And Real Estate Developers' Association or SHEDA***
  - (b) "Branch Committee" means the Committee formed under Article 18 for the purpose coordinating activities of Members at the Branch level;
  - (c) "Branch Committee Member Without Portfolio" means any Member of the Branch Committee other than the Branch Chairman, Branch Deputy Chairman, Branch Secretary and Branch Treasurer;
  - (d) "Committee" means any committee formed by the State Council and charged with specific duties;
  - (e) "Company" means any company incorporated, formed or registered under the Companies Act 1965 and shall include any sole-proprietor or partnership registered under the Business Names Ordinance (Cap 64) or Limited Liability Partnership Act 2012, and any body corporate incorporated under any Malaysian Law;
  - (f) "Constitution" means the Constitution of the Association;
  - (g) "Election Year" means the year during which a State Council is to be elected;
  - (h) "Member" means a Company duly admitted as a member of the Association and where the context so permits shall mean a duly appointed Representative of the Company;
  - (i) "Principle Office-Bearer" means the President, Deputy President, Secretary-General and Treasurer-General of the State Council or the Branch Chairman, Deputy Branch Chairman, Branch Secretary and Branch Treasurer of the Branch Committee;
  - (j) "Place of Business" includes a Member's registered address, land, housing and property development and/or building construction site;
  - (k) "Representative" means the person nominated by a Member under Primary Membership, as its Primary Representative or Alternate Representative;
  - (l) "Secondary Representative" means the person nominated by a Member under Secondary Membership, as its Secondary Representative or Alternate Secondary Representative;
  - (m) "State Council" means the main Council of the Association for the time being elected and shall include the Assistant Secretary-General and Assistant Treasurer-General;

- (n) "State Council Member Without Portfolio" means any Member of the State Council other than the President, Deputy President, Secretary-General, Assistant Secretary-General, Treasurer-General and Assistant Treasurer-General;
- (o) "Term" means the period from one election to the following election;
- (p) Words in the singular shall include the plural and vice-versa and words importing the masculine gender shall include where appropriate, the feminine gender.

**ARTICLE 4                      Aims and Objectives**

(1) The Objectives of the Association are:

- (a) To promote and co-ordinate throughout the state of Sarawak the development of land and construction of buildings for residential, commercial, industrial and related purposes by Members with a view towards contributing effectively to the economic development of the state; towards providing housing and assisting the proper development of buildings for commercial, industrial and residential purposes in a pleasant environment; towards assisting the Government and its agencies; towards securing proper and planned development of land for the purposes specified above; towards assisting the proper distribution of units of the aforementioned categories and towards assisting the creation of better and wider employment opportunities in the building industry.
- (b) To promote measures aimed at improving the techniques and methods in the development of land and building construction by Members throughout the state;
- (c) Establish a communication link between developers and the government or relevant authorities in matters affecting the industry generally;
- (d) Provide an environment for continuous discussions, dialogues, and consultation with the Government or Government Authorities on issues of mutual interests, and among Members for the purpose of charting a common direction in matters affecting their interests;
- (e) Establish association or affiliation with other organizations in Malaysia having similar aims and objectives
- (f) To assist, aid or make donations towards any charitable, research or educational purpose
- (g) Establish norms or standard of practice, conduct and ethics for the industry with a view to provide the impetus for self-regulation; and
- (h) Collect and disseminate information which may be of general interest to Members;

(2) In pursuance of its objectives as defined above, the Association shall have the power to:

- (a) Purchase, arrange to be built, hire, lease or otherwise acquire any land, premises and properties for the use of the Association, to manage, improve, develop or utilise any such land, premises and properties, and to sell, mortgage, let out or otherwise dispose of such land, premises and properties or any part thereof.
- (b) Accept any bequest, gift or donation made to the Association by Members of the Association and other donors or patrons.

- (c) Undertake and execute the land development and building construction for the purposes stated in Article 4(2)(a) above or any other purposes that may seem to the Association to be conducive towards the attainment of any of its objectives.
- (d) Undertake and execute any trust or set up Funds or Foundations that may seem to the Association to be conducive towards the attainment of any of its objectives.
- (e) Provide the Members of the Association with the facilities for mutual assistance in any lawful form, measure or object.
- (f) Arrange for and/or secure finance and/or financial aids in any other form, from all lawful sources for use by the Association in the attainment of its objects.
- (g) Assist the Government or its agencies whenever practicable in undertaking land development and building construction for the purposes stated in Article 4(1)(a) above.
- (h) Represent any Member or Members of the Association upon legitimate request, in negotiating, bargaining, or otherwise in dealing with other organisations, institutes, associations, societies, clubs, firms, concerns, companies, guilds or otherwise any public or private persons including governments, municipalities, boards, committees, commissions, contractors and/or sub-contractors in matters pertaining to contracts, agreements, finances, hire purchases, instalment purchases, building standards, taxes, duties, damages, indemnities and court cases, subject to any limitations that may be imposed by any written law for the time being in force in the country or state.
- (i) Make investments including but not limited to acquiring, leasing, disposing and/or otherwise dealing in any real properties, shares, securities, unit trusts, investment funds and/or any other financial instruments for the purpose of enhancing the returns from its funds.
- (j) Do all such lawful things as are incidental or conducive to the attainment of its stated objectives.

**ARTICLE 5                      Membership**

- (1) Membership shall be divided into the following categories:
  - (a) Ordinary Member
  - (b) Associate Member
  - (c) Honorary Member
- (2)(a) Any person, company, firm or corporation that carries on the business of developing houses and properties for sale, lease or otherwise ("housing and property development") and undertakes such development within five (5) years of Membership entry is eligible to apply for Ordinary Membership of the Association which is unlimited in number.
- (b) An Ordinary Member must be domiciled in Sarawak, having a place of business in Sarawak.
- (c) An Ordinary Member shall be entitled to all the privileges of Membership including the right to be nominated, vote and to hold office in the State Council or the Branch Committee.

- (3)(a) Any person, company, firm or corporation that carries on a business that is related to the business of housing and property development is eligible for Associate Membership of the Association.
- (b) An Associate Member must be domiciled in Sarawak, having a registered Place of Business in Sarawak.
- (c) An Associate Member shall be entitled to all the privileges of Ordinary Membership but shall not have the right to vote or to hold office.
- (4)(a) The State Council may confer Honorary Membership on any individual if it considers such action is in the best interest of the Association and/or the housing or property and real estate development and related industries.
- (b) Honorary Membership shall normally be granted for a period of one (1) year and the list of Honorary Members shall be reviewed each year by the State Council in office, who may either renew the Honorary Membership or allow it to lapse.
- (c) Honorary Membership being personal to the holder shall not be transferable or assignable.
- (d) An Honorary Member shall be entitled to all the privileges of Ordinary Membership but shall not have the right to vote or to hold office.

#### **ARTICLE 6                      Application for Membership and Representation**

- (1)(a) A person, company, firm or corporation wishing to join the Association shall submit an application for Membership either to the Secretary-General directly or through the relevant Branch, in the prescribed form or such other form as may be approved by the State Council from time to time. In the case of a company, firm or corporation applying for Membership the names of the persons who shall be the Primary Representative and Alternate Primary Representative to the Association shall be submitted together with the application.
- (b) The Alternate Primary Representative may act for the Primary Representative in the absence of the Primary Representative. A person may serve as the Primary Representative or the Alternate Primary Representative, as the case may be, of an unlimited number of Members.
- (c) A Member may change either of its Representatives at any time by a notice in writing to the Secretary General to nominate a different Representative in place of its current Representative, provided that such replacement shall meet the conditions specified in Article 6(3). If there shall be more than one (1) nomination, the last nomination received by the Secretary General shall prevail and shall override all previous nominations.
- (2) Every application for Membership shall be proposed by one (1) Member and seconded by another and shall be forwarded to the Secretary-General or to the Secretary of the Branch Committee, who shall, at the first convenient opportunity, submit it to the State Council. The Membership application form shall then be tabled at a State Council meeting for approval or otherwise. The State Council may in its absolute discretion reject any application for Membership without having to provide any reason whatsoever.
- (3) For the purpose of representation the Member shall nominate a person who is above twenty-one (21) years of age and not found to be unacceptable by the State Council as Representative. Such Representative shall not be an undischarged bankrupt, a person previously convicted of an offence involving fraud or dishonesty or ordinarily resident outside Sarawak.



- (4) The Representative shall be fully authorised to speak, vote or attend meetings of the Association on its behalf and to hold office.

#### **ARTICLE 7                      Entrance Fees, Subscription and Other Dues**

- (1) A person, company, firm or corporation wishing to join the Association shall submit its payment for Primary Membership to the Treasurer-General directly or through the relevant Branch. Where submitted in the form of a cheque, the cheque shall be made payable to the Association.
- (2) The fees payable shall be as follows:-
  - (a) Ordinary Membership  
Entrance Fee: RM 3,000.00  
Subscription Fee: RM 1,200.00 per annum
  - (b) Associate Membership  
Entrance Fee: RM 1,000.00  
Subscription Fee: RM 800.00 per annum
  - (c) Honorary Membership  
Entrance Fee: nil  
Subscription Fee: nil
- (3) The annual subscription fee shall be payable within one (1) month from the date of admission and by 31 January of each year thereafter.
- (4)(a) Any Member with a Place of Business in a location within the ambit of another Branch or carries out housing and property development in a location within the ambit of another Branch may opt to pay a Secondary Subscription of Ringgit Two Hundred and Fifty (RM250.00) for Secondary Membership of that other Branch of the Association, in addition to the Member's Primary Subscription. The Member concerned shall then be entitled to nominate a Secondary Representative and Alternate Secondary Representative to participate in the activities of each such Branch of the Association.
  - (b) The Secondary Representative and Alternate Secondary Representative shall be eligible to be co-opted/elected as an ordinary Committee Member to the Branch Committee but shall not serve as a Principal Office-Bearer.
  - (c) The voting rights of the Secondary Representative and Alternative Secondary Representative shall be exercisable only at the Branch level.
  - (d) The Secondary Subscription shall become due and payable within one (1) month from the date of admission and all subsequent Secondary Subscriptions shall be paid by 31 January of each year.

- (e) The State Council may by a Resolution remove the Secondary Representative and/or the Alternate Secondary Representative from the Branch Committee if he has been co-opted/elected in the event of default in the payment of a Member's Secondary Subscription and the Secondary Representative and/or the Alternate Secondary Representative shall cease to participate in the activities of the Branch.
- (5) All payments of entrance fees, Primary Subscriptions and other dues shall be made to the Treasurer-General of the State Council. The Secondary Subscription however shall be payable to and kept by the Branch of the Association concerned.
- (6) A Member whose Membership has been cancelled or who has resigned may reapply for Membership in the manner as a person, company, firm or corporation making a first application for Membership as aforesaid and shall be liable to make payment of the entrance fee upon approval of the application for Membership provided that if a Member reapplies within five (5) years from the date of his Membership cancellation or resignation he shall also be liable to pay the arrears of subscription and other dues, if any, up to the date of cancellation or resignation.
- (7) Any Member who allows arrears of subscription, Primary and/or Secondary, to exceed one (1) year or any debt outstanding and owing to the Association, shall receive a written notification signed for or on behalf of the Secretary-General, and shall be denied the privileges of Membership until the account is settled.
- (8) Any Member in arrears of more than two (2) years' subscription shall automatically cease to be a Member of the Association.
- (9) The State Council shall have the power to fix a re-entrance fee for a Member whose Membership was terminated through arrears and to fix any condition to Membership of such Member or to refuse Membership altogether.
- (10) Any levies, special subscriptions and other charges for any particular purpose may only be raised from the Members with consent of the State Council or by majority approval of the Members at the General Meeting. If any Member fails to pay such subscriptions within such period as may be resolved, the amount due shall be treated in the same way as arrears of annual subscriptions.

#### **ARTICLE 8                      State General Meeting & Quorum**

- (1) At least one half of the total voting Members or twice the number of State Council Members, whichever is the lesser, must be personally present or by their respective representative or proxy, at a State General Meeting for its commencement to be valid and to constitute a quorum.
- (2) If a quorum is not present within half an hour (30 minutes) after the time appointed for the meeting, the meeting shall be postponed to a date not exceeding thirty (30) days to be decided by the State Council; and if a quorum is not present half an hour (30 minutes) after the time appointed for the postponed meeting, the Members present shall have the power to proceed with the business of the day but they shall not have power to alter the Constitution of the Association or to make decisions affecting the whole Membership.
- (3) A State Annual General Meeting of the Association shall be held as soon as possible after the close of each financial year but not later than 31 December, on a date, time and place to be decided by the State Council. The business of the Annual General Meeting shall be:

- (a) To receive the State Council's report on the workings of the Association during the previous year;
  - (b) To receive the Treasurer-General's Report and the audited accounts of the Association for the previous year;
  - (c) To appoint the auditors for the ensuing year;
  - (d) To deal with such other matters as may be put before it;
  - (e) To elect triennially a State Council for the ensuing three (3) years ("Term").
- (4) A notice of the State Annual General Meeting stating the date, time and place of meeting and calling for motions of discussion at the meeting, motions for amendments of the Constitution and, during an Election Year, nominations for election of the State Council, shall be sent by the Secretary-General to all Members not later than sixty (60) days before the date fixed for the meeting and this notice shall also be prominently displayed at the registered office of the Association. The notice shall be accompanied by:
- (a) A proposed Agenda
  - (b) A copy of the minutes of the previous meeting;
  - (c) Proposed amendments to the Constitution, if any;
  - (d) Nomination papers during an Election Year;
  - (e) Representative Appointment forms;
  - (f) Proxy forms; and
  - (g) Proposed budget for the ensuing year.
- (5) Any Member seeking to propose a motion for the consideration of the General Meeting shall serve a written notice of such motion to the Secretary-General at least thirty (30) days before the meeting.
- (6) The Secretary-General shall send to all Members at least fourteen (14) days before the meeting a final agenda, minutes and 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 shall be made available at the registered office of the Association and at Branch offices for the perusal of Members.
- (7)(a) A Member may vote through its Primary Representative or, in his absence, the Alternate Primary Representative or, in their absence, the duly authorised Proxy pursuant to Article 8(7)(b) hereof.
- (b) Any Member intending to vote, while its Representatives are unable to attend any scheduled meeting, shall appoint a Proxy to attend the scheduled meeting, by lodging at least twenty four (24) hours before a scheduled meeting a duly executed proxy form nominating its proxy to attend the meeting and to vote on its behalf. The Proxy Form must be duly signed by a Representative or a duly empowered director or proprietor or partner of the Member. Such Proxy Forms when duly signed and witnessed by any State Council Member or a commissioner for oaths or lawyer shall be prima facie proof of the authenticity of the Proxy.

- (c) A Proxy must be the Representative of another Member and no Member shall be allowed to hold more than ten (10) proxies.
- (d) In the event of any Member lodging more than one (1) Proxy Form, the last in time shall prevail.
- (8) Voting other than for election of State Council Members shall be by show of hands unless a poll is requested by any Member present. All matters shall be decided by a simple majority vote unless otherwise expressly provided in this Constitution. In the event of any equality of vote, the Chairman of the meeting shall have the right to cast a second vote.

## **ARTICLE 9                      State Election Procedures**

- (1) The Secretary-General shall prepare nomination papers in such form as may be approved by the State Council from time to time, for the election of State Council Members to be circulated together with the notice of State General Meeting.
- (2) Members nominating a person to any post must get the prior consent of the person nominated and the nominated person must sign a consent letter in the prescribed form. In addition the person nominated must be a Representative of a Member. A nomination shall be proposed by a Member and seconded by another. Failure to comply with these conditions shall nullify any purported nomination, but the nomination shall not be nullified merely because the candidate was not in attendance at the General Meeting.
- (3) All nominations shall be received not later than twenty four (24) hours before the date of the State General Meeting and any nominations received thereafter shall be considered void.
- (4) The withdrawal of a nomination shall only be valid if the nominated candidate withdraws in writing (if he is absent during the meeting) or if he does so verbally in person if he is present during the meeting.
- (5) Where there are insufficient or no valid nominations received for any post on the date of the State General Meeting, the Members present may agree to seek nominations from the floor and proceed with the election for the post.
- (6) During the State General Meeting, Members shall elect a Returning Officer who may be assisted by any number of officers from among the persons in attendance. He shall be charged with the following duties:
  - (a) To verify the number of Members in attendance and to declare whether or not a quorum is present;
  - (b) To examine and certify the validity of Proxies received;
  - (c) To oversee the election process, to count votes and to determine the result of the election.
- (7) Election of Principal Office-Bearers mentioned in ARTICLE 13 shall be by secret ballot provided that Members at the State General Meeting may unanimously agree to dispense with the procedure or adopt any other method instead.
- (8) All nominees for the posts of President, Deputy President, Treasurer-General and Secretary-General must have prior to their nomination, served a full term in the State Council prior to the

State General Meeting. However, in the event of no nomination, the State General Meeting may by two-thirds (2/3) majority vote dispense with this requirement.

**ARTICLE 10                    State Extraordinary General Meeting**

- (1) A State Extraordinary General Meeting of the Association shall be convened:
  - (a) When the State Council deems it desirable to do so, OR
  - (b) At the joint request in writing of not less than one third (1/3) of voting Members stating the objects and reasons for the meeting.
- (2) A State Extraordinary General Meeting requisitioned by Members shall be convened on a date within thirty (30) days of the receipt of such requisition.
- (3) Notice and agenda for the State Extraordinary General Meeting shall be sent by the Secretary-General to all Members at least fifteen (15) days before the date fixed for the meeting.
- (4) Article 8(1) of the Constitution regarding the quorum and the postponement of a State Annual General Meeting shall apply also to the State Extraordinary General Meeting PROVIDED that if no quorum is present after half (1/2) an hour from the time appointed for a postponed State Extraordinary General Meeting requisitioned by Members, the meeting shall be cancelled and no State Extraordinary General Meeting shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date thereof.

**ARTICLE 11                    State Minutes and Return**

- (1) The Secretary-General shall send to all Members a copy of the draft minutes of each State Annual and Extraordinary General Meeting as soon as possible after its conclusion.
- (2) The Secretary-General shall within twenty-eight (28) days after the holding of the State General Meeting for the Association send to the Registrar of Societies an Annual Return in the prescribed form.

**ARTICLE 12                    State Council**

- (1) The affairs of the Association shall be managed by the State Council.
- (2) The function of the State Council is to undertake and fulfill the objectives and activities of the Association as stated in Article 4; to organise and supervise the day-to-day activities of the Association and to make decisions on matters affecting its running within the general policy laid down by the State General Meeting. The State Council may not act contrary to the expressed wishes of the State General Meeting without prior reference to it and shall always remain subordinate to the State General Meeting. It shall furnish a report to each State Annual General Meeting on its activities during the previous year.
- (3) Where any urgent matter requiring the approval of the State Council arises and it is not possible to convene a meeting, the Secretary-General may obtain such approval by means of a circular resolution. The following conditions must be fulfilled before a decision by circular resolution of the State Council is deemed valid:

- (a) The issue must be clearly set out in the Circular, and forwarded to all Members of the State Council;
  - (b) At least one half (1/2) of the Members of the State Council must indicate whether they are in favour or against the proposal;
  - (c) The decisions must be by a majority vote;
  - (d) Any decision obtained by circular resolution shall be reported by the Secretary-General to the next State Council meeting and recorded in the minutes thereof.
- (4) In the event of a vacancy in the post of the President, Deputy President, Secretary-General and Treasurer-General, the Members shall during a State Extraordinary General Meeting or the next State Annual General Meeting, as the case may be, elect such person as they think appropriate to fill the relevant vacancy.
  - (5) In the event of a vacancy for the post of Assistant Secretary-General or Assistant Treasurer-General, the State Council shall during the first available State Council meeting, by a majority decision appoint any such person as they think appropriate to fill the vacancy.
  - (6) In the event of death, withdrawal or resignation of another Member of the State Council, the State Council shall have the power to appoint any Member to fill the vacancy until the next State Annual General Meeting or to leave it vacant as it deems expedient.
  - (7) The State Council shall give instructions to the Secretary-General and other officers for the conduct of the affairs of the Association. It may appoint such organisers and such staff as it deems necessary. It may suspend or dismiss any organiser or Member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the State Council or for any other reason which it deems good and sufficient in the interest of the Association.
  - (8) The State Council shall decide on the use and disposal of the properties of the Association.
  - (9) Between State Annual General Meetings, the State Council shall have the power to interpret the Constitution and Regulations of the Association and, when necessary, determine any point on which the Constitution is silent.
  - (10) Except where they are contrary to or inconsistent with any policy previously laid down by the State General Meeting the decisions of the State Council shall be binding on all Members of the Association unless and until countermanded by a resolution of a State General Meeting.
  - (11) The State Council shall meet at least three (3) times in a calendar year, at a place, date and time as may be decided and the quorum shall be one-third (1/3) of the number of Members of the State Council. The Representative shall attend at least half (1/2) the State Council meetings in a year unless his non-attendance is for reasons acceptable to the State Council.
  - (12) The State Council may, on the recommendation of the President, appoint a Council of Advisors to advise the President and State Council on matters pertinent to the industry and the Association. The number of such Advisors shall not exceed six (6) at any one time. Their tenure of office shall be coterminous with that of the State Council that appoints them, unless they are renominated by the succeeding State Council. The Council of Advisors shall meet at least once during its term of office and all meetings of the Council of Advisors shall be chaired by the President or, in his absence, by the Deputy President.

**ARTICLE 13****State Council Members**

- (1) Membership of the State Council shall be constituted as follows:
  - (a) Principal Office-Bearers to be elected triennially at the State Annual General Meeting in accordance with Article 9 :-
    - (i) President
    - (ii) Deputy President
    - (iii) Secretary-General
    - (iv) Treasurer-General
  - (b) Not more than ten (10) State Council Members Without Portfolio, to be elected triennially at the State Annual General Meeting in accordance with Article 9
  - (c) Branch Chairmen as elected by their respective Branches who shall be called the Vice-Presidents of the Associations
  - (d)(i) Assistant Secretary-General to be appointed by the Secretary-General as soon as practicable after his/her election; and
    - (ii) Assistant Treasurer-General to be appointed by the Treasurer-General as soon as practicable after his/her election.

Provided that such appointees shall be either an elected State Council Member or any other person, and provided further that he is a Representative of an Ordinary Member of the Association.
  - (e) The two (2) most recent Past Presidents of the Association, who shall be ex officio Members.
- (2) The Branch Chairmen shall be deemed elected as Vice Presidents during the State Annual General Meeting where the election of State Council Members is held, or upon the election as the Branch Chairmen, whichever is later.
- (3) All Members of the State Council and every officer performing executive function in the Association shall be domiciled in Sarawak and/or having a place of business in Sarawak.
- (4) All the above named Office-Bearers shall be eligible for re-election at the State Annual General Meeting of the Election Year, unless his/her election will result in his holding the same office for more than two (2) full consecutive terms or unless he has resigned from office in the last two (2) terms.
- (5) The duties of the State Council Members are as follows:
  - (a) The President shall act as Chairman at all State General Meetings and all meetings of the State Council.
  - (b) The Deputy President shall deputise for the President in the latter's absence.
  - (c) The Vice Presidents shall assist the President and Deputy President in carrying out all the functions and duties of the President and Deputy President and any of the Vice Presidents shall carry out the functions and duties of the President and Deputy President in the latter's absence.

- (d) The Secretary-General shall, or in his absence the Assistant Secretary-General, keep all state level records except financial records of the Association and shall be responsible for their correctness. He shall keep minutes of all State General Meetings and other State meetings. The duty of the Secretary-General is to organise and supervise the daily activities of the Association and to make decisions affecting its running and its day to day business. He may not however act contrary to the express wishes of the State Council without prior reference to it and shall always remain subordinate to the State Council.
  - (e) The Assistant Secretary-General shall assist the Secretary-General in carrying out all the functions and duties of the Secretary-General.
  - (f) The Treasurer-General shall be in custody of all funds, collect and disburse all monies on behalf of the Association, keep an account of all monetary transactions and shall be responsible for their correctness. He shall not keep more than **Ringgit One Thousand (RM1,000.00)** cash at any time and any money in excess of the sum shall be deposited in the Association's bank account. He may not however act contrary to the express wishes of the State Council without prior reference to it and shall always remain subordinate to the State Council.
  - (g) The Assistant Treasurer-General shall assist the Treasurer-General in carrying out all the functions and duties of the Treasurer-General.
- (6) Any Member of the State Council absenting himself from three (3) meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the State Council.

#### **ARTICLE 14                      Financial Provisions**

- (1) Subject to the provisions of this Constitution, the funds of the Association may be expended for any purpose necessary for the carrying out of its objectives, including expenses of its administration, the payment of salaries, allowances and expenses of its Office-Bearers and paid staff and the audit of its accounts, 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) A budget shall be tabled at the respective Annual General Meetings of the Association and Branch, outlining income and expenses of the respective Association and Branch for the coming financial year.
- (3) The budget, once approved by the respective General Meetings, shall form the basis of all financial transactions of the Association and Branch respectively.
- (4) Notwithstanding that the general power to decide on expenditure and regulation of funds vests in the State Council and Branch Committee respectively, wherever applicable, the State Council and Branch Committee may delegate some or all authority concerning the expenditure and regulation of funds to the Treasurer-General and or Branch Treasurer, subject to such general policy or conditions as may be stipulated.
- (5) No departure from the budget shall be made without the concurrence of the respective General Meetings. Any extraordinary items of expenditure which arise in the year but has not been budgeted for must be approved by either the State Council or the Branch Committee, whichever is applicable.



- (6) Association cheques and other similar instruments shall be signed jointly by the President (or in the absence of the President, the Deputy President) and the Treasurer-General (or in the absence of the Treasurer-General, the Assistant Treasurer-General).
- (7) All Branch cheques shall be signed jointly by the Branch Chairman (or in the absence of the Branch Chairman, the Branch Deputy Chairman) and the Branch Treasurer.
- (8) Notwithstanding the above, the President, Secretary-General and Treasurer-General are jointly empowered to authorise the expenditure of a cumulative sum not exceeding Ringgit Ten Thousand (RM10,000.00) per month from the Association's funds for unbudgeted items for the Association's purposes. The State Council are likewise empowered to authorise the expenditure of a cumulative sum not exceeding Ringgit Fifty Thousand (RM50,000.00) per month.
- (9) The Treasurer-General shall submit a financial report to the State Council at the State Annual General Meeting for the end of each financial year ending 31 December.

#### **ARTICLE 15                      Resignation and Expulsion**

- (1) Any Member who wishes to resign from the Association shall give two (2) weeks' notice in writing to the Secretary-General. Such notice shall, unless otherwise expressed, be deemed to take effect as from the first day of the next month following the receipt thereof. All outstanding dues shall first be settled by the Member.
- (2) A Member shall upon ceasing to be a Member of the Association whether on account of resignation or expulsion, forfeit all rights to and claim upon the Association and its property and funds, but the Member or assign shall continue to be liable for any liabilities and obligations to the Association undertaken or incurred while he was a Member whether liquidated or continuing or whether in respect of himself or some other person.
- (3) A Member who ceases to be a Member by reason of expulsion or resignation may be readmitted as a Member at the absolute discretion of the State Council by a two-thirds (2/3) majority decision and upon such terms and conditions as the State Council deems fit.
- (4) A Member may be suspended and/or expelled from the Association by a majority resolution of the State Council in the event of such Member:-
  - (a) failing to abide by the Constitution of the Association;
  - (b) failing to abide by any reasonable direction of the State Council;
  - (c) committing any act or omission that may bring the Association or its Members into disrepute ; or
  - (d) committing a breach of the Code of Practice of the Association

Provided that before such suspension or expulsion, the State Council shall hold a meeting in which such Member shall be entitled to appear to be heard before a resolution for suspension or expulsion may be passed. Notice of such meeting shall be given to such Member by seven (7) days notice in writing to the last address as provided to the Association of such Member.

**ARTICLE 16****Branch Establishment and Dissolution**

- (1) Subject to the approval of the Registrar of Societies, the State Council may by a majority vote taken at its State Council meeting approve the formation of a Branch wherein there are at least eight (8) Members of the Association. Upon establishment, the State Council may at its sole discretion give a financial grant to the Branch.
- (2) The State Council may dissolve a Branch:-
  - (a) If for a consecutive period of six (6) months the number of Branch Members is below five (5);
  - (b) If the Branch refuses to abide by the Constitution of the Association or the decisions of the State Council or if it is in the opinion of the State Council guilty of conduct detrimental to the Association.
  - (c) If the Branch does not convene its own meetings at least three (3) times in a calendar year, in accordance with the Constitution.
- (3) A decision to dissolve a Branch shall be by a majority vote at a meeting of the State Council, provided that before a decision is taken to dissolve a Branch, on the ground stated in paragraph 2(b) above, the Branch concerned shall be given thirty (30) days' notice and an opportunity to answer the allegations.
- (4) The order of dissolution shall be signed by the Secretary-General. On receipt of such order the Branch shall cease to function except for the purpose of winding up. Any Branch aggrieved by an order of dissolution may, by notice in writing to the Secretary-General within thirty (30) days of its receipt lodge an appeal at the State General Meeting or the State Extraordinary General Meeting as the case may be. Notwithstanding such appeal the order of dissolution shall be operative until set aside, but in such circumstances the State Council may appoint from its Members a caretaker committee to deal with the affairs of the Branch pending the hearing of the appeal.
- (5) In the event of a Branch being closed for the reason stated in Article 16(2)(a) above, the State Council shall transfer the remaining Members to another Branch at the discretion of the State Council and in the event of a Branch being closed for reasons stated in Article 16(2)(b) above, the Members shall cease to be Members of the Association.
- (6) It shall be the responsibility of the Chairman, the Secretary and the Treasurer of such Branch to deliver to the Secretary-General all books, records, money and other property in the possession of the Branch together with a statement of accounts of the Branch from the date of the last submission of accounts to the date of the order of dissolution.
- (7) If the Members of a Branch decide to secede from the Association resulting in the disbandment of the Branch or resulting in failure of the Branch to comply with this Constitution, its Office-Bearers shall forthwith deliver to the Secretary-General all books, records, money and other property of the Association and shall forthwith prepare and deliver to the Secretary-General a statement of accounts as stated in paragraph (6) above.
- (8) Any Office-Bearer or the Committee Member of the Branch Committee absenting himself from three (3) meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Branch Committee and the Branch Chairman with the majority decision of the Branch Committee shall appoint a new Committee Member in his place.
- (9) The geographical area covered by a Branch shall be decided by majority vote at a meeting of the State Council.

**ARTICLE 17                    Branch General Meetings**

- (1) Every Branch Secretary shall convene a Branch Annual General Meeting within thirty (30) days after the receipt of the notice of State Annual General Meeting under Article 8(4).
- (2) Every Member of a Branch of the Association shall have the right to attend, speak and vote at any general meeting of his Branch.
- (3) The Branch Annual General Meeting shall be held not later than thirty (30) days after the receipt of the notice of the State General Meeting and notice of the time, date and place shall be given and copies of the agenda and statement of accounts shall be sent to Members not less than seven (7) days before the meeting.
- (4) The business of the Branch Annual General Meeting shall be:-
  - (a) To receive the Branch Treasurer's Report and the audited accounts of the Branch for the previous year;
  - (b) To elect a Branch Committee during an election year;
  - (c) To appoint Branch auditors for the coming year; and
  - (d) To deal with any other matter that may be put before it.
- (5) A Branch Extraordinary General Meeting shall be convened:-
  - (a) On the instructions of the State Council;
  - (b) Whenever the Branch Committee deems it desirable; or
  - (c) At the request in writing of not less than five (5) Members or 10% of total Membership of the Branch whichever is the higher stating the objects and reasons for such meeting.
- (6) A Branch Extraordinary General Meeting requisitioned by Members shall take place not later than fourteen (14) days from the receipt of such requisition.
- (7) A quorum shall be considered as having been formed if one half (1/2) of the Members of the Branch is personally present or by their representative or proxy at the commencement of the meeting or if the number of the Branch Members personally present is equal to twice the number of the Branch Committee Members whichever is the lesser.

**ARTICLE 18                    Branch Committee**

- (1) The Branch Annual General Meeting during an election year shall elect a Branch Committee consisting of:-
  - (a) Branch Chairman;
  - (b) Branch Deputy Chairman;
  - (c) Branch Secretary;
  - (d) Branch Treasurer;

- (e) Not more than three (3) other Committee Members Without Portfolio; and
  - (f) The most recent past Branch Chairman who shall be an ex-officio Member of the Branch Committee.
- (2) All the Branch Committee Members shall be eligible for re-election at a Branch Annual General Meeting during an election year, unless his/her election will result in his/her holding the same office for more than two (2) full consecutive terms or unless he/she has resigned from office in the last two (2) terms.

PROVIDED that In the case of the offices of the Branch Chairman and the Branch Secretary, if more than two-thirds (2/3) of the Members of the Branch Committee seek and obtain approval of the State Council in writing at least one (1) month before the election at the Branch Annual General Meeting that they wish the incumbent Branch Chairman and/or Branch Secretary to stand for the same post again, the incumbent Branch Chairman and/or Branch Secretary shall then be allowed to hold the same office again for a further term of three (3) years if so elected.

- (3) The duties of the Branch Committee shall be to manage the affairs of the Branch in accordance with the Constitution of the Association and the instructions of the State Council and the General Meeting. In the event of conflict between the instructions of the State Council and Branch General Meeting, the instruction of the State Council shall take precedence.
- (4) The Branch Committee shall meet at least three (3) times in a calendar year, in accordance with this Constitution, at a place, date and time as may be decided by the Branch Chairman, and one-half (1/2) of its Members at the commencement of the meeting shall form a quorum. The Branch Secretary shall forward a copy of the minutes of each meeting to the Secretary-General not later than seven (7) days after the meeting.

#### **ARTICLE 19                      Branch Committee Members**

- (1) The Branch Chairman shall during his term of office preside at all general and committee meetings and shall be responsible for their proper conduct. He shall have a casting vote.
- (2) The Branch Deputy Chairman shall deputise for the Branch Chairman during the latter's absence.
- (3) The Branch Secretary shall conduct the business of the Branch in accordance with the Constitution of the Association 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 papers except the accounts and financial records. He shall attend all meetings and record the proceedings.
- (4) The Branch Treasurer shall be responsible for the finance of the Branch and shall have the same functions as the Treasurer-General as given in Article 13(5)(f) and Article 14, where applicable. He shall keep accounts of all its financial transactions and shall be responsible for their correctness.

#### **ARTICLE 20                      Branch Funds and Accounts**

- (1) All funds accumulated at the state level or the Branches of the Association shall be the common assets of the Association or the Branches, respectively.

- (2) Any income generated by the Branches of the Association through its activities, shall belong in its entirety to the respective Branch as its own funds and is to be managed, budgeted and utilised autonomously by the respective Branches. To this effect, upon accounting for the Branch income, the State Council shall return all Branch funds to their respective Branches.
- (3) All funds from the collection of Membership fees shall be equally divided (50% - 50%) between the Association at the state level and their respective Branches and be distributed thereafter.
- (4) The Treasurer-General of the State Council shall forward to the Branch Treasurers before the 15<sup>th</sup> day of each month the Branch funds, if any.
- (5) The Branch Treasurer shall forward to the Treasurer-General before the 15<sup>th</sup> day of each month a statement of the income and expenditure of the Branch for the preceding month.
- (6) All Branch funds shall be deposited in the name of the Branch in the bank to be approved by the State Council and the account shall be operated jointly by the Branch Chairman (or in the absence of the Branch Chairman, the Branch Deputy Chairman) and the Branch Treasurer.

The Branch Treasurer may hold a petty cash advance not exceeding Ringgit Three Hundred (RM300.00) at any time. No expenditure exceeding Ringgit One Thousand (RM1,000.00) at any time shall be incurred jointly by the Branch Chairman and Branch Treasurer without the prior sanction of the Branch Committee.

- (7) All monies, books and other property of the Association held by any Branch which is being dissolved shall vest in the Association and shall be sent without delay by the Branch Secretary to the Secretary-General together with a statement of accounts as stated in Article 16(6) and (7).

#### **ARTICLE 21                    General Provisions Relating to Branches**

- (1) Any activity held in the Branch shall have the prior sanction of the President of the Association. No activity shall be held if it transgresses any policy laid down by the State Council or at the State General Meeting of the Association.
- (2) Where no special provision has been made in this Constitution for any matter relating to the management of the affairs or any other matters of the Branches of the Association, the relevant Article relating to the management or any other matters of the Association at the state level shall be followed in so far as it is applicable.
- (3) The State General Meeting and the State Council may give instructions to the general meeting or committee of any Branch regarding the management of its affairs.

#### **ARTICLE 22                    Auditors**

- (1) Two (2) persons who shall not be Council Members or Branch Committee Members of the Association shall be appointed by the State General Meeting as Honorary Auditors. They shall hold office for one (1) term only and shall be eligible for re-appointment.

Alternatively, the State General Meeting shall appoint as Auditor, a qualified Accountant (or firm of accountants) who shall not be a Member of the Association. The Auditor thus appointed

shall hold his appointment until he resigns or until his appointment is otherwise terminated by the General Meeting.

- (2) The Auditor/s shall be required to audit the accounts of the Association for the year including the accounts of the Branches and to prepare a report for the State General Meeting. He may also be required by the President to audit the accounts of the Association for any period within their tenure of office at the date and to make a report to the State Council.

**ARTICLE 23                      Properties of the Association**

- (1) All immovable properties of the Association or Branches shall be registered in the name of the Association and all instruments relating to the immovable properties shall be executed by three Office-Bearers for the time being of the Association and sealed with the seal of the Association or Branches.

**ARTICLE 24                      Funds for Special Purposes**

- (1) The Association may set up an Education Fund for the purpose of training, education, research and also acquire or construct a building for such purposes or set up such other funds for such other objects as provided in the Constitution.

**ARTICLE 25                      Patrons**

- (1) The State Council may at its absolute discretion and from time to time appoint or invite for such term or terms or remove, suitable person or persons, to be the Patron - in - Chief or Patrons of the Association.

**ARTICLE 26                      Prohibitions**

- (1) Gambling in any form shall not be allowed in the premises of the Association.
- (2) Neither the Association nor its Members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any trade union activities as defined in the Trade Unions Act 1959.
- (3) The Association shall not hold any lottery whether confined to its Members or not in the name of the Association or its Office-Bearers, Committee or Members unless a license has been obtained from the proper authorities.
- (4) Lucky Draws shall be allowed.

**ARTICLE 27                      Mode of Communication**

- (1) Unless otherwise stated, any notice prescribed in the Constitution may be sent electronically and shall be deemed to be effective.

**ARTICLE 28                      Press Statements**

- (1) No press releases concerning policy matters shall be made without the sanction of the President of the Association.

**ARTICLE 29                      Regulations**

- (1) The State Council and Branch Committee respectively may make such Regulations as may be expedient or necessary for the better carrying out of the provisions of this Constitution.
- (2) Any Regulation made by the State Council and Branch Committee respectively shall not be inconsistent with any Article in the Constitution and shall be made known to members provided that it shall be sufficient notice if the State Council and/or Branch Committee has forwarded the notice to members at their last known address, electronic or otherwise.
- (3) Where the Regulations made by the State Council and Branch Committee create any logistical, procedural or other conflict, the Regulations of the State Council shall take precedence.
- (4) The State Council and Branch Committee respectively may repeal and/or alter all or any of the Regulations subject to Article 29(2) and (3) above.

**ARTICLE 30                      Code of Practice**

- (1) The Association's Code of Practice shall apply to all Members of the Association.

**ARTICLE 31                      Time**

- (1) Where a period of time to perform any act is prescribed in the Constitution, in the event that the final date to do such an act shall fall on a public holiday, state holiday, Saturday and/or Sunday, the final day to perform such an act shall be deemed to be on the next business day unless otherwise stated.

**ARTICLE 32                      Amendments to the Constitution**

- (1) No alteration, addition to or deletion of any Article in this Constitution shall be made except where notice of the proposed amendment has been given to Members at least fourteen (14) days in advance and by a two-thirds (2/3) majority of the State General Meeting and State Council Members and they shall not come into force without the prior sanction of the Registrar of Societies.

**ARTICLE 33                      Transition**

- (1) Upon approval of this Constitution by the Registrar of Societies, the Association's current Council shall be deemed the State Council until a new State Council is elected pursuant to Article 33(3).

- (2) The State Council under Article 33(1) shall be deemed to have served a full term for the purpose of Article 9(8) hereinabove.
- (3) The past Councils prior to this amendment shall be deemed State Councils for the purpose of Article 9(8).
- (4) The Secretary-General shall within six (6) months of receipt of approval by the Registrar of Societies convene a State Extraordinary General Meeting for the election of a new State Council.

**ARTICLE 34                      Dissolution**

- (1) The Association may be voluntarily dissolved by a resolution of not less than two-thirds (2/3) of the total Membership at a State Extraordinary General Meeting of the Association. The quorum shall be two-thirds (2/3) of the total Membership.
- (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 funds shall be disposed of by the State General Meeting.
- (3) Notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days from the date of dissolution.