

**CONSTITUTION OF
PERSATUAN PEMILIK HOTEL MALAYSIA
("THE MALAYSIAN ASSOCIATION OF HOTEL
OWNERS")
(Registration no.: 300)**

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ARTICLE I

1. Name and Registered Address

- (a) The Persatuan shall be called "Persatuan Pemilik Hotel Malaysia" ("The Malaysian Association of Hotel Owners").
- (b) Its registered place of business and for correspondence shall be at Suite 7-3A, Level 7, Heritage House, 33, Jalan Yap Ah Shak, 50300 Kuala Lumpur. The registered place of business shall not be changed without the prior approval of the Registrar of Societies.

ARTICLE II

2. Objects

The objects of the Persatuan shall be :

- (a) To represent the common interests of Hotel Owners and to promote and support the development of their business.
- (b) To promote and foster co-operation between the Hotel Owners.
- (c) To encourage and maintain facilities of high and up-to-date standard and to keep abreast of the changing needs of the tourism industry.
- (d) To promote good relations between the industry and the Government of Malaysia and the general public.
- (e) To make representation on matters affecting members to local authorities, the State Government, the Federal Government and other related organizations within Malaysia.

- (f) To promote and foster affiliation with foreign parties in the hotel and tourism and other related industries for the benefit of members of the Association.
- (g) To ensure co-operation with any party, company, organization or individual, if in the opinion of the Association such co-operation shall facilitate or assist in the fulfillment of the objectives of the Association and to promote and effect the affiliation with any such party, company, organization or individual of the Association.
- (h) To acquire, preserve and provide relevant and up-to-date international and local information relevant to the existing and potential business activities of the industry in Malaysia.
- (i) To promote and encourage the acquisition by Hotel Owners the experience and know-how to operate and manage their own and other facilities.
- (j) To promote and encourage good business ethics, standards and practices in the industry.
- (k) To raise and hold funds and other property for the purposes of the Association with the prior approval of the Registrar of Societies.
- (l) To purchase, lease, hire, take in exchange or otherwise acquire any movable or immovable property and any other rights or privileges necessary or convenient for the use of the Association and to construct, alter and maintain any buildings required for the purposes of the Association.
- (m) To sell, develop, lease, charge, dispose of, invest or otherwise deal with all or any part of the property of the Association.

ARTICLE III

3. Membership and Eligibility

- (a) The number of Members, subject to the eligibility requirements set out below shall be unlimited.

- (b) The membership of the Association shall be open to:
 - (i) Owners of existing Hotels;
 - (ii) Owners of Hotels presently under construction in Malaysia; and
 - (iii) Those connected with the Hotel Industry.
- (c) The Association shall have three (3) classes of Members, namely, Ordinary Members, Associate Members and Honorary Members, who shall have such rights and privileges as provided in these presents.
- (d) Except as provided otherwise, the Rules and Obligations apply to all Ordinary Members, Associate Members and Honorary Members.
- (e) Every application for membership shall be proposed by a member and seconded by one other existing member and shall be forwarded to the Secretary who shall at first convenient opportunity, submit it to the Council members who are in the country for approval by a circular notice in writing or through other modes of communication. The Council may at its discretion reject any application without assigning any reason thereof.
- (f) Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and first annual subscription, be admitted as a member of the Association and shall be entitled to all privileges of membership.

ARTICLE IV

4. Ordinary Members

- (a) The Ordinary Members of the Association shall be the Owners of existing Hotels operating in Malaysia.
- (b) Application for Ordinary Members of the association must be proposed by one Voting Member and seconded by another Voting Member, and must be accompanied by an application setting out full particulars of the Hotels owned by the applicant.

- (c) Election of Ordinary Membership shall be by a simple majority of the Council who shall have the absolute discretion to accept or reject any application for membership of the Association without assigning any reason whatsoever.
- (d) The number of votes held by each Ordinary Member of the Association shall be determined by the aggregate number of rooms in the Hotels owned by such Ordinary Members. The formula used shall be:
 - Category A- Ordinary Members who own Hotel(s) with an aggregate capacity of 1001 rooms and above shall have three (3) votes.
 - Category B- Ordinary Members who own Hotel(s) with an aggregate capacity of between 501 – 1000 rooms shall have two (2) votes.
 - Category C- Ordinary Members who own Hotel(s) with an aggregate capacity of between 101-100 rooms shall have one (1) vote.
- (e) The category of a member shall be subject to change and shall be revised based on the aggregate rooms capacity of a property or properties owned by the member at any particular time.

ARTICLE V

5. Associate Members

- (a) Associate Members of the Association shall be:
 - (i) Owners of Hotels presently under construction
 - (ii) Owners of Hotels with an aggregate capacity of less than 101 rooms; and
 - (iii) those connected with the Hotel Industry.

- (b) The Owners of Hotels presently under construction shall be eligible for Ordinary Membership upon the commencement of operations of their respective Hotels. For the purposes of this Constitution, "commencement of operations" shall mean the date on which the said Hotels shall begin receiving room guests.
- (c) The Council may invite to become an associate member of the association any organization, agency, statutory body, company or person connected with the hotel industry or affiliated to any organization, agency, statutory body, company or person connected with the hotel industry.
- (d) Associate Members shall not hold any office and shall have no voting rights at any meeting of the Association. They shall enjoy all privileges and benefits enjoyed by Ordinary Members except where disclosure of any information is deemed privilege only to ordinary Members.

ARTICLE VI

6. Honorary Members

- (a) Honorary Members of the Association shall be appointed by the Council and may at the sole and absolute discretion of the Council include a representative from the Ministry of International Trade and Industry and the Malaysian Industrial Development Association.
- (b) Honorary Members of the Association shall not hold office and shall have no voting rights at any meeting of the Association.

ARTICLE VII

7. Subscription

- (a) Each Ordinary and Associate Member shall upon becoming a Member of the Association pay an Entrance fee of RM 1,000.00.
- (b) Deleted

- (c) Each Ordinary and Associate Member shall pay to the Association the annual subscription applicable to them in accordance with the following scale:

Ordinary Member:

Category A - RM6,000.00

Category B - RM4,000.00

Category C - RM2,000.00

Associate Member - RM1,000.00

- (d) The subscription is due and to be paid not later than 30th April every calendar year.
- (d)(i) Any payment made after the deadline as prescribed in para 7(d) will be subjected to a late payment penalty charge of 1.5% per month.
- (e) In the case of a new Member the subscription for the first year shall be pro-rated accordingly and the amount due shall be payable within twenty-one (21) days of the date on which the Council notifies the applicant that his application to join the Association as an Ordinary or Associate Member has been approved by the Council.
- (f) Honorary Members are not liable to pay entrance fees or annual subscription.
- (g) The Council shall have the power to amend the subscription and entrance fee requirements as deemed necessary, subject to the prior approval of the Registrar of Societies.
- (h) In addition to the membership fee, the Council may levy special assessments on Members if special events or extraordinary expenditures arise.

ARTICLE VIII

8. Patron

The Council may invite any person to be a patron of the Association.

ARTICLE IX

9. Resignation

- (a) A Member shall cease to be a Member if he gives written notice to the Secretary of his resignation.
- (b) Any notice of communication provided pursuant to Article 9(a) hereof shall be deemed to have been duly served upon and received by the Secretary if it is delivered, given or sent to the registered address of the Association and acknowledged as received by the addressee.
- (c) An ordinary or associate Member whose annual subscription is due and not paid for more than three (3) months after notice of payment is issued to the Ordinary or Associate Member, shall be deemed to have resigned.

ARTICLE X

10. Constitution of the Council

- (a) The governing body of the Association shall be the Council who shall manage the funds and properties of the Association and shall comprise not more than 15 members all of whom shall be elected every 3 years of the Annual General Meeting of the Association save and except that an Honorary Member may be appointed by the elected Council to sit on the Council as an advisor.
- (b) The 15 members of the Council shall be elected among the Ordinary Members on the following basis :
 - (i) Each region shall be entitled to elect one (1) member to represent them. For the purposes of this Constitution, there shall be six (6) regions in Malaysia :

North - consisting of Perlis, Kedah, Penang

Central - consisting of Perak, Selangor

Federal Territory - consisting of FT Kuala Lumpur, FT Putrajaya

South - consisting of Negeri sembilan, Malacca, Johor

East - consisting of Pahang, Terengganu, Kelantan

Sarawak and Sabah including FT Labuan

(ii) Nine (9) members shall be elected from the remaining Ordinary Members.

In the event any Region is unable to fill in the quota for Council Members as prescribed in Article 10(b)(i), the balance shall be elected from the remaining Ordinary Members.

(c) The Council shall be elected as follows:

- (i) 1 President;
- (ii) 3 Vice-Presidents;
- (iii) 1 Secretary;
- (iv) 1 Treasurer; and
- (v) Nine (9) Ordinary Council Members

(d) Names of the above offices shall be proposed and seconded and election will be by a single majority vote of the Members at every alternate Annual General Meeting. All the office bearers except the Treasurer shall be eligible for re-election each term.

All office bearers of the Association and every office performing executive functions in the Association shall be Malaysian Citizens.

(e)(i) A Member who is elected to the Council shall name and/or nominate an appropriate individual from his organization as the owner's representative to the Council. The appointed representative shall act in the interest of the owner and attend the Council meetings as and when they are convened.

(e) The function of the Council is to organize 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 general meeting. The Council may not act contrary to the express wishes of the general meeting without prior reference to it and shall always remain in subordinate to the general meeting. It shall furnish a report each Annual General Meeting on its activities during the previous year.

(f) The Council shall meet at least once every three months, and fourteen (14) days notice of each meeting shall be given to the members. The President acting alone or not less than three of its members acting together may call for a meeting of the Council to be held at any time. At least one half of the Council members must be present for its proceedings to be valid and to constitute a quorum.

- (g) Where any urgent matter requiring the approval of the Council arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter. The following conditions must be fulfilled before a decision of the Council is deemed so to have been obtained:
- (i) The issue must be clearly set out in the circular and forwarded to all members of the Council.
 - (ii) At least one half of the members of the Council must indicate whether they are in favour or against the proposal, and
 - (iii) The decision must be by a majority vote
- Any decision obtained by circular letters shall be reported by the Secretary at the next Council meeting and recorded in the minutes thereof.
- (h) Any member of the Council who fails to attend three consecutive meetings of the Council without satisfactory explanation shall be deemed to have resigned from the Council.
- (i) In the event of the death or resignation of a member of the Council, the Council shall have the power to co-opt any other member of the Association to fill the vacancy until the next Annual General Meeting.
- (j) The Council shall give instructions to the Secretary and other officers of the conduct of the affairs of the Association. It may appoint such officers and such staff as it deems necessary. It may suspend or dismiss any officers or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Council, or for any other reason which it deems good and sufficient in the interest of the Persatuan (Association).
- (k) Between Annual General Meetings the Council shall interpret the rules of the Association and, when necessary, determine any point on which the rules are silent.
- (l) Except where they are contrary to or inconsistent with the policy previously laid down by the general meeting the decisions of the Council shall be binding on all members of the Association unless and until countermanded by a resolution of a general meeting.

ARTICLE XI

11. Proxies

- (a) At all General Meetings of the Association, members entitled to do so may vote personally or by proxy.
- (b) An instrument appointing a proxy shall be in writing under the hand of the appointer and shall be deposited with the Secretary at the registered address of the Association, not less than forty-eight (48) hours before the time appointed for holding the meeting concerned and in default the instrument of proxy shall not be treated as valid.

ARTICLE XII

12. Duties of Office Bearers

- (a) The President shall during his term of office preside at all general meetings and all meetings of the Council and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Secretary or the Treasurer, sign all cheques on behalf of the Association.
- (b) One of the three (3) Vice-Presidents shall deputise for the President during the latter's absence.
- (c) The Secretary shall conduct the business of the Association in accordance with the rules, and shall carry out the instructions of the general meeting and of the Council. 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 in case of inability to do so due to valid reason(s), he shall assign at the earliest possible time another council member to act in the capacity as the Secretary for that particular meeting, and record all proceedings consisting of details such as time, identity card no., date/place of birth, occupation, name/address of employer and residential address. He shall, in conjunction with the President or the Treasurer, sign all cheques on behalf of the Association.

- (d) The Treasurer shall be responsible for all the financial transactions of the association. He shall keep accounts of all its financial transactions and be responsible for their correctness. He shall, in conjunction with the President or the Secretary, sign all cheques on behalf of the Association.
- (e) The Ordinary Council Members shall carry out such duties as may be directed by the President of the Council.

ARTICLE XIII

13. General Meeting

- (a) The Supreme authority of the association is vested in the general meeting of the members. At least one half of the total voting membership in benefit of the association must be present for its proceedings to be valid and to constitute a quorum.
- (b) If half an hour after the appointed time for the meeting a quorum is not present the meeting shall be postponed to a date (not exceeding fourteen days thereof) to be decided by the Council; and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have power to proceed with the business of the Association or day but they shall not have power to alter the rules of the Association or make decisions affecting the whole membership.
- (c) 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** on a date at a time and place to be decided by the Council. The business of the Annual General Meetings shall be:
 - (i) To receive the Council's report on the working of the Association during the previous year;
 - (ii) To receive the Treasurer's report and the audited accounts of the Association for the previous year;
 - (iii) To elect, every two (2) years, the Council members and to appoint auditors for the ensuing years;
 - (iv) To deal with such other matters as may be put before it.

- (d) The Secretary shall send to all members at least fourteen (14) days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Association for the previous year. Copies of these documents will also be made available at the registered place of business of the Association for the perusal of members.
- (e) An extraordinary general meeting of the association shall be convened:
- (i) whenever the Council deems it desirable; or
 - (ii) at the joint request in writing of not less than twenty (20) Ordinary Members, stating the objects and reasons for such meeting.
- (f) An extraordinary general meeting requisitioned by members shall be convened for a date within thirty (30) days of the receipt of such requisition.
- (g) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen (15) days before the date fixed for the meeting.
- (h) Paragraph 13(a) and (b) of these rules regarding the postponement of an Annual General Meeting shall apply also to an extraordinary meeting, but 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 the Members, the meeting shall be cancelled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date thereof.
- (i) The Secretary shall forward to all Members a copy of the draft minutes of each annual and extraordinary general meeting as soon as possible after its conclusion.
- (j) A notice may be given by the Council to any Member either personally or by sending it by post to him at his registered address, or to the address, if any, not within Malaysia supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

ARTICLE XIV

14. Financial Provisions

- (a) Subject to the following provisions in these rules, the funds of the Association may be expended for any purpose necessary for the carrying out of its objects, including the expenses for 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.
- (b) The Treasurer may hold a petty cash advance not exceeding RM5,000.00 at any one time. All moneys in excess of this sum shall within seven (7) days of receipt be deposited in a bank account approved by the Council. The Bank accounts shall be in the name of the association.
- (c) All cheques or withdrawal notices on the Association's account shall be signed jointly by any two (2) among the President (or in his absence the Vice-President appointed to deputise for the President during the latter's absence), the Secretary and the Treasurer. In the absence of the Secretary or the Treasurer the Council shall appoint one of its members to sign in his place.
- (d) No expenditure exceeding RM5,000.00 at any one time shall be incurred without the prior sanction of the Council, and no expenditure exceeding RM200,000.00 in one month shall be incurred without the prior sanction of a general meeting. Expenditure less than RM5,000.00 may be incurred by the President together with the Secretary or the Treasurer..
- (e) As soon as after the end of each financial year i.e. 31 December, a statement of receipts and payments and a balance sheet for the year shall be prepared and audited by the Auditors appointed under the Rule XV. The audited accounts shall be submitted for the approval of the next general meeting and copies shall be made available at the registered place of business of the Association for the perusal of members.

ARTICLE XV

15. Audit

- (a) Two persons who shall not be office-bearers of the association, shall be appointed by the general meeting as Honorary Auditors. They shall hold office for two (2) years and shall not be reappointed. Either one of the two (2) appointed Honorary Auditors shall be required to verify and sign the Audited accounts.
- (b) The 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 Council.

ARTICLE XVI

16. Borrowing

- (a) The general meeting may authorize the Council or any of its members to borrow money from time to time for the Association for the general upkeep of the Association and for any other expenditure, additions or improvements.
- (b) When borrowing the general meeting may authorize the Council or any of its members to raise in any way any sum or sums of money and to raise and secure the repayment of any sum or sums of money in such manner or on such terms and conditions as the general meeting thinks fit, and in particular by mortgage or charge upon all or any part of the property of the Association.
- (c) The general meeting shall have no power to pledge for or the personal liability or credit of any member of the Association for the repayment of any sum so borrowed.
- (d) The general meeting may authorize the Council to make such dispositions of the Association's property or any part thereof, and enter into and execute such agreements and instruments in relation thereto as the general meeting may deem proper for giving security for such monies and interest payable thereon.

- (e) Any transaction concerning this Article XVI therein shall only be authorized by a resolution requiring at least two thirds (2/3) of the total number of votes held by the voting Members present at a general meeting.

ARTICLE XVII

17. Administration of Property

- (a) Pursuant to Section 9(b) of the Societies Act, 1966, the association shall appoint three (3) officers from the current Council members viz the President, Honorary Secretary and Honorary Treasurer to administer the property of the association. They will serve in this capacity for the duration of their term of office in the Council. They will automatically cease to hold that position when their term of office ceends.
- (b) 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.
- (c) In the event that a post falls vacant, the Council shall have the power to co-opt any other member of the Association to fill the vacancy until the next Annual General Meeting.

ARTICLE XVIII

18. Prohibitions

- (a) None of the following games shall be played in the premises of the Association: Roulette, Lotto, Fan Tan, Poh Peh Bin, Belangkai, Pai Kau, Tan Ngan, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, Ten and a half, all games of dice, bankers' games, all video games and all games of mere chance.
- (b) 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 Union Ordinance, 1959.

- (c) The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office bearers, Councilor or Members.
- (d) No university or university-college student can be allowed to be a members of the Association without the prior written approval from the Vice-Chancellor of the university concerned.

ARTICLE XIX

19. Amendments of Rules

The Rules may not be altered or amended except by resolution of a general meeting. 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.

ARTICLE XX

20. Dissolution

- (a) The Association may be voluntarily dissolved by a resolution at a general meeting.
- (b) 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 in such manner as may be decided upon by a general meeting.
- (c) Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.

ARTICLE XXI

21. (a) Regional Chapters

- (i) The Association shall have the authority to establish Chapters in each Region as prescribed in Article X para 10(b)(i).
- (ii) The Chapters are the sole representatives of the Association in their respective Regions. They are to serve to the best interest of the members in the respective regions and shall at all times adhere to the objectives of the Association.
- (iii) Where a Chapter has not been established in any Region, the Region shall be represented by the elected Council member from the Region as prescribed in Article X para 10(b)(i) who shall be the sole representative of the Association until such time that a Chapter is established.

(b) Formation of Regional Chapters

- (i) The requirements to form a Regional Chapter shall be a minimum of five (5) Ordinary Members in each Region.
- (ii) The initiative to form Regional Chapters may be made by the Association or by request from any Ordinary Member in the Region.
- (iii) All applications to form Regional Chapters must be made through an official application to the Council.
- (iv) The Council shall by a majority vote taken at any Council meeting approve the formation of a Chapter in the Region which makes the application.
- (v) There must only be one (1) Chapter recognized by the Association in each Region.

(c) Objectives of Regional Chapters

The objectives of the Regional Chapter shall be the same and identical to the objectives of the Association as outlined under Article II of the Constitution except that the operation of the Regional Chapter is at the Regional level.

(d) Regional Chapter Committee

- (i) The Chairperson of the Regional Chapter Committee shall be the person elected in accordance to Article X para 10(b)(i) for that Region. The other Committee Members comprising of a Vice-Chairperson, a Secretary, a Treasurer and a minimum of one (1) but not exceeding three (3) other Ordinary Committee Members shall be elected at the Regional Chapter General Meeting.
- (ii) In case where there is no Council Member elected from the Region, the Chairperson shall be elected as the other Committee Member at the Regional General Meeting.

Their roles are as follows:

Chairperson

The Chairperson shall during his/her term of office chair all General and Chapter Committee meetings and shall be responsible for the conduct of these meetings.

Vice-Chairperson

The Vice-Chairperson shall be deputy for the Chairperson in his/her absence.

Secretary

The Secretary shall be responsible for the running and administration of the Chapter in accordance with the Rules of the Association;

The Secretary is also under the duty to carry out all instructions or directives made by the Council or Association or Chapter;

The Secretary must also attend all meetings and record the minutes of the said meetings accordingly;

The Secretary shall also be responsible for all Chapter correspondences, public relations and records of the Chapter.

Treasurer

The Treasurer is responsible for the financial activities of the Chapter;

The Treasurer shall keep account of all income and expenditures of the Chapter and shall be responsible for its accuracy;

The Treasurer must regularly, as may be determined by the Council, update and provide the Council on the Regional Chapter account of income and expenditures.

Ordinary Committee Members

- (i) The Chapter Ordinary Committee Members shall assist the Regional Chapter Committee in the running of the Chapter;
- (ii) The Regional Chapter Committee shall meet at least four times (4) times in a year and the quorum of the said meeting shall be one-half of its members;
- (iii) The Regional Chapter Committee meeting must be chaired by the Chairperson and in his/her absence, the Vice-Chairperson. In the event that both the Chairperson and Vice-Chairperson are absent, the meeting shall be chaired by any one person appointed by the members present;
- (iv) The Chairperson shall inform of all its meetings to the Association and the Association's representative may be present at such meetings upon request or if such need arises;
- (v) The Regional Chapter Committee shall nominate and appoint any one of its Committee members to attend the Council meetings whenever required to do so;
- (vi) In the event the Regional Chapter representative resigns from the Regional Chapter Committee or in default of membership as per Article 9 of the Constitution, the Regional Chapter Committee may nominate any new nominee from the remaining Chapter Committee members as a replacement;
- (vii) In the event of a vacancy in the Regional Chapter Committee, the Chapter Committee shall have full power to appoint a new member amongst the Ordinary Members.

(e) Regional Chapter Annual General Meeting

- (i) The Regional Chapter General Meeting must be held not later than April of each financial year.
- (ii) The election of the office bearers shall be held at every alternate Annual General Meeting of the Regional Chapter and this shall be in the same year of the Association's selection.
- (iii) The Regional Chapter Committee shall issue a notice of the said General Meeting together with the audited accounts of the preceding year, fourteen (14) days before the said meeting stating the date, time, venue and agenda if the meeting.
- (iv) The President of the Association shall be officially invited to the Chapter General Meeting and shall act as an advisor to the proceedings. The President can assign any of the Council Members as his representative to attend the meeting.
- (v) All Ordinary Members of the respective Region are entitled to one (1) vote each.
- (vi) The conduct of business at the Regional Chapter General Meeting is as follows:
 - Election of Committee;
 - Election of Internal Auditors of the Chapter;
 - Approval of the audited accounts and balance sheet of the previous year of the Chapter;
 - Dealings on any matters forwarded in writing to the Committee Secretary forty-eight (48) hours prior to the meeting.
- (vii) The quorum of this meeting shall be at least one-half of the Regional Chapter members.

- (viii) If within half an hour of the time appointed for the meeting the quorum is not established, the meeting shall stand adjourned to the date to be decided by the Ordinary Members present and shall be within fourteen (14) days of the adjourned meeting. A notice of the same shall be given to all members accordingly.
- (ix) If no quorum is established after half an hour of the time appointed for the postponed General Meeting, the members present shall have power to proceed with the business but they shall not have the power to alter the Constitution of the Association or to make any decision affecting the whole membership.
- (x) The minutes and resolutions, if any, of this meeting shall be forwarded by the Secretary to the Council for record and further action within fourteen (14) days after the said meeting.
- (xi) An extraordinary general meeting of the Regional Chapters shall be convened:
 - whenever the Regional Chapter Committee deems it desirable; or
 - at the joint request in writing of not less one half of its Ordinary Members.
- (xii) An extraordinary general meeting requisitioned by members shall be convened within thirty (30) days of the receipt of such requisition.
- (xiii) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen (15) days before the date fixed for the meeting.
- (xiv) Paragraph (e)(vii) and (viii) of these rules regarding the postponement of an Annual General Meeting shall apply also to an extraordinary general meeting, but 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 the Members, the meeting shall be cancelled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date thereof.

- (xv) The Secretary shall forward to all members a copy of the draft minutes of each annual and extraordinary general meeting as soon as possible after its conclusion.
 - (xvi) A notice may be given by the Regional Chapter Committee to any Members either personally or by sending it post to him at his registered address, or to the address, if any, not within Malaysia supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, preparing and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (f) Dissolution of Regional Chapters
- (i) In the event the Ordinary Members of the Region becomes less than its minimum of five (5) members, the Chapter shall automatically be suspended on receipt of an official notice from the Association.
 - (ii) The suspended Regional Chapter shall function only on matters related to the revival of the Chapter and shall have a period of six (6) months from the suspension notice of the Association to revive the Chapter.
 - (iii) After the stipulated period under Para (f)(ii) if the Chapter is still not revived, it is deemed to have been dissolved.
 - (iv) The Council may also dissolve any Regional Chapter if the said Chapter refuses to abide by the rules of the Association or the directive of the Council.
 - (v) The Council may also dissolve any Regional Chapter if in its opinion, the said Chapter has made any decision at any of the Chapter meetings that is detrimental to the Association.
 - (vi) The Council shall officially notify any Chapter of its decision above and the said Chapter within fourteen (14) days from the receipt of the said notification letter may appeal to the Council.

- (vii) The Council, upon receiving the appeal from the Regional Chapter or upon the expiry of the fourteen (14) days stated above, shall review the case and if necessary appoint and name a Tribunal to hear and consider the dissolution of the said Chapter.
- (viii) The said Tribunal shall consist of three (3) members appointed by the Council and areas follows:
- the President or his representative from any of the Council Members who shall chair the Tribunal;
- one (1) representative from any of the Ordinary Members; and
- one (1) representative from any of the Regional Chapters not being dissolved.
- (ix) The Tribunal shall then convene a hearing, whereby a notice to convene the said hearing must be given to the said Chapter not less than forty eight (48) hours from the appointed hearing stating the date, time, venue and the business of the day.
- (x) After hearing and considering all available facts and evidence and representation from the said Chapter, if any, the Tribunal shall make a recommendation to the Council on its findings as to whether to dissolve the said Chapter in question or otherwise.
- (xi) In the event that the said Chapter fails, refuses or neglects to show cause, explain or attend the hearing before the Tribunal, the Tribunal may still make recommendations to the Council accordingly.
- (xii) The Council then shall convene a meeting in which it shall consider the recommendation forwarded by the said Tribunal and thereafter shall vote on the dissolution of the said Chapter or otherwise.
- (xiii) The dissolution shall take effect if a two third (2/3) majority vote is obtained from the quorum of the Council.
- (xiv) The order to dissolve the said Chapter shall be signed by the Secretary. The said order shall be served on the said Chapter via registered post and it shall be deemed to be received by the Chapter once posted.

- (xv) The said Chapter must then cease to operate and functions save for the purpose of winding up.
 - (xvi) The Chairman, Secretary and Treasurer of the said Chapter within fourteen (14) days of receipt of the official letter, are responsible to deliver and surrender to the Secretary of the Association all books, records, monies, assets and other properties of the Chapter including the Statement of Accounts of the said Chapter as at the date of dissolution.
 - (xvii) The Council may appoint a caretaker committee to deal with affairs of the said Chapter pending the cessation of the said Chapter.
 - (xviii) The decision of the Council herein is final.
- (g) General Provisions As To The Regional Chapter
- (i) When no specific provision is made in relation to the Regional Chapter, the rules practised or instructed by the Council must be applied accordingly.
 - (ii) The Council and the Association vide its General Meeting may give instruction or directions to the Regional Chapter on the running of the Regional Chapter.