

**THE CONSTITUTION OF
MALAYSIA-CHINA CHAMBER OF COMMERCE**

CONTENTS

CHAPTER ONE - GENERAL

Article 1.	Name.	1
Article 2.	The Emblem.	1
Article 3.	Registered Address and Principal Place of Business.	2
Article 4.	Objectives of the Association.	2

CHAPTER TWO - MEMBERS

Article 5.	Categories of Membership.	3
Article 6.	Membership Eligibility.	4
Article 7.	Application of Membership.	4
Article 8.	Admission Fees and Annual Subscriptions.	5

CHAPTER THREE - OBLIGATIONS AND RIGHTS

Article 9.	Obligations of Members.	7
Article 10.	Rights of Members.	7
Article 11.	Disciplinary Rules.	8
Article 12.	Withdrawal of Membership.	9

CHAPTER FOUR - ORGANIZATIONAL STRUCTURE

Article 13.	National General Assembly, National Council, National Executive Council and Working Committees.	9
Article 14.	Life Honorary Presidents, Honorary Presidents, Affairs Advisors and Honorary Advisors.	10
Article 15.	State Administrative Branches.	10
Article 16.	Young Entrepreneurs Committee.	11

Article 17.	Women Entrepreneurs Committee	11
Article 18.	Secretariat.	11

CHAPTER FIVE - NATIONAL GENERAL ASSEMBLY

Article 19.	Supreme Authority.	12
Article 20.	National General Assembly	12
Article 21.	Notice of National General Assembly.	13
Article 22.	Extraordinary National General Assembly.	14
Article 23.	National General Assemblies and Rights of Members.	15

CHAPTER SIX - NATIONAL COUNCIL

Article 24.	Functions and Powers of National Council.	17
Article 25.	Composition of the National Council.	17
Article 26.	Eligibility of National Council Members.	17
Article 27.	Tenure of National Council Members.	18
Article 28:	Forming of National Executive Council, Appointment of National Council Members & Powers Transfer, Etc.	18
Article 29.	Disqualification of National Council members and National Executive Council Members.	20
Article 30.	Vacancy in National Council or National Executive Council.	21
Article 31.	Working Committees.	21
Article 32.	National Executive Council.	23
Article 33.	Functions and Duties of National Council Members.	24
Article 34.	National Council Meeting.	27

CHAPTER SEVEN - STATE ADMINISTRATIVE BRANCHES

Article 35.	Establishment of State Administrative Branches.	29
Article 36.	Annual General Assembly of State Administrative	

	Branches.	29
Article 37.	Extraordinary General Assembly of State Administrative Branches.	32
Article 38.	General Assembly of State Administrative Branch and Rights of Members.	34
Article 39.	Eligibility of Council Members of State Administrative Branch.	35
Article 40.	Forming of State Administrative Branch Executive Council & The Appointment of Additional Council Members.	35
Article 41.	Functions and Powers of State Executive Council.	36
Article 42.	State President as National Council Member.	36
Article 43.	Tenure of State Executive Council Members.	37
Article 44.	Transfer of Power of State Council.	37
Article 45.	Disqualification of State Council Membership.	37
Article 46.	Vacancy in State Council or State Executive Council.	37
Article 47.	Financial Affairs of the State Administrative Branches.	38
Article 48.	State Council Meetings	39
Article 49.	General Rules of State Administrative Branch	41
Article 50.	External Matters.	42
Article 51.	Dissolution of State Administrative Branches.	42
Article 52.	Provisions Not Expressly Provided by the State Administrative Branch	43

CHAPTER EIGHT - YOUNG ENTREPRENEURS COMMITTEE

Article 53.	Establishment of Young Entrepreneurs Committee.	45
Article 54.	Eligibility for Membership of Young Entrepreneurs Committee.	45
Article 55.	Annual General Meeting of Young Entrepreneurs Committee.	46

Article 56.	Extraordinary General Meeting of Young Entrepreneurs Committee.	48
Article 57.	Rights of Members at General Meetings	51
Article 58.	Eligibility as Council Members of Young Entrepreneurs Committee.	51
Article 59.	Young Entrepreneurs Committee Council's Office- Bearers and Appointment of Additional Council Members.	52
Article 60.	Functions and Powers of the Young Entrepreneurs Committee Council.	52
Article 61.	Chairman as Council Member of National Council and Young Entrepreneurs Committee Council	53
Article 62.	Tenure of Young Entrepreneurs Committee Council Members.	53
Article 63.	Handing over of Power of Young Entrepreneurs Committee.	54
Article 64.	Disqualification of Young Entrepreneurs Committee Council members.	54
Article 65.	Vacancy in Young Entrepreneurs Committee Council.	55
Article 66.	Financial Affairs of the Young Entrepreneurs Committee.	55
Article 67.	Young Entrepreneurs Committee Council Meetings	56
Article 68.	Restriction on Power Relating To External Matters.	58
Article 69.	Dissolution of the Young Entrepreneurs Committee.	58
Article 70.	Branch's Young Entrepreneurs Committee	60
Article 71.	Provisions Deemed Applicable to the Young Entrepreneurs Committee.	601

CHAPTER NINE - WOMEN ENTREPRENEURS COMMITTEE

Article 72.	Establishment of Women Entrepreneurs Committee	62
-------------	--	----

Article 73.	Eligibility for Membership of Women Entrepreneurs Committee	62
Article 74.	Annual General Meeting of Women Entrepreneurs Committee.	63
Article 75.	Extraordinary General Meeting of Women Entrepreneurs Committee.	65
Article 76.	Rights of Members at General Meetings	68
Article 77.	Eligibility as Council Members of Women Entrepreneurs Committee	68
Article 78.	Women Entrepreneurs Committee Council's Office-Bearers and Appointment of Additional Council Members.	70
Article 79.	Functions and Powers of the Women Entrepreneurs Committee Council	71
Article 80.	Chairperson as Council Member of National Council and Women Entrepreneurs Committee Council .	71
Article 81.	Tenure of Women Entrepreneurs Committee Council Members	71
Article 82.	Handing over of Power of Women Entrepreneurs Committee.	71
Article 83.	Disqualification of Women Entrepreneurs Committee Council members	72
Article 84.	Vacancy in Women Entrepreneurs Committee Council	72
Article 85.	Financial Affairs of the Women Entrepreneurs Committee	73
Article 86.	Women Entrepreneurs Committee Council Meetings	73
Article 87.	Restriction on Power Relating To External Matters.	75
Article 88.	Dissolution of the Women Entrepreneurs Committee	75
Article 89.	Branch's Women Entrepreneurs Committee	77
Article 90.	Provisions Deemed Applicable to the Women Entrepreneurs Committee	78

CHAPTER TEN - FINANCIAL MATTERS

Article 91. Financial Matters.	79
--------------------------------	----

CHAPTER ELEVEN - EXTERNAL AUDITOR

Article 92. External Auditor.	80
-------------------------------	----

CHAPTER TWELVE - VESTING OF IMMOVABLE PROPERTIES

Article 93. Vesting of Immovable Properties.	81
--	----

CHAPTER THIRTEEN - AMENDMENT & INTERPRETATION OF CONSTITUTION

Article 94. Amendment, Etc.	83
Article 95. Interpretation.	83

CHAPTER FOURTEEN - DISSOLUTION

Article 96. Dissolution.	84
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CHAPTER FIFTEEN - SUPPLEMENTARY ARTICLES

Article 97. Notice.	85
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The Constitution Of Malaysia-China Chamber of Commerce

CHAPTER ONE GENERAL

Article 1. Name.

The association shall be known:

in Bahasa Malaysia as DEWAN PERDAGANGAN MALAYSIA-CHINA;

in English as MALAYSIA-CHINA CHAMBER OF COMMERCE;

(hereinafter referred to as “The Association”).

Article 2. The Emblem.

The emblem of the Association is taken from the first main letters of the name “Malaysia-China Chamber of Commerce”:



(1) The blue letter “M” on the right represents “Malaysia”. The red letter “C” on the left represents “China”. Whereas the sky-blue crossing at the bottom of the two letters indicates the close relationship and bilateral trades between the two countries.

(2) The emblem also indicates the wish of the Association to promote Malaysia-China friendship as well as to strengthen the bilateral economic and trade development.

Article 3. Registered Address and Principal Place of Business.

The registered address and principal place of business of the Association shall be at No.8-2, Jalan Metro Pudu, Fraser Business Park, Off Jalan Yew, 55100 Kuala Lumpur, Malaysia (hereinafter referred to as “the Registered Address” or “the Principal Place of Business” or at such place as the National Council may determine from time to time.

Article 4. Objectives of the Association.

- (1) To promote interaction, cooperation and development in trade and other industrial and commercial fields between Malaysia and The People’s Republic of China (hereinafter shall be called “China”;
- (2) To provide members with information pertaining to economic relations, bilateral trade and other industrial and commercial activities between Malaysia and China;
- (3) To provide members with a platform for exchanging information pertaining to industry, commerce, finance and trade, including organizing exhibitions, forums, training sessions or providing investment guides, with a view to fostering and developing mutual business cooperation amongst them;
- (4) To protect and safeguard the legitimate rights and interests of the members and to provide consultation to members where necessary;
- (5) To promote a healthy business culture and to foster a prosperous, harmonious and progressive society.
- (6) To own, purchase or acquire properties suitable for the facilitation of affairs and activities of the Association.

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CHAPTER TWO MEMBERS

Article 5. Categories of Membership.

(1) Membership of the Association shall be divided into three (3) categories:

- (i) Life Member;
- (ii) Ordinary Member; and
- (iii) Associate Life Member.

(2) Subject to having fulfilled all the requirements stipulated in Article 6 herein, any applicant whose application for admission in accordance with Article 7 herein has been duly approved by the National Council (hereinafter referred to as “National Council”), shall become a Life Member (hereinafter referred to as “Life Member”) after settling the admission fee stipulated under Article 8.1 herein.

(3) Subject to having fulfilled all the requirements stipulated in Article 6 herein, any applicant whose application for admission in accordance with Article 7 herein has been duly approved by the National Council, shall become an Ordinary Member (hereinafter referred to as “Ordinary Member” after settling the admission fee stipulated under Article 8.2 herein.

(4) Subject to having fulfilled some of the requisite requirements stipulated in Article 6 herein, any applicant who is willing to abide by this Constitution as amended from time to time and agrees and undertakes to observe all the rules, regulations, by-laws and conditions made hereunder and all resolutions and decisions made by the National General Assembly (hereinafter referred to as “National General Assembly”), National Council and or other competent authorities of the Association, and whose application for admission in accordance with Article 7 herein has been duly approved by the National Council, shall become an Associate Life Member (hereinafter referred to as “Associate Life Member”) after settling the admission fee stipulated under Article 8.1 herein.

(5) Save and except the difference in the admission fee and annual subscription fee payable, all life members and ordinary members shall enjoy the same privileges and bear the same obligations as stipulated under Article 9 herein.

Article 6. Membership Eligibility.

Any registered trade associations, corporations or firms (which expression wherever appearing in this Constitution shall include sole-proprietorships and partnerships) having been duly registered under the relevant law of Malaysia; or any individual having attained the age of twenty-one (21) years who is or was registered as a member of a professional body regulated by legislation in Malaysia and has not been struck off the register or suspended from practice of that professional body for any period of time; and are engaging or intend to engage himself in commercial activities or professional services between Malaysia and China and are willing to abide by the Constitution of the Association as amended from time to time and agrees and undertakes to observe all the rules, regulations, by-laws and conditions made hereunder and all resolutions and decisions made by the National General Assembly, National Council and or other competent authorities of the Association shall be eligible to apply to become a member;

Provided That notwithstanding the aforesaid, the National Council may if deem fit, admit such registered trade associations, corporations, firms or individuals which do not fulfill all of the above stated qualifications as Associate Life Members in accordance with Articles 5(4).

Article 7. Application of Membership.

(1) Any applicant desirous of being admitted as a member of the Association shall complete the prescribed application form duly supported by a nominator and a seconder and submit the same to the secretariat of the Association (hereinafter referred to as “the Secretariat”) for consideration by the National Council.

(2) The Secretariat of the Association shall cause the relevant application to be posted on the notice board of the Association for not less than ten (10) clear

days. Any existing member who wishes to object to the said application shall do so by submitting a notice in writing to the Secretary-General setting out the grounds thereof within the aforesaid period.

(3) An applicant shall become a member of the Association only upon approval by the National Council of his application and upon payment of the relevant entrance fee and annual subscription or the lump sum subscription as provided under Article 8 hereof to the Chamber.

(4) The National Council shall have absolute discretion in rejecting any membership application and shall not be required to assign any reason thereto.

(5) In the case where the applicant is a trade association, a corporation or a firm, the applicant shall nominate a person in the application form to be its authorized representative;

Provided That the representative shall be:-

in the case of a trade association, an office bearer; in the case of a corporation, either a shareholder, director or executive; in the case of a partnership, a partner; or the sole proprietor of a sole proprietorship.

Article 8. Admission Fees and Annual Subscriptions.

The admission fees and annual subscriptions are as follows:

(1) Life Member and Associate Life Member

The admission fee for a Life Member or an Associate Life Member shall be Ringgit Malaysia Three Thousand (RM3,000-00) (excluding government tax). No annual subscription is payable by a Life Member or an Associate Life Member.

(2) Ordinary Member

The admission fee for an Ordinary Member shall be Ringgit Malaysia Five Hundred (RM500-00) (excluding government tax) and an annual

subscription of Ringgit Malaysia Five Hundred (RM500-00) (excluding government tax) shall also be payable on or before the 1st day of April each year. For purpose of this provision, any part of a year shall be deemed as a membership year.

(3) Special Subscription

The Association may resolve at a national general assembly to solicit for special subscriptions for a specific course from the members from time to time.

(4) The National Council subject to Article 94 may amend the amount of admission fees and annual subscription fees payable under this article for the various categories of members,

Provided That the Association shall notify the Registrar of Societies of the changes within fourteen (14) days from the date of such amendments.

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CHAPTER THREE OBLIGATIONS AND RIGHTS

Article 9. Obligations of Members.

All members of the Association shall have the obligations of:-

- (1) Assisting the Association in promoting and realizing its objectives;
- (2) Abiding by the Constitution and any rules, regulations, by laws, orders and directives made thereunder and/or derived therefrom and any resolutions passed by the members in the National General Assembly, the National Council and/or all other competent authorities of the Association from time to time;
- (3) Uphold the interest, reputation and positive image of the Association.

Article 10. Rights of Members.

(1) Only Life Members and Ordinary Members as prescribed herein shall have the rights to nominate, second, vote and be nominated and elected to hold any office for which he is entitled to Provided That no member shall be entitled to exercise any of the above-said rights until the expiry of one (1) year from the date of his admission as a member;

(2) Save and except sub-clause (1) hereof, all categories of members having fulfilled the obligations as stipulated herein shall enjoy the same rights, including:-

- (i) to attend, speak and vote at all meetings which he is entitled to attend, speak and vote;
- (ii) to participate in all the activities organized by the Association for the benefit of the members; and
- (iii) to use all the facilities and resources made available for the use of the members.

Article 11. Disciplinary Rules.

- (1) Under the following circumstances, the National Council shall have absolute discretion to take whatever disciplinary action it deems fit against the member concerned, including expulsion from the Association, suspension of membership or all or part of the rights of the member concerned:
 - (a) When a member refuses or fails to abide by the Constitution and any rules, regulations, by laws, orders and directives made thereunder and/or derived therefrom and any resolutions passed by the members in the National General Assembly, the National Council and/or all other competent authorities of the Association for the time being;
 - (b) When a member by his statement or act causes grave damage or negative impact to the interest or reputation of the Association;

Provided That

- (a) Except in the case of expulsion, in appropriate cases, the National Council shall have the same discretion to resume the rights of the affected member as it deems fit;
- (b) Any decision to expel a member shall be carried out in accordance with the following procedures:-
 - (i) A notice setting out the complaints made against the said member shall be issued to the said member by the Secretary-General after due approval by the National Council requiring the said member to furnish a written explanation within fourteen (14) days from the date of notice;
 - (ii) If no written explanation is given by the said member within the stipulated period or the National Council is of the view that the explanation is unsatisfactory, it may in its absolute discretion issue a show cause notice to the said member requiring the said member to appear before the National Council on such time and date (which shall not be less than fourteen (14) days from the date

of the show cause notice) and at such venue stipulated in the notice to answer to the complaint stated therein and to satisfy the National Council as to the reasons the said member shall not be expelled; and

(iii) If the said member fails to satisfy the National Council by the reasons given or fails to appear at the appointed time and venue, the National Council may by a vote of two-thirds (2/3) majority of the National Council members present and voting in a National Council meeting resolve to expel the member concerned.

(2) Any member other than Life Members and Associate Life Members, who is in arrears of subscription for a period of three (3) years consecutively, shall *ipso facto* cease to be a member of the Association.

Article 12. Withdrawal of Membership.

Any member desirous of withdrawing from membership shall forthwith settle in full any outstanding subscription and /or donations pledged to the Association and shall notify the National Council of his/her intention in writing. No refund shall be made in respect of any entrance fee, annual subscription paid or any donation made in the event of withdrawal of membership.

CHAPTER FOUR ORGANIZATION STRUCTURE

Article 13. National General Assembly, National Council, National Executive Council and Working Committees.

The supreme authority of the Association shall vest in the National General Assembly of the members. While the National General Assembly stands adjourned, the affairs of the Association shall be managed by the National Council. The National Council shall form a National Executive Council as provided in Article 28 herein to execute the business of the Association as it may delegate. The National Council may set up various working committees

and committees for specific portfolio to be chaired by members of the National Executive Council as it may deem necessary.

Article 14. Life Honorary Presidents, Honorary Presidents, Affairs Advisors and Honorary Advisors.

- (1) All retiring presidents (including all past presidents) shall *ipso facto* become Life Honorary President (hereinafter referred to as "Life Honorary President ") of the Association upon his / her retirement from office.
- (2) The National Council may appoint individuals who have made special contributions or rendered meritorious services to the Association to serve as Honorary Presidents, Affairs Advisors or Honorary Advisors respectively (hereinafter referred to as "Honorary Presidents", "Affairs Advisors" or "Honorary Advisors" respectively) for a term equivalent to the unexpired tenure of office of the National Council making the appointments.
- (3) The Life Honorary Presidents, Honorary Presidents, Affairs Advisors and Honorary Advisors may form a Consultative Council to assist and advise the National Council on matters pertaining to the better realization and enhancement of the objectives, activities, development, image and influence of the Association.
- (4) The offices of Life Honorary Presidents, Honorary Presidents, Affairs Advisors and Honorary Advisors are all of an honorary nature. The life honorary presidents, honorary presidents, affairs advisors and honorary advisors may attend all meetings convened by the Association and speak therein Provided That nothing herein shall confer any right on the same to vote in the aforesaid meetings.

Article 15. State Administrative Branches.

The Association may set up state administrative branches (hereinafter referred to as "State Administrative Branch") in each and every state in accordance with Article 35 herein. All administrative branches shall operate within the rules and regulations as provided under the articles in Chapter 7 herein. Such branches shall only be established with the prior approval of the Registrar of Societies.

Article 16. Young Entrepreneurs Committee.

The Association may set up a Young Entrepreneurs Committee (hereinafter referred to as “Young Entrepreneurs Committee”) at its Principal Place Of Business with a view of fostering young leaders to coordinate and assist the National Council in realizing its objectives. The Young Entrepreneurs Committee shall operate within the rules and regulations as provided under the articles in Chapter 8 herein.

Article 17: Women Entrepreneurs Committee

The Association may set up a Women Entrepreneurs Committee (hereinafter referred to as “Women Entrepreneurs Committee”) at its Principal Place Of Business with a view of fostering women leaders to coordinate and assist the National Council in realizing its objectives. The Women Entrepreneurs Committee shall operate within the rules and regulations as provided under the articles in Chapter 9 herein.

Article 18. Secretariat.

In furtherance of the objectives of the Association, the National Council shall establish a Secretariat at the registered office of the Association to assist the National Council in its execution of the business of the Association. The Secretariat shall be headed by an Executive Secretary who shall report to the Secretary-General or such other person(s) as the National Council may from time to time direct and shall be accountable to the National Council.

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CHAPTER FIVE

NATIONAL GENERAL ASSEMBLY

Article 19. Supreme Authority.

The supreme authority of the Association shall be vested in the National General Assembly and all executive functions shall be carried out by the National Council.

Article 20. National General Assembly

- (1) The National General Assembly shall meet at least once annually.
- (2) Two times the number of National Council members shall constitute a quorum for a National General Assembly.
- (3) The annual General Meeting of the National General Assembly shall be held annually at a date after the 31st of December of each year but on or before 30th of June of the ensuing year or such extension of time not exceeding sixty (60) days thereof as the National Council may deem fit, to transact the following businesses:-
 - (a) To consider and approve the minutes of the National General Assembly held in the preceding year;
 - (b) To consider and approve the annual report presented by the Secretary-General of the preceding year ending 31st of December;
 - (c) To consider and approve the annual report and the audited accounts presented by the Treasurer for the preceding year 31st of December;
 - (d) To appoint an Auditor for the ensuing year; and
 - (e) To deliberate and approve, if deemed appropriate, motions and to transact any other businesses for which fourteen (14) days written notice has been given to the Secretary-General before the meeting and

deemed appropriate to be included in the agenda by the National Council; and

- (f) To elect thirty five (35) National Council Members through nomination, seconding and balloting processes in accordance with the election rules stipulated by the National Council from time to time in the National General Assembly triennially.
- (4) In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and re-held on the fourteenth (14) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under Article 21 herein. If the same venue is not available for the adjourned assembly, the same may be held at another appropriate venue Provided That all members shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly.
- (5) The adjourned meeting as provided under sub-clause (4) hereof shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed Provided That no resolution relating to amendment of the Constitution of the Association, dealing and/or encumbering of any real property of the Association shall be passed thereat.

Article 21. Notice of National General Assembly.

The notice calling for the Annual National General Assembly specifying the venue, time and date of the proposed Annual National General Assembly together with the agenda, the annual report and audited financial statement of the Association for the immediate preceding year shall be issued by the President to the members not later than twenty one (21) days before the date of the proposed Annual National General Assembly. In the event for any reasons whatsoever the President shall fail or refuse or neglect to issue the notice for the Annual National General Assembly within the above prescribed time period, then any two (2) from amongst the Deputy President and/or the Nine (9) Vice Presidents,(inclusive of two appointed Vice Presidents), shall be entitled to jointly issue a notice to convene the Annual National General Assembly, in which case the notice for the assembly shall not be less than fourteen (14) days from the date of the proposed Annual National General Assembly.

Article 22. Extraordinary National General Assembly.

- (1) All National General Assemblies other than the Annual National General Assemblies shall be called Extraordinary National General Assemblies (hereinafter referred to as “Extraordinary National General Assembly”).
- (2) An Extraordinary National General Assembly may be held at any time:
 - (a) if the National Council resolve to hold an Extraordinary National General Assembly; or
 - (b) if requisitioned in writing by not less than one-thirds (1/3) of the members of the Association, Provided That
 - (i) a requisition made hereunder shall be lodged with the Secretariat and shall contain the names and signatures of the requisitionists together with agenda and reasons thereto;
 - (ii) the President shall within seven (7) days from the date of delivery of the requisition to the Secretariat issue an appropriate notice of meeting to all members stating the date, time, venue of the assembly together with the agenda and reasons thereto accordingly;
 - (iii) should the notice calling for the Extraordinary National General Assembly not be issued by the President for reason whatsoever within seven (7) days of receipt of the requisition, any three (3) of the named requisitionists may jointly issue the required notice of meeting to the members;
 - (iv) the President shall have the right to preside over any assembly convened under sub-clause (2)(b) hereof, Provided That should he refuse or decline to preside the assembly, the assembly can elect from amongst the members present a member to preside over the assembly; and
 - (v) no Extraordinary National General Assembly requisitioned under sub-clause (2)(b) shall be held thirty (30) days after the date of receipt of the requisition by the Secretariat.

- (3) All Extraordinary National General Assemblies, whether called for by the President or the requisitionists, shall be held at the Association's registered principal place of business.
- (4) Notice of meeting for all Extraordinary National General Assemblies stating the date, time, venue of the assembly together with the agenda and reasons thereto shall be issued to all members, with another set displayed at the notice board at the Association's principal place of business, not less than fourteen (14) days prior to the date of the assembly, Provided That the President may shorten the notice period to not less than seven (7) days if he shall be of the opinion that the requisitioned Extraordinary National General Assembly is one of urgency provided further that any such shortened notice shall be ratified by a resolution at the assembly convened under the notice.
- (5) The quorum for an Extraordinary National General Assembly shall be the same as that required for an Annual National General Assembly as stipulated in Article 20(2) hereof. Notwithstanding anything herein provided, in the case of an Extraordinary National General Assembly being convened upon requisition as hereinbefore provided, the quorum required shall not be less than the number of members requisitioning the assembly. The Extraordinary National General Assembly shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed. Unless otherwise approved by the National Council, no Extraordinary National General Assembly requisitioned for the same matters shall be allowed within six months thereof;
- (6) Unless otherwise specifically provided for by this Constitution, no resolution shall be passed unless a motion is voted in favour by not less than two-thirds (2/3) of the members present and voting.

Article 23. National General Assemblies and Rights of Members.

- (1) Subject to sub-clause (3) herein, in both Annual National General Assemblies and Extraordinary National General Assemblies,
 - (a) the rights of all individual members to attend and vote at the assembly shall only be exercised personally;

- (b) the rights of all trade association, corporate and firm members to attend and vote at the assemblies shall only be exercised by their authorized representatives in accordance with Article 7(5) herein, Provided That in cases where the same shall wish to replace their authorized representatives or appointed representatives/proxies for a specific assembly in the event the authorized representatives shall be unavailable to attend the assembly, the members shall notify the Secretariat of the Association of the changes in writing and duly deliver the same not less than three (3) working days before the assembly, failing which the intended new representatives or proxies shall not have the rights to attend and or vote at the assembly.
- (2) Notwithstanding sub-clause (1) above and irrespective of whether acting for himself/herself as an individual member or as an official representative of or proxy for a trade association, corporation or firm, no one shall be entitled to exercise more than one voting right in an election of the Association.
- (3) Members who have not fully settled all subscriptions due or fulfilled other obligations under Article 8 herein shall have neither voting rights in the Annual National General Assembly and the Extraordinary National General Assembly, nor the right to nominate or second the nomination of any candidate, or be nominated or be elected in any election.

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CHAPTER SIX NATIONAL COUNCIL

Article 24. Functions and Powers of National Council.

The National Council is empowered to manage the affairs, the office and the financial matters of the Association. Subject to the articles of this Constitution and the authority and directions of the National General Assembly, the National Council may exercise all powers, and perform all acts and matters which are not expressly empowered to the National General Assembly under this Constitution Provided That it shall report its activities to the National General Assembly at the earliest opportunity.

Article 25. Composition of the National Council.

There shall be a National Council consisting of:

- (1) Thirty five (35) National Council members elected by the National General Assembly in accordance with the articles of this Constitution;
- (2) The incumbent Presidents of all State Administrative Branches;
- (3) The incumbent Chairman of the Young Entrepreneurs Committee; and
- (4) The incumbent Chairperson of the Women Entrepreneurs Committee; and
- (5) Six (6) additional National Council members appointed in accordance with Article 26(2) and Article 28(2) by the ad hoc National Council consisting of National Council members specified in sub-clauses (1), (2) , (3) and (4) hereof.

Article 26. Eligibility of National Council Members.

- (1) Any member of the Association who fulfills all the relevant requirements stipulated under the Societies Act 1966 and the provisions under this

Constitution for the time being shall be eligible to become a National Council Member.

- (2) No one without the desire of assisting the Association in realising its objectives and rendering meritorious services to the Association shall be appointed as National Council members.

Article 27. Tenure of National Council Members.

Each National Council shall serve for a tenure of not more than three (3) years. In an election year for the Association, all National Council Members shall automatically retire from their positions upon the conclusion of the business of the National General Assembly and before the commencement of the proceedings for the election of a new National Council and any retired National Council Member who is eligible may offer himself/herself for re-election.

Article 28: Forming of National Executive Council, Appointment of National Council Members & Powers Transfer, Etc.

An Ad Hoc National Council consists of the thirty five (35) National Council members elected by the National General Assembly in accordance with the articles of this Constitution, the incumbent Presidents of all the State Administrative Branches, the incumbent Chairman of the Young Entrepreneurs Committee and the incumbent Chairperson of the Women Entrepreneurs Committee shall, within fourteen (14) days after the National General Assembly in which the thirty five (35) National Council members were elected,

- (1) Elect amongst themselves the following office bearers of the National Executive Council (hereinafter referred to as “National Executive Council”):

- One (1) President;
- One (1) Deputy President;
- Seven (7) Vice Presidents;
- One (1) Secretary-General;
- Two (2) Deputy Secretaries-General;
- One (1) Treasurer;
- One (1) Deputy Treasurer; and

One (1) Chairman and One (1) Deputy Chairman for each working committee as stated in Article 31(1) herein whereas General Affairs Committee which have two (2) Deputy Secretaries-General may appoint two (2) Deputy Chairmen.

- (2) The remaining members of the above Council will be known as “National Council Members.”
- (3) The National Council may appoint not more than six (6) additional National Council members and not more than two (2) additional Vice Presidents from the elected or appointed additional National Council members during the unexpired tenure of office of the National Council.
- (4) Appoint two (2) Internal Auditors who are not members of the National Council.
- (5) Complete the process of transfer of powers and handing over ongoing works between the incumbents and the newly elected National Council. The responsibility of all daily affairs of the Association before the completion of the transfer of powers process shall remain with the incumbent National Executive Council members.
- (6) Notwithstanding anything to the contrary, a National Council Member who is not a citizen of Malaysia shall not be eligible to contest and/or hold the position of the President or the Deputy President or the Secretary General or the Treasurer of the Association.

Article 29. Disqualification of National Council Members and National Executive Council Members.

- (1) A person shall *ipso facto* be disqualified from being or remaining as a National Council Member or National Executive Council Member of the Association:
 - (i) If he/she has been convicted of any offence under the Societies Act, 1966; or
 - (ii) If he/she is an undischarged bankrupt; or
 - (iii) if he/she is and has been found or declared to be of unsound mind; or
 - (iv) If he/she ceases to be a member or a duly authorized representative of the members of the Association on whose ticket he/she has been elected; or
 - (v) In the case of a Trade Association Member or a Corporate Member or a firm, if the trade association, company or firm which he/she represents has been wound up or has its registration cancelled under the relevant law; or
 - (vi) If he/she shall, without acceptable reason, fails to attend National Council meetings three times consecutively.
- (2) The National General Assembly may, at the recommendation of the National Council, resolve that a National Council member or National Executive Council member be removed from his/her office if he/she refuses or is unfit to act, or is incapable of acting; or acts in a manner detrimental or adverse to the interests of the Association.

Article 30. Vacancy in National Council or National Executive Council.

- (1) Any vacated office of a National Council member and/or an National Executive Council member occasioned by resignation, death or disqualification shall be filled in the following manner:-

(a) for any vacancy in the National Council, the National Council meeting may appoint any candidate recommended by the President to fill the vacancy;

(b) for a vacancy in the National Executive Council, the National Council may appoint from amongst its members a suitable person to fill the vacancy;

Provided That the person filling the vacancy shall serve only the unexpired term of service of the office vacated as aforesaid.

- (2) The Secretary-General shall submit details of all changes in the National Council or National Executive Council to the Registrar of Societies accordingly.

Article 31. Working Committees.

- (1) The National Council shall set up the following committees:-

- (a) Management Committee;
- (b) Financial Affairs Committee;
- (c) Domestic Commercial Affairs Committee
- (d) Public Relations Committee;
- (e) Business Sectors Committee;
- (f) Digital Economy Committee;
- (g) Legal Affairs Committee;
- (h) Branches Liaison Committee;
- (i) English Speaking Committee;
- (j) International Commercial Affairs Committee.

- (2) The functions and duties of the various committees are as follows:-

- (a) Management Committee

To plan, manage and supervise the operation of the Association and coordinate and oversee generally the activities of the Association;

(b) Financial Affairs Committee

To make financial planning, including but not limited to seeking sponsorship and funding activities and related resources thereto and to manage the funds and finance of the Association;

(c) Domestic Commercial Affairs Committee

To plan ,organize and participate in international trade, industry and commercial development activities within Malaysia;

(d) Public Relations Committee

To act as liaison intermediaries with government ministries and agencies, local authorities and other chambers of commerce and to facilitate and perform any public relation duty for the general benefit of the Association;

(e) Business Sectors Committee

To plan, facilitate and identify the principal activities of various business sectors in order to increase companies' productivity and innovative by increasing business networking and business information sharing;

(f) Digital Economy Committee

To plan and facilitate and promote the use and application of digital economy including but not limited to information technology, innovation amongst the members and others;

(g) Legal Affairs Committee

To study and advise the Association on legal matters related to the activities of the Association and its members. To establish relationship with similar legal committee/entities from similar/other Association internationally or domestic;

(h) Branches Liaison Committee

To encourage and facilitate interaction between Association and the branches;

(i) English Speaking Committee

To facilitate more entrepreneurship and engaging with more non mandarin speaking members , and to facilitate interaction between members for their better understanding and involvement in association activities.

(j) International Commercial Affairs Committee

To plan ,organize and participate in international trade, industry and commercial development activities.

- (3) The Chairmen of the various committees shall convene at least three (3) committee meetings every year, by giving prior notice to the committee members who shall attend the committee meetings personally and no representative thereof shall be allowed in the meetings, and periodically submit work reports to the National Council. Two (2) members of the committee present shall form a quorum for all meetings of the committees.
- (4) The National Council may from time to time establish specific function committees and such other committees as it may deem necessary and appoint a Chairman and a Deputy Chairman to be in charge of each committee so established.

Article 32. National Executive Council.

- (1) The National Executive Council shall be responsible for discussing and planning the directions and activities of the Association and thereafter reporting and or seeking the approval thereto from the National Council members during National Council Meeting. The National Executive Council members shall consist of the following office bearers:
- (a) The President;

- (b) The Deputy President;
 - (c) The seven (7) elected and two (2) appointed Vice Presidents;
 - (d) The Secretary-General;
 - (e) The two (2) Deputy Secretaries-General;
 - (f) The Treasurer;
 - (g) The Deputy Treasurer;
 - (h) The Chairman of the Young Entrepreneurs Committee; and;
 - (i) The Chairperson of the Women Entrepreneurs Committee; and
 - (j) The Chairman and the Deputy Chairman of each working committee as stated in Article 31(1).
- (2) The Secretary-General and the Deputy Secretaries-General shall ex-officio be the Chairman and Deputy Chairman of the General Affairs Committee respectively and the Treasurer and the Deputy Treasurer shall ex-officio be the Chairman and Deputy Chairman of the Financial Planning Committee respectively.
- (3) No person shall serve for more than two (2) consecutive terms as the President or Treasurer of the Association. For the purposes of this sub-clause, any term of office or part thereof served before or after an election shall be deemed as a term.

Article 33. Functions and Duties of National Council Members.

- (1) The President shall:
- (a) Be the official representative of the Association;
 - (b) Lead and supervise the progress of the affairs of the Association;
 - (c) Have the power in the employment and dismissal of any employee of the Association;
 - (d) have the power to sanction expenditure not exceeding Ringgit Malaysia Ten Thousand (RM10,000.00) only at any one time. Any amount exceeding Ringgit Malaysia Ten Thousand (RM10,000.00), but not exceeding Ringgit Malaysia Twenty Thousand (RM20,000.00) shall require the joint approval of the President and the Secretary-General.;

- (e) Preside all National General Assemblies, all National Council and all National Executive Council meetings; and
 - (f) Jointly sign cheques with either the Treasurer or the Deputy Treasurer in accordance with Article 91(2) herein.
- (2) The Deputy President shall:
- (a) Assist the President in attending to the affairs of the Association and shall deputise the President when the latter is absent or on leave of absence.
 - (b) Jointly sign cheques with either the Treasurer or the Deputy Treasurer in accordance with Article 91(2) herein.
- (3) The Vice Presidents shall assist the President and the Deputy President in attending to the affairs of the Association. The President shall appoint a Vice President to deputise the President when the President and the Deputy President are absent or on leave of absence, Provided That the National Council shall be authorized to appoint one of the Vice Presidents to deputise the President in the event that the President and the Deputy President are absent or on leave of absence and are not in a position to appoint a Vice President to deputise him in time.
- (4) The Secretary-General shall:
- (a) Lead the General Affairs Committee in planning, coordinating and executing the activities of the Association in accordance with its general objectives, attend to the affairs of the Association, supervise the employees and the functioning of the Secretariat in their work, and shall keep an updated register of members of the Association, and
 - (b) have the power to sanction expenditure not exceeding Ringgit Malaysia Ten Thousand (RM10,000-00) at any one time. Any amount exceeding Ringgit Malaysia Ten Thousand (RM10,000-00), but not exceeding Ringgit Malaysia Twenty Thousand (RM20,000.00) shall require the joint approval of the Secretary-General and either the President or the Deputy President.

- (5) The Deputy Secretary-General shall assist the Secretary-General in dealing with the affairs of the Association, and shall deputise the Secretary-General during his absence or while he is on leave of absence.
- (6) The Treasurer shall be responsible for:
- (a) The planning and managing of the financial affairs of the Association;
 - (b) Taking charge of the Association's money, title deeds, accounts and submit monthly statements of income and expenditure to the National Council for approval; and prepare an annual balance sheet and financial statements for the approval of the National Council after it has been duly audited by the appointed auditor and presenting the same to the Annual General Assembly for approval;
 - (c) The submission of the Association's audited annual financial statement to the Registrar of Societies in accordance with the requirements set out in the Societies Act 1966;
 - (d) Ensure that all monies received by the Association are timely deposited into an account in the name of the Association with a bank approved by the National Council;
 - (e) Jointly sign cheques with either the President or the Deputy President in accordance with Article 91(2) herein;
 - (f) keeping in his custody not more than Ringgit Malaysia Six Thousand (RM6,000-00) in cash at any time for petty expenses purposes.
- (7) The Deputy Treasurer shall:
- (a) Assist the Treasurer in the performance of his duties and shall deputise the Treasurer during his absence or while he is on leave of absence.
 - (b) Jointly sign cheques with either the President or the Deputy President in accordance with Article 91(2) herein.
- (8) The Chairmen of the various working committees shall:

- (a) Have the power to recommend suitable persons to the National Council as members of the various committees respectively.
 - (b) Lead their respective committees and endeavor to promote and further the objectives of the committees.
- (9) The Deputy Chairmen of the various committees shall assist the Chairmen of the respective committees in performing the functions of the respective committees and shall deputize their respective Chairman when the Chairman is absent or on leave. In the event the Chairman of the respective committee is unable to attend any National Executive Council meeting, the Deputy Chairman shall be entitled to attend on the Chairman's behalf.
- (10) All members of the National Council shall assist the Association in realising its objectives, enhancing its performance and execute the resolutions and directions of the National General Assembly and the National Council.
- (11) The Internal Auditor shall be responsible for auditing the accounts of the Association and ensure that the same are in compliance with the approved rules and regulations.

Article 34. National Council Meeting.

- (1) The President shall convene a National Council Meeting at least once every two (2) months by giving prior written notice to the Council members. The President may call an emergency National Council Meeting at any time as he may deem expedient. The National Council members shall attend the National Council Meetings personally and no representatives thereof shall be allowed in the meeting save and except:
- (a) In the event that the President of the branches is unable to attend the meeting, he/she can assign a representative by writing to the Secretariat of the Association at least three (3) days before the meeting. Notwithstanding the above, the President of the Association can waive the request under extreme urgency; and
 - (b) The representative of the President of the state branches has the right to speak and vote in the National Council Meeting.

- (2) The notice calling the National Council Meeting shall be given not less than seven (7) days prior to the date of the meeting. If a quorum is not present at a National Council Meeting, the meeting shall be adjourned to such time, date and place as may be determined by the President. Half (1/2) of the total number of the National Council members shall form a quorum for a National Council Meeting.
- (3) The National Council Meeting have the power to approve expenditure not exceeding Malaysian Ringgit One Million (RM1,000,000.00) for any single event or transaction.
- (4) The President shall on a joint requisition by not less than ten (10) members of the National Council, proceed to convene an emergency National Council Meeting:
- a. the joint requisition shall state the objectives of the emergency meeting and shall be signed by the requisitionists and delivered to the Secretariat of the Association;
 - b. the President proceed to convene an emergency National Council Meeting as soon as practicable but in any event not later than twenty-one (21) days after the receipt by the Secretariat of the requisition;
 - c. If the President does not within twenty one (21) days after the date of delivery of the requisition proceed to convene a meeting, the requisitionists may themselves convene an emergency meeting at the registered address of the Association. Provided further that not less than three (3) days' notice shall be given in respect of any emergency meeting, any meeting so convened shall not be held after the expiration of thirty (30) days from the date of deposit of the requisition;
 - d. half (1/2) of the number of the Council members present (including not less than ten (10) of the requisitionists) shall form a quorum;
 - e. The meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present at the meeting within thirty (30) minutes from the time appointed.

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CHAPTER SEVEN

STATE ADMINISTRATIVE BRANCHES

Article 35. Establishment of State Administrative Branches.

- (1) The Association may establish in each state in Malaysia a state administrative branch (hereinafter referred to as “State Administrative Branch”) to promote the objectives of the Association.
- (2) A total number of not less than thirty (30) life members in the same State in Malaysia may jointly apply to the National Council to establish a State Administrative Branch, subject to the following conditions:
 - (a) The State Administrative Branch Pro-tem Committee must be set up by the National Council;
 - (b) The Chairman of the State Administrative Branch Pro-tem Committee shall be a member who is either a current National Council Member or who has served for not less than one full term as a National Council Member.
- (3) Subject to the articles of this Constitution and the rules and regulations made by the National General Assembly and the National Council, the ultimate power in a state administrative branch is vested in the State General Assembly, but all executive functions shall be exercised by the State Council.
- (4) The membership of any member of a State Administrative Branch shall be based on his business address in that State. Provided That in the event he has business addresses in more than one State, he shall be entitled to become a member of one (1) State Administrative Branch only.

Article 36. Annual General Assembly of State Administrative Branches.

- (1) All State Administrative Branches shall convene not less than one General Assembly annually. The state Annual General Assembly (hereinafter

referred to as “State Annual General Assembly”) shall be held not less than one month prior to the date of the National General Assembly.

- (2) The President of a State Administrative Branch shall, not less than twenty-one (21) days prior to the Annual General Assembly, issue a notice in writing stating the date, time and venue of the assembly together with a copy of the agenda and the annual report and audited financial statements of that State Administrative branch to all members of the state administrative branch, and shall cause a set of the same to be displayed on the notice board at the state administrative branch’s principal place of business.

In the event for any reasons whatsoever the President of the State Administrative Branch shall fail or refuse or neglect to issue the notice for the Annual General Assembly, then any two [2] of the office-bearers of the described hereinbelow shall be entitled to jointly issue a notice to convene the said Annual General Assembly, in which case the required minimum duration for the notice shall be not less than fourteen (14) days before the date of the proposed Annual General Assembly. The relevant office-bearers referred to include:-

- [i] the Deputy President;
- (ii) the two (2) Vice-President;
- [iii] the Secretary.

[3] Two times the number of the State Council members or one half of the number of members of the State Administrative Branch of the state concerned, whichever is the lesser, shall form a quorum for the State General Assembly of that state administrative branch.

[4] The Annual General Assembly of the State Administrative Branches shall transact the following businesses:-

- (a) To confirm minutes of the Annual General Assembly of the preceding Annual General Assembly of the State Administrative Branch concerned;

- (b) To consider and approve, if deemed appropriate, the records of activities of the State Administrative Branch concerned for the preceding year;
 - (c) To consider and approve, if deemed appropriate, the financial statements of the State Administrative Branch concerned which shall have first been audited by the Internal Auditor;
 - (d) To deliberate and approve, if deemed appropriate, motions and to transact any other businesses for which fourteen (14) days written notice has been given to the Secretary of the State Administrative Branch concerned before the assembly and deemed appropriate to be included in the agenda by the State Council (hereinafter referred to as "State Council");
 - (e) To deal with all matters relation to the State Administrative Branch, its members and their interests; and
 - (f) To hold an election in accordance with the election rules drawn up by the State Council to elect fifteen (15) members of the State Councils in its first General Assembly and thereafter at the Annual General Assembly of the State Administrative Branch held prior to the National General Assembly in which the National Council members are elected.
- (5) In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and be re-held on the fourteenth (14) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under sub-clause (2) herein. If the same venue is not available for the adjourned assembly, the same may be held at another appropriate venue Provided That all members shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly.

The adjourned meeting as provided under sub-clause (5) hereof shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed. Provided That no resolution relating to the amendment of any of the existing rules and regulations of the State Administrative Branch concerned shall be passed thereat.

Article 37. Extraordinary General Assembly of State Administrative Branches.

- (1) All General Assemblies of the State General Assemblies other than the State Annual General Assemblies shall be called State Extraordinary General Assemblies (hereinafter referred to as “State Extraordinary General Assembly”).
- (2) An Extraordinary Meeting of the State General Assembly may be held at any time:
 - (a) If the State Council resolves to hold an Extraordinary State General Assembly; or
 - (b) If requisitioned in writing by not less than one-third (1/3) of the members of the State Administrative Branch concerned, Provided That,
 - [i] A requisition made hereunder shall be lodged with the Secretariat of the State Administrative Branch concerned and shall contain the names and signatures of the requisitionists together with an agenda and reasons thereto;
 - (ii) The President of the State Administrative Branch concerned shall within seven (7) days from the date of delivery of the requisition to the Secretariat of the State Administrative Branch concerned, issue an appropriate notice of meeting to all members stating the date, time, venue of the assembly together with the agenda and reasons thereto;
 - (iii) Should the notice calling for the Extraordinary General Assembly of a State Administrative Branch not be issued by the President of the State Administrative Branch for whatsoever reason within seven (7) days of receipt of the requisition, any three (3) of the named requisitionists may jointly issue the required notice of meeting to the members;
 - (iv) The President of the State Administrative Branch concerned shall have the right to preside over an assembly convened under sub-

clause (2)(b)(iii), Provided That should he refuse or decline to preside over the assembly, the assembly can elect from amongst the members present a member to preside over the assembly; and

- (v) No Extraordinary General Assembly of the State Administrative Branch requisitioned under sub-clause (2)(b) herein shall be held thirty (30) days after the date of receipt of the requisition by the Secretariat of the State Administrative Branch concerned.
- (3) All Extraordinary General Assemblies, whether called by the President of the State Administrative Branch or by the requisitionists, shall be held at the State Administrative Branch's registered place of business.
- (4) A notice of meeting for all General Assemblies of the State Administrative Branch stating the date, time, venue of the assembly together with the agenda and reasons thereto shall be issued to all members of the State Administrative Branch, with another set displayed at the notice board at the State Administrative Branch's place of business, not less than fourteen (14) days prior to the date of the assembly, Provided That the President of the State Administrative Branch may shorten the notice period to not less than seven (7) days if he shall be of the opinion that the requisitioned extraordinary general assembly is one of urgency provided further that any such shortened notice shall be ratified by a resolution at the assembly convened under the notice.
- (5) The quorum for an Extraordinary General Assembly of a State Administrative Branch shall be the same as that required for an Annual General meeting of the State Administrative Branch as stipulated in Article 36(3) herein. Notwithstanding anything herein provided, in the case of an Extraordinary General Assembly of a State Administrative Branch being convened upon requisition as hereinbefore provided, the quorum required shall not be less than the number of members requisitioning the assembly. The Extraordinary General Assembly shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed. Unless otherwise approved by the State Council of the State Administrative Branch, no Extraordinary General Assembly requisitioned for the same matters shall be allowed within six months thereof;

- (6) Unless otherwise provided under this Constitution, no resolution shall be passed at an Extraordinary General Assembly of a State Administrative Branch unless a motion is voted in favour by not less than two-thirds (2/3) of the members present and voting.

Article 38. General Assembly of State Administrative Branch and Rights of Members.

- (1) In both Annual General Assemblies and Extraordinary General Assemblies of the State Administrative Branch,
 - (a) The rights of all individual members to attend and vote at the assembly shall only be exercised personally;
 - (b) The rights of all trade association, corporate and firm members to attend and vote at the assembly shall only be exercised by its authorized representative in accordance with Article 7(5) herein, Provided That in cases where the same shall wish to replace its authorized representatives or appoint a representative/proxy for the specific assembly in the event the authorized representatives shall be unavailable to attend the assembly, the member shall notify the Secretariat of the Association of the changes in writing, with another copy extended to the Secretary of The State Administrative Branch concerned, not less than three (3) days before the assembly, failing which the intended new representative or proxy shall not have the right to attend and vote at the assembly.
- (2) Members who have not fully settled all subscriptions due or fulfilled other obligations under Article 8 herein shall have neither voting rights at the Annual General Assembly or the Extraordinary General Assembly of a State Administrative Branch, nor the right to nominate, second, or be elected therein.
- (3) In addition to fulfilling all other requirements contained herein this Constitution, the following shall apply in a State Administrative Branch election: -

- (a) All individual members shall exercise their voting rights personally;
- (b) All trade association, corporate and firm members shall exercise their voting right through their legal representatives in accordance with Article 38(1)(b) herein; and
- [c] When a State Administrative Branch holds an election, irrespective whether a person exercises his/her own individual member rights or exercises the rights as an authorised representative or proxy of a trade association or corporate or firm member, he/she shall not be entitled to exercise more than one voting rights in an election at a General Assembly of a State Administrative Branch.

Article 39. Eligibility of Council Members of State Administrative Branch.

- (1) Unless otherwise approved by the Registrar of Societies, no one who is not a Malaysian citizen and fulfils all the requirements stipulated under the Societies Act 1966 for the time being shall become a National Council Member of a State Administrative Branch.
- (2) No one without the desire of assisting the Association in realising its objectives and rendering meritorious services to the Association shall be appointed as an appointed National Council Member of a State Administrative Branch.

Article 40. Forming of State Administrative Branch Executive Council &The Appointment of Additional Council Members.

The State Administrative Council shall within fourteen (14) days from the date of the State General Assembly:

- (1) Elect from amongst its fifteen (15) council members the following office bearers of the State Executive Council (hereinafter referred to as “State Executive Council”):
 - One (1) President;
 - One (1) Deputy President;
 - Two (2) Vice Presidents;
 - One (1) Secretary;

One (1) Deputy Secretary;
One (1) Treasurer;
One (1) Deputy Treasurer;
One (1) Director of Commercial Affairs;
One (1) Deputy Director of Commercial Affairs;
One (1) Director of Public Relations; and
One (1) Deputy Director of Public Relations.

Notwithstanding the foregoing, State Administrative Council may elect among the council members:

- (a) an additional one (1) Vice President when the number of life membership in the State Administrative Branch has reached sixty (60);
or
 - (b) an additional two (2) Vice Presidents when the number of life membership in the State Administrative Branch has reached one hundred (100).
- (2) The remaining members of the above Council will be known as “State Council Members”.
- (2) Appoint not more than four (4) additional State Council members amongst members of the respective State Administrative Branch.
- (3) Appoint one (1) internal auditor from amongst its members.

Article 41. Functions and Powers of State Executive Council.

Subject to the articles of this Constitution and the authorities and directions of the National General Assembly, the National Council and the State General Assembly, the State Executive Council is empowered to manage the affairs, the office and the fund of the State Administrative Branch.

Article 42. State President as National Council Member.

The President of a State Administrative Branch shall, *ipso facto*, become a member of the National Council. Whenever there is a change in the Presidency

at the State Administrative Branch, the succeeding President shall, *ipso facto*, replace the incumbent State President as a member of the National Council.

Article 43. Tenure of State Executive Council Members.

- (1) Each State Council shall serve for a tenure of three (3) years. All State Council members shall resign from their positions upon the conclusion of the election for new State Council members held on the third State Annual General Assembly subsequent to the State Council they are serving on is formed; and are eligible to offer themselves for re-election.
- (2) No person shall serve for more than two (2) consecutive terms as the President or Treasurer of the State Administrative Branch. For the purposes of this sub-clause, any term of office or part thereof served before or after an election shall be deemed as a term.

Article 44. Transfer of Power of State Council.

The State Council of a State Administrative Branch shall forthwith upon the conclusion of election for a new State Executive Council, complete the process of transfer of powers and handing over ongoing works between the incumbents and the newly elected State Council. The responsibility of all daily affairs of the State Administrative Branch before the completion of the transfer of powers process shall remain with the incumbent State Executive Council members.

Article 45. Disqualification of State Council Membership.

- (1) A State Council member shall *ipso facto* be disqualified from being or remaining as a State Council member upon the occurrence of any one of the events stated in Article 29(1) hereof.
- (2) The State General Assembly may, at the recommendation of the State Council and by a two-thirds (2/3) majority of the members present and voting, resolve that a State Council member be removed from his/her office if he/she refuses or is unfit to act, or incapable of acting or acts in such a manner detrimental or adverse to the interests of the Association.

Article 46. Vacancy in State Council or State Executive Council.

(1) Any vacated office of a State Council member and/or a State Executive Council member occasioned by resignation, death or disqualification shall be filled in the following manner:-

(a) For any vacancy in the State Council, the State Council may appoint any candidate recommended by the President of the State Administrative Branch to fill up the vacancy;

(b) For a vacancy in the State Executive Council, the State Council may appoint from amongst its members a suitable person to fill the vacancy,

Provided That the person filling the vacancy shall serve only the unexpired term of service of the office vacated as aforesaid.

(2) The President of the State Administrative Branches shall submit details of all changes in the State Council or State Executive Council to the President of the Association and the Registrar of Societies accordingly.

Article 47. Financial Affairs of the State Administrative Branches.

(1) The Association shall allocate two-thirds (2/3) of the total sum received from admission fees by members of a State Administrative Branch to that State Administrative Branch as operation funds of the latter.

(2) The State Administrative Branch may open its own bank account.

(3) All monies, whether in cash, cheques or other promissory notes, received by the State Administrative Branch shall be deposited into a bank account approved by the State Council in the name of the State Administrative Branch.

(4) All payment vouchers of the State Administrative Branch shall be subject to the approval of the Secretary of State Administrative Branch. All cheques drawn on the account of the State Administrative Branch shall be signed jointly by either the President or the Deputy President of the State Administrative Branch And either the Treasurer or the Deputy Treasurer of the State Administrative Branch.

- (5) The Treasurer of State Administrative Branch may keep in his custody a sum of cash not exceeding Ringgit Malaysia Thousand (RM3,000-00) at any one time for petty expenses.
- (6) The Treasurer of State Administrative Branch shall annually at the end of each financial year ending 31st December prepare an annual balance sheet and financial statements in accordance with approved accounting procedures and standards and submit the same duly audited by the internal auditor to the State Council and the State Council Meeting for approval respectively, with another copy made available at the State Administrative Branch's Principal Place of Business for inspection by the members.
- (7) Save and except sub-clause (1) hereof, all State Administrative Branches shall be financially independent and responsible for their own profits and losses respectively. The State Councils and their members shall be jointly responsible for any financial liabilities which they may incur and shall indemnify and keep indemnified the Association from any legal proceedings, losses and damages respectively.
- (8) All State Administrative Branches shall at all time maintain an up-to-date and full details of their financial status respectively and shall, not less than three (3) months prior to the Annual National General Assembly, submit to the Treasurer of the Association a financial statement of the State Administrative Branch duly audited by its Internal Auditor respectively, for the consideration and approval of the National Council and Annual National General Assembly and to be incorporated into the Association's Statement of account for submission to the appropriate authority in accordance with the relevant laws and regulations accordingly.
- (9) All State Administrative Branches should be responsible for the taxes arising from any gain respectively.

Article 48. State Council Meetings

- (1) The President of a State Administrative Branch shall convene the State Council meeting at least once every three (3) months by giving prior written notice to the Council members. The President of the State Administrative Branch may call an emergency State Council meeting at

any time as he may deem expedient. The State Council members shall attend the State Council meetings personally and no representatives thereof shall be allowed in the meetings.

- (2) The notice calling the State Council meeting shall be given not less than seven (7) days prior to the date of the meeting. If a quorum is not present at a State Council meeting, the meeting shall be adjourned to such time, date and place as may be determined by the President of the State Administrative Branch. Half (1/2) of the total number of the State Council members shall form a quorum for all meetings of the State Council.
- (3) The President of a State Administrative Branch shall on a joint requisition by not less than ten (10) members of the State Council, proceed to convene an emergency State Council meeting as soon as practicable but in any event not later than twenty-one (21) days after the receipt by the Secretariat of the requisition. If the President of the State Administrative Branch does not within twenty-one (21) days after the date of delivery of the requisition proceed to convene a meeting, the requisitionists may themselves convene an emergency meeting at the registered address of the Association, but any meeting so convened shall not be held after the expiration of thirty (30) days from the date of deposit of the requisition.

Provided That any requisition under sub-clause (3) hereof shall state the objective(s) and reason(s) of the emergency meeting and shall be signed by all the requisitionists and delivered to the Secretariat of the Association and provided further that not less than three (3) days' notice shall be given in respect of any emergency meeting and half (1/2) of the number of the Council present (including not less than ten (10) of the requisitionists) shall form a quorum. The meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present at the meeting within thirty (30) minutes from the time appointed.

- (4) The State Administrative Branches shall present the meeting minutes to the Association within one month after every Council meeting/emergency meeting.

Article 49. General Rules of State Administrative Branch

Honorary President & Honorary Advisors of the State Administrative Branches

- (1) All retiring presidents of the State Administrative Branches (including all past presidents) shall *ipso facto* become Honorary President (hereinafter referred to as "Honorary President") of the State Administrative Branch upon his/her retirement from office.
- (2) The State Council may, with the approval of the National Council, appoint any individual who has made special contributions or rendered meritorious services to any State Administrative Branch to serve as an Honorary Advisor (hereinafter referred to as "Honorary Advisor") of that branch for a term equivalent to the unexpired tenure of office of the State Council making the appointments.
- (3) The Honorary President and Honorary Advisors may form a Consultative Council to assist and advise the State Council on matters pertaining to the better realization and enhancement of the objectives, activities, development, image and influence of the Association.
- (4) The offices of Honorary President and Honorary Advisors are all of an honorary nature. The Honorary President and Honorary Advisors may attend all meetings convened by the State Administrative Branches and speak therein Provided That they shall have no right to vote in any of the meetings.
- (5) Any National Council member may propose any suitable person for appointment as an Honorary Advisor. Particulars of such a candidate shall have to be furnished to the National Council for its consideration and approval.
- (6) Any person who has already been appointed as an Honorary Advisor of the Association shall not at the same time be permitted to be appointed by any State Administrative Branch as its Honorary Advisor, save and except in an exceptional or special circumstance, such appointment may be approved at the sole discretion of the National Council.

Article 50. External Matters.

Unless with the prior written approval of the National Council, no State Council shall under any circumstances whatsoever act for and on behalf of or in the name of the Association in executing any documents or making any statements.

Article 51. Dissolution of State Administrative Branches.

The National Council may resolve to dissolve any Administrative Branches under any one of the following circumstances:-

- (1) If it fails or neglects to obey by the articles of this Constitution or any rules or regulations made thereunder or any resolutions of the National General Assembly or the National Council;
- (2) If it shall act, either in action or through public statement, contrary to the general stand or position of the National Council, or in the opinion of the National Council, act in a manner likely to be detrimental to the interests or image of the Association.
- (3) If the number of memberships shall drop below Ten (10) for three (3) months consecutively; or
- (4) The State General Assembly resolves by three-fourth majority to dissolve the State Administrative Branch;

Provided That

- (a) Items (1), (2) & (3) above, the resolution dissolving a State Administrative Branch shall have the support of not less than two-thirds (2/3) of the number of National Council members present and voting, and shall have first completed the following process:-
 - (i) A notice setting out the complaints made against the State Administrative Branch shall be issued to the relevant State Administrative Branch by the President of the Association after due approval by the Council requiring the said member to furnish

a written explanation within fourteen (14) days from the date of notice;

- (ii) If no written explanation is given by the State Administrative Branch concerned said member within the stipulated period or the National Council is of the view that the explanation given to be unsatisfactory, it may in its absolute discretion issue a show cause notice to the relevant State Administrative Branch requiring all State Executive Council members of the same to appear before the National Council on such time and date (which shall not be less than fourteen (14) days from the date of the show cause notice) and at such venue stipulated in the notice to answer to the complaint stated therein and to satisfy the National Council as to the reasons the relevant State Administrative Branch shall not be dissolved; and
 - (iii) If the State Administrative Branch concerned fails to satisfy the National Council by the reasons given or fails to appear at the appointed time and venue, the National Council may by a vote of two-thirds (2/3) majority of the Council members present and voting in a National Council meeting resolve to dissolve the State Administrative Branch concerned.
- (b) The National Council shall have absolute discretion to take over and deal with the relevant State Administrative Branch office and its assets in any manner it may deem fit upon its dissolution; and
 - (c) The National Council shall have absolute discretion, before taking the necessary procedures to dissolve a State Administrative Branch, to request the same to correct or improve on or cease to continue with the matters complained of, and suspend its activities for the time being and or appoint a receiving committee to take over its operations until it is satisfied with the state of affairs of the State Administrative Branch concerned.

Article 52. Provisions Not Expressly Provided by the State Administrative Branch

In the event any matter arises in any State Administrative Branch and there is no express provisions in the rules or regulations of such State Administrative Branch relating to such a matter, then similar or relevant provisions under the Constitution of the Association as apply.

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CHAPTER EIGHT

YOUNG ENTREPRENEURS COMMITTEE

Article 53. Establishment of Young Entrepreneurs Committee.

- (1) The Association may establish a Young Entrepreneurs Committee as one of its administrative branches to promote and achieve the objectives of uniting young entrepreneur members of the Association and/or of the young entrepreneur representatives of all trade association, corporate and firm members of the Association, fostering new young leadership and assisting the Association and the National Council in carrying out activities and achieving their objectives.
- (2) Subject to the Articles of this Constitution, rules and regulations made by the National General Assembly, resolutions of the National Council and the directions of any Young Entrepreneurs Committee's Annual General Meeting or Young Entrepreneurs Committee's Extraordinary General Meeting, the Young Entrepreneurs Committee Council shall have full power, authority and responsibility to perform and discharge all organizational, executive and administrative powers and functions of Young Entrepreneurs Committee.

Article 54. Eligibility for Membership of Young Entrepreneurs Committee.

- (1) All members of the Association, aged between eighteen (18) and forty-five (45), who are willing to abide by this Constitution and all rules and regulations made thereunder and all resolutions made by the National Council and the Young Entrepreneurs Committee Council, including any membership fee or subscription prescribed by Young Entrepreneurs Committee Council from time to time, may apply to become a member of the Young Entrepreneurs Committee. The Young Entrepreneurs Committee Council may approve or reject at its sole discretion any such application without having to assign any reason for its decision. The membership shall take effect from the date of approval by the Young Entrepreneurs Committee Council.

- (2) In addition to the authorized representatives as provided under Article 7(5) of this Constitution, all trade association, corporate and firm members may nominate another two (2) representatives who are eligible under the requirements set out in Article 54(1) hereof to be the members of the Young Entrepreneurs Committee, whose admission however shall also be subject to the prior approval of the Young Entrepreneurs Committee Council.
- (3) No trade association, corporate or firm member may substitute another of its authorised representative for any of its existing two (2) nominated representative in the Young Entrepreneurs Committee pursuant to Article 54(2) herein without having first notified the Association of the change in accordance with the rules set out in Article 23(1)(b) hereof, which substitution shall also be subject to the prior approval of the Young Entrepreneurs Committee Council.

Article 55. Annual General Meeting of Young Entrepreneurs Committee.

- (1) The Young Entrepreneurs Committee shall convene not less than one General Meeting annually which shall be known as the Young Entrepreneurs Committee Annual General Meeting. The Young Entrepreneurs Committee's Annual General Meeting shall be held not later than one (1) month prior to the date of the National General Assembly.
- (2) The Chairman of the Young Entrepreneurs Committee shall, not less than twenty-one (21) days prior to the proposed Young Entrepreneurs Committee's Annual General Meeting, issue a notice in writing stating the date, time and venue of the Young Entrepreneurs Committee's Annual General Meeting together with a copy of the agenda, annual report and audited financial statements for the immediate preceding financial year to all Young Entrepreneurs Committee members, and shall also cause a copy of the above notice to be displayed on the notice board at the Principal Place of Business of the Association.
- (3) In the event for any reasons whatsoever the Chairman of the Young Entrepreneurs Committee shall fail or refuse or neglect to issue the notice for the Young Entrepreneurs Committee's Annual General Meeting, then any two (2) of the office-bearers of the Young Entrepreneurs Committee Council described hereinbelow shall be entitled to jointly issue a notice to convene the said Young Entrepreneurs Committee's Annual General

Meeting, in which case the required minimum duration for the notice shall be not less than fourteen (14) days before the date of the proposed Young Entrepreneurs Committee's Annual General Meeting. The relevant office-bearers referred to include :-

- (i) the Deputy Chairman;
 - (ii) the two (2) Vice-Chairman;
 - (iii) the Secretary General.
- (4) The Young Entrepreneurs Committee's Annual General Meeting shall transact the following businesses:-
- (a) To confirm minutes of the Young Entrepreneurs Committee's Annual General Meeting of the preceding year;
 - (b) To receive the Secretary General's report on the activities of the Young Entrepreneurs Committee during the preceding year;
 - (c) To consider and approve, if deemed appropriate, the financial statements of the Young Entrepreneurs Committee for the preceding year which shall have first been audited by the Internal Auditor of Young Entrepreneurs Committee;
 - (d) To deliberate and approve, if deemed appropriate, motions and to transact any other business for which not less than fourteen (14) days prior written notice has been given to the Secretary of the Young Entrepreneurs Committee before the Young Entrepreneurs Committee's Annual General Meeting and which has/have been deemed appropriate to be included in the agenda by the Young Entrepreneurs Committee Council;
 - [e] To elect nineteen (19) members of the Young Entrepreneurs Committee Council in an election year for the Young Entrepreneurs Committee;
- (5) Twice the number of the members of Young Entrepreneurs Committee Council or one-third(1/3rd) of the total members of the Young Entrepreneurs Committee, as at the date of the Young Entrepreneurs Committee's Annual General Meeting, whichever is the lesser, shall form a quorum for the Young Entrepreneurs Committee's Annual General

Meeting. In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and re-held on the fourteenth (14) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under Article 55(2) herein. If the same venue is not available for the adjourned assembly, the same may be held at another appropriate venue Provided That all members shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly.

- (6) The adjourned meeting shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed Provided That no resolution relating to amendment of the Constitution of the Association, dealing and/or encumbering of any real property of the Association shall be passed thereat.
- (7) The Chairman of the Young Entrepreneurs Committee shall preside over as the chairman of the Young Entrepreneurs Committee's Annual General Meeting. The Deputy Chairman shall preside over as the chairman of the meeting in the event the Chairman of Young Entrepreneurs Committee is absent at the Young Entrepreneurs Committee's Annual General Meeting. In the event both the Chairman and Deputy Chairman are absent, the members present at the meeting shall elect from among themselves a person to preside over as the chairman of the meeting.

Article 56. Extraordinary General Meeting of Young Entrepreneurs Committee.

- (1) Every General Meeting of the Young Entrepreneurs Committee other than the Young Entrepreneurs Committee's Annual General Meeting shall be called Young Entrepreneurs Extraordinary General Meetings.
- (2) A Young Entrepreneurs Committee's Extraordinary General Meeting may be convened at any time:-
 - (a) if the Young Entrepreneurs Committee Council resolves to hold a Young Entrepreneurs Committee's Extraordinary General Meeting; or
 - (b) if requisitioned in writing by not less than one third

(1/3rd) of the total members of the Young Entrepreneurs Committee,
Provided That :-

(i) a requisition shall be ineffective unless it is addressed to the Young Entrepreneurs Committee Council and delivered to the Principal Place of Business of the Association and the requisition shall have to contain the full name and personal signature of all the requisitionists together with the reason(s) and purpose(s) for requisitioning the said meeting. The Young Entrepreneurs Committee Council reserves the full discretion to reject any ineffective requisition;

(ii) The Chairman of the Young Entrepreneurs Committee shall issue a notice to all Young Entrepreneurs Committee members not less than twenty-one (21) days before the proposed Young Entrepreneurs Committee's Extraordinary General Meeting if the same is convened by the Young Entrepreneurs Committee Council.

(iii) If a Young Entrepreneurs Committee's Extraordinary General Meeting is requisitioned by the members, then within seven (7) days of receipt of an effective requisition, the Chairman of the Young Entrepreneurs Committee shall have to issue a notice not less than twenty-one (21) days before the date of the proposed Young Entrepreneurs Committee's Extraordinary General Meeting to convene the meeting and the notice shall state the date, time, venue of the meeting together with the agenda, reason(s) and purpose(s);

[iv] If a notice to convene a requisitioned Young Entrepreneurs Committee's Extraordinary General Meeting is not issued by the Chairman in accordance with Article 56(2)(b)(iii) herein, then any three (3) of the named requisitionists may jointly sign and issue the required notice in which event the Secretary General of the Young Entrepreneurs Committee shall have to give full co-operation and assist the requisitionists to send the said notice and the related documents to the members of the Young Entrepreneurs Committee Provided That the notice by the requisitionists shall not be effective if the same is not issued

within fourteen(14) days after the seven(7) days' period prescribed under Article 56(b)(iii) herein has lapsed;

[v] The Chairman of the Young Entrepreneurs Committee shall preside over as the chairman of the Young Entrepreneurs Committee's Extraordinary General Meeting. The Deputy Chairman shall preside over as the chairman of the meeting in the event the Chairman of Young Entrepreneurs Committee is absent at the Young Entrepreneurs Committee's Extraordinary General Meeting. In the event both the Chairman and Deputy Chairman are absent, the members present at the meeting shall elect from among themselves a person to preside over the chairman of the meeting; and

- (3) Every Young Entrepreneurs Committee's Extraordinary General Meeting shall be held at the Principal Place of Business of the Association unless the same is not available on the proposed Young Entrepreneurs Committee's Extraordinary General Meeting date, in which event, the Young Entrepreneurs Committee Council shall have the discretion to fix another venue for the meeting.
- (4) Notwithstanding Articles 56(2)(b)(ii) & (iii), the Chairman of the Young Entrepreneurs Committee may shorten the notice period to convene the Young Entrepreneurs Committee's Extraordinary General Meeting to not less than seven (7) days if he shall be of the opinion that the proposed or requisitioned Young Entrepreneurs Committee's Extraordinary General Meeting is one of urgency Provided That any such shortened notice shall have to be ratified by a resolution at the commencement of that Young Entrepreneurs Committee's Extraordinary General Meeting.
- (5) The quorum for a Young Entrepreneurs Committee's Extraordinary General Meeting shall be the same as that required for a Young Entrepreneurs Committee's Annual General Meeting as provided in Article 55(5) herein. However, in the case of a YEEAM convened upon the requisition of the members, in addition to fulfilling the requirements under Article 55(5), the total number of members present at the commencement of the Young Entrepreneurs Committee's Extraordinary General Meeting must not be less than the total number of members requisitioning for the said meeting in order to constitute a quorum. The Young Entrepreneurs Committee's Extraordinary General Meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present

within thirty (30) minutes from the time appointed for the commencement of the meeting.

- (6) Unless otherwise approved by the Young Entrepreneurs Committee Council, no further Young Entrepreneurs Committee's Extraordinary General Meeting may be requisitioned for the same or substantially the same matters shall be allowed within six (6) months after an aborted Young Entrepreneurs Committee's Extraordinary General Meeting;

[7] Unless otherwise provided under this Constitution, no resolution shall be passed at a Young Entrepreneurs Committee's Extraordinary General Meeting unless a motion is voted in favour by not less than two-thirds (2/3rd) of the members present and voted at the meeting.

Article 57. Rights of Members at General Meetings

- (1) The rights of the Young Entrepreneurs Committee members to attend and vote at any General Meeting shall only be exercised personally.
- [2] Members who have not fully settled all subscriptions due and other obligations under Article 8 hereof shall have neither attendance nor voting rights at any General Meeting and shall also have no right to nominate, second, or be elected in any election of the Young Entrepreneurs Committee.

Article 58. Eligibility as Council Members of Young Entrepreneurs Committee.

- (1) Subject to Article 57(2) herein, every Young Entrepreneurs Committee member who is not less than twenty-one (21) years old on the date of a General Meeting for the an election of the Young Entrepreneurs Committee Council shall be entitled to participate in the election and if be elected, become a council member of the Young Entrepreneurs Committee Council.
- (2) No one without the desire of assisting the Association and the Young Entrepreneurs Committee in realising its objectives and rendering meritorious services to the Association and the Young Entrepreneurs Committee shall be appointed as an appointed member of the Young Entrepreneurs Committee Council pursuant to Article 59(2) herein.

Article 59. Young Entrepreneurs Committee Council's Office-Bearers and Appointment of Additional Council Members.

- (1) The newly elected Young Entrepreneurs Committee Council members shall within fourteen (14) days from the date of their election convene the first Young Entrepreneurs Committee Council meeting to elect its office-bearers to fill the following executive posts :-

One (1) Chairman;
One (1) Deputy Chairman;
Two (2) Vice-Chairman;
One (1) Secretary General;
One (1) Deputy Secretary General;
One (1) Treasurer;
One (1) Deputy Treasurer.

- (2) The remaining members of the above Council will be known as "Council Members".
- (3) The Young Entrepreneurs Committee Council may appoint four (4) additional Council Members from amongst its members.
- (4) The Young Entrepreneurs Committee Council shall appoint one (1) Internal Auditor from amongst its members at a General Meeting in every election year.

Article 60. Functions and Powers of the Young Entrepreneurs Committee Council.

- (1) Subject to the Articles of this Constitution, rules and regulations made by the National General Assembly, decisions of the National Council and the directions of any General Meeting, the Young Entrepreneurs Committee Council shall have full power, authority and responsibility to perform and discharge all organizational, executive and administrative powers and functions of Young Entrepreneurs Committee.
- (2) The Young Entrepreneurs Committee Council and the State Administrative Branch Committees shall supervise all activities to be organized by the Branch's Young Entrepreneurs Committee. Any such activity shall require

the prior consent of the relevant Administrative Branch Committee. The decision of the Administrative Branch Committee shall be final.

Article 61. Chairman as Council Member of National Council and Young Entrepreneurs Committee Council .

- (1) The Chairman of the Young Entrepreneurs Committee shall ipso facto be a council member of the National Council. Whenever there is a change of the Chairman for the Young Entrepreneurs Committee, the new Chairman of the Young Entrepreneurs Committee shall, ipso facto, become the new council member of the National Council.

[2] Each State Administrative Branch shall be entitled to establish its own state Branch's Young Entrepreneurs Committee. The Chairman of the Branch's Young Entrepreneurs Committee of every state branch shall automatically become a council member of the Young Entrepreneurs Committee Council. All the Chairmen of the states' Branch's Young Entrepreneurs Committee shall be considered as additional council members to the nineteen (19) elected and four (4) appointed council members of the Young Entrepreneurs Committee Council.

Article 62. Tenure of Young Entrepreneurs Committee Council Members.

- (1) Each Young Entrepreneurs Committee Council shall serve a tenure of not more than three (3) years from the date of its election. In an election year for the Young Entrepreneurs Committee, all Young Entrepreneurs Committee Council members shall automatically vacate their office in the Young Entrepreneurs Committee upon completion of the businesses of the General Meeting before the commencement of the proceedings for the election of a new Young Entrepreneurs Committee Council. However, every retired Young Entrepreneurs Committee Council member who is eligible may offer himself/herself for re-election.
- (2) No person shall serve for more than two (2) consecutive terms as the Chairman and Treasurer of the Young Entrepreneurs Committee. For the purposes of this provision, any term of office or part thereof served before or after a Young Entrepreneurs Committee Council election shall be deemed as a term.

- (3) Notwithstanding the age limit stipulated in Article 54(1) herein, once a Young Entrepreneurs Committee member is elected as a Young Entrepreneurs Committee Council member at a General Meeting or is appointed as a member of the Young Entrepreneurs Committee Council, he/she shall have the rights to continue to serve as a member for the full term of that Young Entrepreneurs Committee Council.

Article 63. Handing over of Power of Young Entrepreneurs Committee.

Within seven (7) days following the conclusion of the election of the office-bearers of the new Young Entrepreneurs Committee Council, the Chairman of the immediate preceding Young Entrepreneurs Committee Council shall hand over the power of the Young Entrepreneurs Committee Council and also deliver all documents and records belonging to the Young Entrepreneurs Committee, including all cheques, books of accounts and records, title deeds and other documents to the Chairman of the new Young Entrepreneurs Committee Council. Pending the above handing over of power, the responsibility of administration of all daily affairs of the Young Entrepreneurs Committee shall remain with the immediate preceding Young Entrepreneurs Committee Council members.

Article 64. Disqualification of Young Entrepreneurs Committee Council members.

- (1) A Young Entrepreneurs Committee Council member shall be disqualified from being or remaining as a Young Entrepreneurs Committee Council member upon the occurrence of any one of the events stated in Articles 29(1)(i) to (v) or where he shall without any reason acceptable to the Young Entrepreneurs Committee Council, failed to attend the Young Entrepreneurs Committee Council meetings three (3) times consecutively.
- (2) The General Meeting of Young Entrepreneurs Committee may, upon the recommendation of the Young Entrepreneurs Committee Council and by not less than a two-thirds (2/3rd) majority votes of the members present and voting, pass a resolution to remove a Young Entrepreneurs Committee Council member from his/her office if he/she refuses or is unfit to act, or incapable of acting or has acted in such a manner detrimental or adverse to

the interest or image of the Association or Young Entrepreneurs Committee.

Article 65. Vacancy in Young Entrepreneurs Committee Council.

- (1) Any vacancy of council member or office-bearer's post in the Young Entrepreneurs Committee Council occasioned by resignation, death or disqualification shall be filled in the following manner:-
 - (a) For any vacancy in the Young Entrepreneurs Committee Council, the Young Entrepreneurs Committee Council meeting may appoint any candidate recommended by the Chairman to fill the vacancy;
 - (b) For an office-bearer vacancy, the Young Entrepreneurs Committee Council may appoint from amongst its council members a suitable person to fill the vacancy,

Provided That in either of the above situations, the person filling the vacancy shall serve only the unexpired term of the office vacated as aforesaid.

- (2) The Chairman of the Young Entrepreneurs Committee shall submit details of any changes in the composition of the Young Entrepreneurs Committee Council or its office-bearers to the President of the Association within fourteen (14) days of any such changes.

Article 66. Financial Affairs of the Young Entrepreneurs Committee.

- (1) The Treasurer of the Young Entrepreneurs Committee shall be responsible for the proper management of the financial affairs of the Young Entrepreneurs Committee.
- (2) All expenditures of the Young Entrepreneurs Committee shall have to be approved by the Chairman together with either the Secretary General or Treasurer of the Young Entrepreneurs Committee, but any payment by cheque or vide any electronic method shall be issued or authorized or managed solely by the appropriate office-bearers of the National Council of the Association.

- (3) The Treasurer shall always maintain a petty cash of not exceeding Ringgit Malaysia Two Thousand Only (RM2,000.00) All other money, including cash and cheques received must be deposited into a bank account approved by the Young Entrepreneurs Committee Council but operated in the name of the Association which account is to be used solely for the functioning of the Young Entrepreneurs Committee.

Article 67. Young Entrepreneurs Committee Council Meetings

- (1) The Chairman of the Young Entrepreneurs Committee Council shall convene a Young Entrepreneurs Committee Council meeting at least once in every two (2) months by giving prior written notice to the council members. The Chairman may also call an emergency Young Entrepreneurs Committee Council meeting at any time as he may deem expedient. The Young Entrepreneurs Committee Council members shall attend the meeting personally and no representative shall be allowed in the meeting save and except:-
 - (a) In the event that the Chairman of a Branch's Young Entrepreneurs Committee is unable to attend the meeting, he/she can appoint a representative and serve upon the Secretary General of the Young Entrepreneurs Committee Council a written notice of such an appointment not later than three (3) days before the date of the meeting, Provided That the Chairman of the Young Entrepreneurs Committee Council may at his/her sole discretion waive the above notice requirement in case of an extreme urgency circumstance; and
 - (b) The representative of the Chairman of a Branch's Young Entrepreneurs Committee shall have the right to speak and vote in the Young Entrepreneurs Committee Council meeting.
- (2) Subject to the provision in Article 67 (3) herein, a notice calling a Young Entrepreneurs Committee Council meeting shall be given not less than seven (7) days prior to the date of the meeting. Half (1/2) of the total number of the Young Entrepreneurs Committee Council members shall form a quorum for every Young Entrepreneurs Committee Council meeting. If a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the meeting shall be deemed aborted Provided That the Chairman of the Young Entrepreneurs

Committee Council may at any time thereafter call for another Young Entrepreneurs Committee Council meeting if he deems fit.

- (3) The Chairman of the Young Entrepreneurs Committee Council shall within twenty-one (21) days of receipt of a joint requisition by not less than ten (10) members of the Young Entrepreneurs Committee Council, proceed to give a notice of not less than seven (7) days, to convene an emergency Young Entrepreneurs Committee Council meeting Provided That the requisition must be addressed to the Chairman of the Young Entrepreneurs Committee Council, and shall have to be signed by all the requisitionists and state the objective(s) and reason(s) for convening the emergency meeting and the same shall be delivered to the Secretariat of the Association.
- (4) In the event the Chairman of the Young Entrepreneurs Committee Council does not proceed to convene a meeting in accordance with Article 67(3) herein, the requisitionists may themselves jointly convene an emergency meeting Provided That not less than three (3) days' notice for such a meeting shall be given to the Young Entrepreneurs Committee Council members by the requisitionists and the venue of the meeting shall be the Principal Place of Business of the Association
- [5] Half (1/2) of the number of the members of the present (who must include not less than ten (10) of the requisitionists), shall form a quorum. The meeting shall be aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed for the commencement of the meeting.
- (6) The Young Entrepreneurs Committee Council shall submit a copy of the minutes of every meeting, duly signed by the Chairman of the Young Entrepreneurs Committee Council, to the National Council within thirty (30) days after every meeting.
- (7) The Branch's Young Entrepreneurs Committee of each branch is be required to submit the minutes of the its meeting to the Young Entrepreneurs Committee Council within five (5) days after each emergency meeting and within thirty (30) days after each of its normal committee meeting.

Article 68. Restriction on Power Relating To External Matters.

Save as provided under this Constitution and/or with the prior written approval of the National Council, neither the the Young Entrepreneurs Committee nor the Branch's Young Entrepreneurs Committee shall have any power or authority to represent or act on behalf of the National Council or the Association in any external matters relating to or affecting the Association, including executing any document or making any statement in the name of the National Council or the Association.

Article 69. Dissolution of the Young Entrepreneurs Committee.

The Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee(whichever is applicable), may be dissolved in any of the circumstances :-

- (1) The Young Entrepreneurs Committee members have resolved by a three-fourth (3/4th) majority votes at a General Meeting to dissolve the Young Entrepreneurs Committee or the Branch's Young Entrepreneurs Committee concerned;
- (2) The National Council may resolve to dissolve the Young Entrepreneurs Committee or the Branch's Young Entrepreneurs Committee concerned under any one of the following circumstances:
 - [i] If it fails or neglects to obey by the articles of this Constitution or any rules or regulations made thereunder or any resolutions of the National General Assembly or the National Council;
 - [ii] If it shall act, either in action or through public statement, contrary to the general stand or position of the National Council, or in the opinion of the National Council, act in a manner likely to be detrimental to the interests or image of the Association.
 - [iii] If the number of memberships shall drop below Ten (10) for three (3) months consecutively;

Provided That

(a) Items (i), (ii) & (iii) above, the resolution dissolving a Young Entrepreneurs Committee or the Branch's Young Entrepreneurs Committee shall have the support of not less than two-thirds (2/3) of the number of National Council members present and voting, and shall have first completed the following process:-

[i] A notice setting out the complaints made against the Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee shall be issued to the Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee by the President of the Association after due approval by the Council requiring the said member to furnish a written explanation within fourteen (14) days from the date of notice;

[ii] If no written explanation is given by the Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee concerned said member within the stipulated period or the National Council is of the view that the explanation given to be unsatisfactory, it may in its absolute discretion issue a show cause notice to the Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee requiring all Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee office-bearers of the same to appear before the National Council on such time and date (which shall not be less than fourteen (14) days from the date of the show cause notice) and at such venue stipulated in the notice to answer to the complaint stated therein and to satisfy the National Council as to the reasons the Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee shall not be dissolved; and

[iii] If the Young Entrepreneurs Committee or the Branch's Young Entrepreneurs Committee concerned fails to satisfy the National Council by the reasons given or fails to appear at the appointed time and venue, the National Council may by a vote of two-thirds (2/3) majority of the Council members present and voting in a National Council meeting resolve to dissolve the Young Entrepreneurs Committee or Branch's Young Entrepreneurs Committee concerned.

(b) The National Council shall have absolute discretion to take over and deal with the Young Entrepreneurs Committee or the Branch's Young

Entrepreneurs Committee office and its assets in any manner it may deem fit upon its dissolution; and

- (c) The National Council shall have absolute discretion, before taking the necessary procedures to dissolve the Young Entrepreneurs Committee or the Branch's Young Entrepreneurs Committee to request the same to correct or improve on or cease to continue with the matters complained of, and suspend its activities for the time being and or appoint a receiving committee to take over its operations until it is satisfied with the state of affairs of the Young Entrepreneurs Committee or the Branch's Young Entrepreneurs Committee concerned.

Article 70. Branch's Young Entrepreneurs Committee

(1) A Branch's Young Entrepreneurs Committee may only be established after fulfilling the following criteria:-

- (a) has at least 20 qualified members in compliance with Article 54;

- (b) has been approved in writing by the Young Entrepreneurs Committee and the relevant State Administrative Branch's Committee;

(2) Under any of the following circumstances, the Young Entrepreneurs Committee Council may propose to the State Administrative branch concerned to freeze the activities of its Branch's Young Entrepreneurs Committee for a period of three (3) to six (6) months:-

- [a] the activities of the Branch's Young Entrepreneurs Committee are conducted without complying with the Articles of this Constitution, resolutions or directions of the National Council and/or the Young Entrepreneurs Committee; or

- [b] Any conduct and/or action of the Branch's Young Entrepreneurs Committee is detrimental to the interest or image of the Association or National Council or the Young Entrepreneurs Committee.

Article 71. Provisions Deemed Applicable to the Young Entrepreneurs Committee

In the event any matter arises relating to the management, operation or functioning of the Young Entrepreneurs Committee and there is no express provision in this Constitution or the rules or regulations of the Young Entrepreneurs Committee relating to such a matter, then any similar or relevant provision under this Constitution which is applicable to the Association and/or the National Council shall be deemed incorporated to the rules and regulations of the Young Entrepreneurs Committee and shall be used and followed by the Young Entrepreneurs Committee, Young Entrepreneurs Committee Council or Branch's Young Entrepreneurs Committee accordingly.

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CHAPTER NINE

WOMEN ENTREPRENEURS COMMITTEE

Article 72. Establishment of Women Entrepreneurs Committee

- [1] The Association may establish a Women Entrepreneurs Committee as one of its administrative branches to promote and achieve the objectives of uniting women entrepreneur members of the Association and/or of the women entrepreneur representatives of all trade association, corporate and firm members of the Association, fostering new young leadership and assisting the Association and the National Council in carrying out activities a n d a c h i e v i n g t h e i r objectives.
- [2] Subject to the Articles of this Constitution, rules and regulations made by the National General Assembly, resolutions of the National Council and the directions of any Women Entrepreneurs Committee's Annual General Meeting or Women Entrepreneurs Committee's Extraordinary General Meeting, the Women Entrepreneurs Committee Council shall have full power, authority and responsibility to perform and discharge all organizational, executive and administrative powers and functions of Women Entrepreneurs Committee.

Article 73. Eligibility for Membership of Women Entrepreneurs Committee.

- (1) All members of the Association, aged between twenty-one (21) and above, who are willing to abide by this Constitution and all rules and regulations made thereunder and all resolutions made by the National Council and the Women Entrepreneurs Committee Council, including any membership fee or subscription prescribed by Women Entrepreneurs Committee Council from time to time, may apply to become a member of the Women Entrepreneurs Committee. The Women Entrepreneurs Committee Council may approve or reject at its sole discretion any such application without

having to assign any reason for its decision. The membership shall take effect from the date of approval by the Women Entrepreneurs Committee Council;

(2) In addition to the authorized representatives as provided under Article 7(5) of this Constitution, all trade association, corporate and firm members may nominate another two (2) representatives who are eligible under the requirements set out in Article 73(1) hereof to be the members of the Women Entrepreneurs Committee, whose admission however shall also be subject to the prior approval of the Women Entrepreneurs Committee Council;

(3) No trade association, corporate or firm member may substitute another of its authorised representative for any of its existing two (2) nominated representative in the Women Entrepreneurs Committee pursuant to Article 73(2) herein without having first notified the Association of the change in accordance with the rules set out in Article 23(1)(b) hereof, which substitution shall also be subject to the prior approval of the Women Entrepreneurs Committee Council.

Article 74. Annual General Meeting of Women Entrepreneurs Committee.

(1) The Women Entrepreneurs Committee shall convene not less than one General Meeting annually which shall be known as the Women Entrepreneurs Committee Annual General Meeting. The Women Entrepreneurs Committee's Annual General Meeting shall be held not later than one (1) month prior to the date of the National General Assembly.

(2) The Chairperson of the Women Entrepreneurs Committee shall, not less than twenty-one (21) days prior to the proposed Women Entrepreneurs Committee's Annual General Meeting, issue a notice in writing stating the date, time and venue of the Women Entrepreneurs Committee's Annual General Meeting together with a copy of the agenda, annual report and audited financial statements for the immediate preceding financial year to all Women Entrepreneurs Committee members, and shall also cause a copy of the above notice to be displayed on the notice board at the Principal Place of Business of the Association.

(3) In the event for any reasons whatsoever the Chairperson of the Women Entrepreneurs Committee shall fail or refuse or neglect to issue the notice for the Women Entrepreneurs Committee's Annual General Meeting, then any two (2) of the office-bearers of the Women Entrepreneurs Committee Council described hereinbelow shall be entitled to jointly issue a notice to convene the said Women Entrepreneurs Committee's Annual General Meeting, in which case the required minimum duration for the notice shall be not less than fourteen (14) days before the date of the proposed Women Entrepreneurs Committee's Annual General Meeting. The relevant office-bearers referred to include :-

- (i) the Deputy Chairperson;
- (ii) the Vice-Chairperson;
- (iii) the Secretary General.

(4) The Women Entrepreneurs Committee's Annual General Meeting shall transact the following businesses :-

(a) To confirm minutes of the Women Entrepreneurs Committee's Annual General Meeting of the preceding year;

(b) To receive the Secretary General's report on the activities of the Women Entrepreneurs Committee during the preceding year;

(c) To consider and approve, if deemed appropriate, the financial statements of the Women Entrepreneurs Committee for the preceding year which shall have first been audited by the Internal Auditor of Women Entrepreneurs Committee;

[d] To deliberate and approve, if deemed appropriate, motions and to transact any other business for which not less than fourteen (14) days prior written notice has been given to the Secretary General of the Women Entrepreneurs Committee before the Women Entrepreneurs Committee's Annual General Meeting and which has/have been deemed appropriate to be included in the agenda by the Women Entrepreneurs Committee Council;

(e) To elect nineteen (19) members of the Women

Entrepreneurs Committee Council in an election year for the Women Entrepreneurs Committee;

- (5) Twice the number of the members of Women Entrepreneurs Committee Council or one-third(1/3rd) of the total members of the Women Entrepreneurs Committee, as at the date of the Women Entrepreneurs Committee's Annual General Meeting, whichever is the lesser, shall form a quorum for the Women Entrepreneurs Committee's Annual General Meeting. In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and re-held on the fourteenth (14) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under Article 74(2) herein. If the same venue is not available for the adjourned assembly, the same may be held at another appropriate venue Provided That all members shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly.
- (6) The adjourned meeting shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed Provided That no resolution relating to amendment of the Constitution of the Association, dealing and/or encumbering of any real property of the Association shall be passed thereat.

[7] The Chairperson of the Women Entrepreneurs Committee shall preside over as the chairperson of the Women Entrepreneurs Committee's Annual General Meeting. The Deputy Chairperson shall preside over as the chairperson of the meeting in the event the Chairperson of Women Entrepreneurs Committee is absent at the Women Entrepreneurs Committee's Annual General Meeting. In the event both the Chairperson and Deputy Chairperson are absent, the members present at the meeting shall elect from among themselves a person to preside over as the chairperson of the meeting.

Article 75. Extraordinary General Meeting of Women Entrepreneurs Committee.

- (1) Every General Meeting of the Women Entrepreneurs Committee other than the Women Entrepreneurs Committee's Annual General Meeting shall be called Women Entrepreneurs Extraordinary General Meetings.

(2) A Women Entrepreneurs Committee's Extraordinary General Meeting may be convened at any time:-

[a] if the Women Entrepreneurs Committee Council resolves to hold a Women Entrepreneurs Committee's Extraordinary General Meeting; or

[b] if requisitioned in writing by not less than one third(1/3rd)of the total members of the Women Entrepreneurs Committee, Provided That :-

[i] a requisition shall be ineffective unless it is addressed to the Women Entrepreneurs Committee Council and delivered to the Principal Place of Business of the Association and the requisition shall have to contain the full name and personal signature of all the requisitionists together with the reason(s) and purpose(s) for requisitioning the said meeting. The Women Entrepreneurs Committee Council reserves the full discretion to reject any ineffective requisition;

[ii]The Chairperson of the Women Entrepreneurs Committee shall issue a notice to all Women Entrepreneurs Committee members not less than twenty-one (21) days before the proposed Women Entrepreneurs Committee's Extraordinary General Meeting if the same is convened by the Women Entrepreneurs Committee Council.

[iii] If a Women Entrepreneurs Committee's Extraordinary General Meeting is requisitioned by the members, then within seven (7) days of receipt of an effective requisition, the Chairperson of the Women Entrepreneurs Committee shall have to issue a notice not less than twenty-one (21) days before the date of the proposed Women Entrepreneurs Committee's Extraordinary General Meeting to convene the meeting and the notice shall state the date, time, venue of the meeting together with the agenda, reason(s) and purpose(s);

[iv] If a notice to convene a requisitioned Women Entrepreneurs Committee's Extraordinary General Meeting is not issued by the Chairperson in accordance with Article 75(2)(b)(iii) herein, then any three (3) of the named requisitionists may

jointly sign and issue the required notice in which event the Secretary General of the Women Entrepreneurs Committee shall have to give full co-operation and assist the requisitionists to send the said notice and the related documents to the members of the Women Entrepreneurs Committee Provided That the notice by the requisitionists shall not be effective if the same is not issued within fourteen(14) days after the seven(7) days' period prescribed under Article 75(b)(iii) herein has lapsed;

[v] The Chairperson of the Women Entrepreneurs Committee shall preside over as the chairperson of the Women Entrepreneurs Committee's Extraordinary General Meeting. The Deputy Chairperson shall preside over as the chairperson of the meeting in the event the Chairperson of Women Entrepreneurs Committee is absent at the Women Entrepreneurs Committee's Extraordinary General Meeting. In the event both the Chairperson and Deputy Chairperson are absent, the members present at the meeting shall elect from among themselves a person to preside over the chairperson of the meeting; and

(3) Every Women Entrepreneurs Committee's Extraordinary General Meeting shall be held at the Principal Place of Business of the Association unless the same is not available on the proposed Women Entrepreneurs Committee's Extraordinary General Meeting date, in which event, the Women Entrepreneurs Committee Council shall have the discretion to fix another venue for the meeting.

(4) Notwithstanding Articles 75(2)(b)(ii) & (iii), the Chairperson of the Women Entrepreneurs Committee may shorten the notice period to convene the Women Entrepreneurs Committee's Extraordinary General Meeting to not less than seven (7) days if she shall be of the opinion that the proposed or requisitioned Women Entrepreneurs Committee's Extraordinary General Meeting is one of urgency provided that any such shortened notice

shall have to be ratified by a resolution at the commencement of that Women Entrepreneurs Committee's Extraordinary General Meeting.

(5) The quorum for a Women Entrepreneurs Committee's Extraordinary General Meeting shall be the same as that required for a Women Entrepreneurs Committee's Annual General Meeting as provided in Article 74(5) herein. However, in the case of a WEEAM convened upon the requisition of the members, in addition to fulfilling the requirements under Article 74(5), the total number of members present at the commencement of the Women Entrepreneurs Committee's Extraordinary General Meeting must not be less than the total number of members requisitioning for the said meeting in order to constitute a quorum. The Women Entrepreneurs Committee's Extraordinary General Meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed for the commencement of the meeting.

(6) Unless otherwise approved by the Women Entrepreneurs Committee Council, no further Women Entrepreneurs Committee's Extraordinary General Meeting may be requisitioned for the same or substantially the same matters shall be allowed within six (6) months after an aborted Women Entrepreneurs Committee's Extraordinary General Meeting;

(7) Unless otherwise provided under this Constitution, no resolution shall be passed at a Women Entrepreneurs Committee's Extraordinary General Meeting unless a motion is voted in favour by not less than two-thirds (2/3rd) of the members present and voted at the meeting.

Article 76. Rights of Members at General Meetings

(1) The rights of the Women Entrepreneurs Committee members to attend and vote at any General Meeting shall only be exercised personally.

[2] Members who have not fully settled all subscriptions due and other obligations under Article 8 hereof shall have neither attendance nor voting rights at any General Meeting and shall also have no right to nominate, second, or be elected in any election of the Women Entrepreneurs Committee.

Article 77. Eligibility as Council Members of Women Entrepreneurs Committee.

- (1) Subject to Article 76(2) herein, every Women Entrepreneurs Committee member who is not less than twenty-one (21) years old on the date of a General Meeting for the an election of the Women Entrepreneurs Committee Council shall be entitled to participate in the election and if be elected, become a council member of the Women Entrepreneurs Committee Council.

[2] No one without the desire of assisting the Association and the Women Entrepreneurs Committee in realising its objectives and rendering meritorious services to the Association and the Women Entrepreneurs Committee shall be appointed as an appointed member of the Women Entrepreneurs Committee Council; pursuant to Article 78(2) herein.

Article 78. Women Entrepreneurs Committee Council's Office-Bearers and Appointment of Additional Council Members.

- (1) The newly elected Women Entrepreneurs Committee Council Members shall within fourteen (14) days from the date of their election convene the first Women Entrepreneurs Committee Council meeting to elect its office-bearers to fill the following executive posts :-

One (1) Chairperson;
One (1) Deputy Chairperson;
Two (2) Vice-Chairperson
One (1) Secretary General;
One (1) Deputy Secretary General;
One (1) Treasurer;
One (1) Deputy Treasurer.

- (2) The remaining members of the above Council will be known as "Council Members".
- (3) The Women Entrepreneurs Committee Council may appoint four (4) additional Council Members from amongst its members.

- (4) The Women Entrepreneurs Committee Council shall appoint one (1) Internal Auditor from amongst its members at a General Meeting in every election year.

Article 79. Functions and Powers of the Women Entrepreneurs Committee Council.

- (1) Subject to the Articles of this Constitution, rules and regulations made by the National General Assembly, decisions of the National Council and the directions of any General Meeting, the Women Entrepreneurs Committee Council shall have full power, authority and responsibility to perform and discharge all organizational, executive and administrative powers and functions of Women Entrepreneurs Committee.
- (2) The Women Entrepreneurs Committee Council and the State Administrative Branch Committees shall supervise all activities to be organized by the Branch's Women Entrepreneurs Committee. Any such activity shall require the prior consent of the relevant Administrative Branch Committee. The decision of the Administrative Branch Committee shall be final.

Article 80. Chairperson as Council Member of National Council and Women Entrepreneurs Committee Council.

- (1) The Chairperson of the Women Entrepreneurs Committee shall ipso facto be a Council Member of the National Council. Whenever there is a change of the Chairperson for the Women Entrepreneurs Committee, the new Chairperson of the Women Entrepreneurs Committee shall, ipso facto, become the new Council Member of the National Council.
- (2) Each State Administrative Branch shall be entitled to establish its own state Branch's Women Entrepreneurs Committee. The Chairperson of the Branch's Women Entrepreneurs Committee of every state branch shall automatically become a Council Members of the Women Entrepreneurs Committee Council. All the Chairperson of the states' Branch's Women Entrepreneurs Committee shall be considered as additional council members to the nineteen (19) elected and four (4) appointed Council Members of the Women Entrepreneurs Committee Council.

Article 81. Tenure of Women Entrepreneurs Committee Council Members

- (1) Each Women Entrepreneurs Committee Council shall serve a tenure of not more than three (3) years from the date of its election. In an election year for the Women Entrepreneurs Committee, all Women Entrepreneurs Committee Council Members shall automatically vacate their office in the Women Entrepreneurs Committee upon completion of the businesses of the General Meeting before the commencement of the proceedings for the election of a new Women Entrepreneurs Committee Council. However, every retired Women Entrepreneurs Committee Council Member who is eligible may offer himself/herself for re-election.
- (2) No person shall serve for more than two (2) consecutive terms as the Chairperson and Treasurer of the Women Entrepreneurs Committee. For the purposes of this provision, any term of office or part thereof served before or after a Women Entrepreneurs Committee Council election shall be deemed as a term.
- (3) Notwithstanding the age limit stipulated in Article 73(1) herein, once a Women Entrepreneurs Committee member is elected as a Women Entrepreneurs Committee Council Member at a General Meeting or is appointed as a member of the Women Entrepreneurs Committee Council, she shall have the rights to continue to serve as a member for the full term of that Women Entrepreneurs Committee Council.

Article 82. Handing over of Power of Women Entrepreneurs Committee.

Within seven (7) days following the conclusion of the election of the office-bearers of the new Women Entrepreneurs Committee Council; the Chairperson of the immediate preceding Women Entrepreneurs Committee Council; shall hand over the power of the Women Entrepreneurs Committee Council and also deliver all documents and records belonging to the Women Entrepreneurs Committee, including all cheques, books of accounts and records, title deeds and other documents to the Chairperson of the new Women Entrepreneurs Committee Council;. Pending the above handing over of power, the responsibility of administration of all daily affairs of the Women Entrepreneurs Committee shall remain with the immediate preceding Women Entrepreneurs Committee Council Members.

Article 83. Disqualification of Women Entrepreneurs Committee Council members

- (1) A Women Entrepreneurs Committee Council Member shall be disqualified from being or remaining as a Women Entrepreneurs Committee Council Member upon the occurrence of any one of the events stated in Articles 29(1)(i) to (v) or where she shall without any reason acceptable to the Women Entrepreneurs Committee Council, failed to attend the Women Entrepreneurs Committee Council meetings three (3) times consecutively.
- [2] The General Meeting of Women Entrepreneurs Committee may, upon the recommendation of the Women Entrepreneurs Committee Council and by not less than a two-thirds (2/3rd) majority votes of the members present and voting, pass a resolution to remove a Women Entrepreneurs Committee Council Member from her office if she refuses or is unfit to act, or incapable of acting or has acted in such a manner detrimental or adverse to the interest or image of the Association or Women Entrepreneurs Committee.

Article 84. Vacancy in Women Entrepreneurs Committee Council

- (1) Any vacancy of council member or office-bearer's post in the Women Entrepreneurs Committee Council, occasioned by resignation, death or disqualification shall be filled in the following manner:-
 - (a) For any vacancy in the Women Entrepreneurs Committee Council, the Women Entrepreneurs Committee Council meeting may appoint any candidate recommended by the Chairperson to fill the vacancy;
 - (b) For an office-bearer vacancy, the Women Entrepreneurs Committee Council may appoint from amongst its council members a suitable person to fill the vacancy,

Provided That in either of the above situations, the person filling the vacancy shall serve only the unexpired term of the office vacated as aforesaid.

[2] The Chairperson of the Women Entrepreneurs Committee shall submit details of any changes in the composition of the Women Entrepreneurs Committee Council or its office-bearers to the President of the Association within fourteen (14) days of any such changes.

Article 85. Financial Affairs of the Women Entrepreneurs Committee.

- (1) The Treasurer of the Women Entrepreneurs Committee shall be responsible for the proper management of the financial affairs of the Women Entrepreneurs Committee .
- (2) All expenditures of the Women Entrepreneurs Committee shall have to be approved by the Chairperson together with either the Secretary General or Treasurer of the Women Entrepreneurs Committee, but any payment by cheque or vide any electronic method shall be issued or authorized or managed solely by the appropriate office-bearers of the National Council of the Association.
- (3) The Treasurer shall always maintain a petty cash of not exceeding Ringgit Malaysia Two Thousand Only (RM2,000.00) All other money, including cash and cheques received must be deposited into a bank account approved by the Women Entrepreneurs Committee Council but operated in the name of the Association which account is to be used solely for the functioning of the Women Entrepreneurs Committee .

Article 86. Women Entrepreneurs Committee Council Meetings

- (1) The Chairperson of the Women Entrepreneurs Committee Council shall convene a Women Entrepreneurs Committee Council meeting at least once in every two (2) months by giving prior written notice to the council members. The Chairperson may also call an emergency Women Entrepreneurs Committee Council meeting at any time as she may deem expedient. The Women Entrepreneurs Committee Council Members shall attend the meeting personally and no representative shall be allowed in the meeting save and except:-
- (a) In the event that the Chairperson of a Branch's Women Entrepreneurs Committee is unable to attend the meeting, she can appoint a representative and serve upon the Secretary General of the Women Entrepreneurs Committee Council a written notice of such an appointment not later than

three (3) days before the date of the meeting, Provided That the Chairperson of the Women Entrepreneurs Committee Council may at her sole discretion waive the above notice requirement in case of an extreme urgency circumstance; and

(b) The representative of the Chairperson of a Branch's Women Entrepreneurs Committee shall have the right to speak and vote in the Women Entrepreneurs Committee Council meeting.

(2) Subject to the provision in Article 86 (3) herein, a notice calling a Women Entrepreneurs Committee Council meeting shall be given not less than seven (7) days prior to the date of the meeting. Half (1/2) of the total number of the Women Entrepreneurs Committee Council Members shall form a quorum for every Women Entrepreneurs Committee Council meeting. If a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the meeting shall be deemed aborted Provided That the Chairperson of the Women Entrepreneurs Committee Council may at any time thereafter call for another Women Entrepreneurs Committee Council meeting if she deems fit.

[3] The Chairperson of the Women Entrepreneurs Committee Council shall within twenty-one (21) days of receipt of a joint requisition by not less than ten (10) members of the Women Entrepreneurs Committee Council, proceed to give a notice of not less than seven (7) days, to convene an emergency Women Entrepreneurs Committee Council meeting Provided That the requisition must be addressed to the Chairperson of the Women Entrepreneurs Committee Council, and shall have to be signed by all the requisitionists and state the objective(s) and reason(s) for convening the emergency meeting and the same shall be delivered to the Secretariat of the Association.

[4] In the event the Chairperson of the Women Entrepreneurs Committee Council does not proceed to convene a meeting in accordance with Article 86(3) herein, the requisitionists may themselves jointly convene an emergency meeting Provided That not less than three (3) days' notice for such a meeting shall be given to the Women Entrepreneurs Committee Council Members by the requisitionists and the venue of the meeting shall be the Principal Place of Business of the Association

(5) Half (1/2) of the number of the members of the present (who must include not less than ten (10) of the requisitionists), shall form a quorum. The meeting shall be aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed for the commencement of the meeting.

[6] The Women Entrepreneurs Committee Council shall submit a copy of the minutes of every meeting, duly signed by the Chairperson of the Women Entrepreneurs Committee Council, to the National Council within thirty (30) days after every meeting.

(7) The Branch's Women Entrepreneurs Committee of each branch is be required to submit the minutes of the its meeting to the Women Entrepreneurs Committee Council within five (5) days after each emergency meeting and within thirty (30) days after each of its normal c o m m i t t e e m e e t i n g .

Article 87. Restriction on Power Relating To External Matters.

Save as provided under this Constitution and/or with the prior written approval of the National Council, neither the Women Entrepreneurs Committee nor the Branch's Women Entrepreneurs Committee shall have any power or authority to represent or act on behalf of the National Council or the Association in any external matters relating to or affecting the Association, including executing any document or making any statement in the name of the National Council or the Association.

Article 88. Dissolution of the Women Entrepreneurs Committee

Article 88. Dissolution of the Women Entrepreneurs Committee.

The Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee(whichever is applicable), may be dissolved in any of the circumstances :-

- (1) The Women Entrepreneurs Committee members have resolved by a three-fourth (3/4th) majority votes at a General Meeting to dissolve the Women Entrepreneurs Committee or the Branch's Women Entrepreneurs Committee concerned ;
- (2) The National Council may resolve to dissolve the Women Entrepreneurs Committee or the Branch's Women Entrepreneurs Committee concerned under any one of the following circumstances:
 - (i) If it fails or neglects to obey by the articles of this Constitution or any rules or regulations made thereunder or any resolutions of the National General Assembly or the National Council;
 - (ii) If it shall act, either in action or through public statement, contrary to the general stand or position of the National Council, or in the opinion of the National Council, act in a manner likely to be detrimental to the interests or image of the Association.
 - (iii) If the number of memberships shall drop below Ten (10) for three (3) months consecutively;

Provided That

- [a] Items (i), (ii) & (iii) above, the resolution dissolving a Women Entrepreneurs Committee or the Branch's Women Entrepreneurs Committee shall have the support of not less than two-thirds (2/3) of the number of National Council members present and voting, and shall have first completed the following process:-
 - (i) A notice setting out the complaints made against the Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee shall be issued to the Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee by the President of the Association after due approval by the Council requiring the said member to furnish a written explanation within fourteen (14) days from the date of notice;
 - (ii) If no written explanation is given by the Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee concerned said member within the stipulated period or the National Council is of the view that the explanation given to be unsatisfactory, it may in its absolute

discretion issue a show cause notice to the Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee requiring all Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee office-bearers of the same to appear before the National Council on such time and date (which shall not be less than fourteen (14) days from the date of the show cause notice) and at such venue stipulated in the notice to answer to the complaint stated therein and to satisfy the National Council as to the reasons the Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee shall not be dissolved; and

- (iii) If the Women Entrepreneurs Committee or the Branch's Women Entrepreneurs Committee concerned fails to satisfy the National Council by the reasons given or fails to appear at the appointed time and venue, the National Council may by a vote of two-thirds (2/3) majority of the Council members present and voting in a National Council meeting resolve to dissolve the Women Entrepreneurs Committee or Branch's Women Entrepreneurs Committee concerned.
- (b) The National Council shall have absolute discretion to take over and deal with the Women Entrepreneurs Committee or the Branch's Women Entrepreneurs Committee office and its assets in any manner it may deem fit upon its dissolution; and
- (c) The National Council shall have absolute discretion, before taking the necessary procedures to dissolve the Women Entrepreneurs Committee or the Branch's Women Entrepreneurs Committee to request the same to correct or improve on or cease to continue with the matters complained of, and suspend its activities for the time being and or appoint a receiving committee to take over its operations until it is satisfied with the state of affairs of the Women Entrepreneurs Committee or the Branch's Women Entrepreneurs Committee concerned.

Article 89. Branch's Women Entrepreneurs Committee

- (1) A Branch's Women Entrepreneurs Committee may only be established after fulfilling the following criteria:-
 - (a) Has at least 20 qualified members in compliance with Article 73;

- (b) Has been approved in writing by the Women Entrepreneurs Committee and the relevant State Administrative Branch's Committee;
- (2) Under any of the following circumstances, the Women Entrepreneurs Committee Council may propose to the State Administrative branch concerned to freeze the activities of its Branch's Women Entrepreneurs Committee for a period of three (3) to six (6) months:-
 - (a) the activities of the Branch's Women Entrepreneurs Committee are conducted without complying with the Articles of this Constitution, resolutions or directions of the National Council and/or the Women E n t r e p r e n e u r s C o m m i t t e e ; o r
 - [b] Any conduct and/or action of the Branch's Women Entrepreneurs Committee is detrimental to the interest or image of the Association or National Council or the Women Entrepreneurs Committee.

Article 90. Provisions Deemed Applicable to the Women Entrepreneurs Committee

In the event any matter arises relating to the management, operation or functioning of the Women Entrepreneurs Committee and there is no express provision in this Constitution or the rules or regulations of the Women Entrepreneurs Committee relating to such a matter, then any similar or relevant provision under this Constitution which is applicable to the Association and/or the National Council shall be deemed incorporated to the rules and regulations of the Women Entrepreneurs Committee and shall be used and followed by the Women Entrepreneurs Committee, Women Entrepreneurs Committee Council or Branch's Women Entrepreneurs Committee accordingly.

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CHAPTER TEN FINANCIAL MATTERS

Article 91. Financial Matters.

- (1) All monies, whether in cash, cheques or other promissory notes, received by the Association shall be deposited into a bank account approved by the National Council in the name of the Association.
- (2) All payment vouchers of the Association shall be subject to the approval of the Secretary-General. All cheques drawn on the account of the Association shall be signed jointly by either the President or the Deputy President And either the Treasurer or the Deputy Treasurer.
- (3) The Treasurer may keep in his custody a sum of cash not exceeding Ringgit Malaysia Six Thousand (RM6,000-00) at any one time for petty expenses.
- (4) The Treasurer shall annually at the end of each financial year ending 31st December prepare an annual balance sheet and financial statements in accordance with approved accounting procedures and standards and submit the same duly audited by the appointed auditor to the National Council and the Annual General Assembly for approval respectively, with another copy made available at the Association's Principal Place of Business for inspection by the members.

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CHAPTER ELEVEN EXTERNAL AUDITOR

Article 92. External Auditor.

- (1) The Association shall appoint a qualified auditor who is not a member of the National Council to be its external auditor annually.
- (2) The external auditor shall be responsible for auditing the full accounts of the previous financial year and presenting the duly audited accounts together with a financial statement to the National General Assembly for its approval.
- (3) The National Council may request the appointed external auditor to submit an interim report when necessary.

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CHAPTER TWELVE

VESTING OF IMMOVABLE PROPERTIES

Article 93. Vesting of Immovable Properties.

- (1) Subject to the provisions of this Constitution and sub-clause (2) hereof, all immovable properties of the Association shall be registered under the name of the Association and all instruments relating thereto shall be executed by the following three (3) office-bearers, namely the President, the Secretary-General and the Treasurer whose identity(ies) are duly authenticated by a certificate of the Registrar of Societies.
- (2) Unless duly authorized by a resolution of not less than two-thirds (2/3) majority of members present and voted at an Annual National General Assembly or Extraordinary National General Assembly, the Association shall neither purchase or acquire any immovable property nor sell, transfer or mortgage any immovable property of the Association.

Notwithstanding any provision to the contrary, the quorum for any of the aforesaid meetings shall be ten(10) percent of the total number of members.

- (3) Any proposal for sale or purchase of immovable property by a State Administrative Branches shall be proposed by the State Council to the National Council, and such a proposal shall be tabled before a National General Assembly/Extraordinary National General Assembly for approval, within three (3) months of receipt of the State Council's proposal. In the event of sale of the branch's office premises, the proceeds of sale of such premises shall be deposited into the bank account of that State Administrative Branches and such sale proceeds and accrued interest shall only be used for the purpose of purchasing a new office premises for that branch and not otherwise.
- (4) In any event that any State Administrative Branch is dissolved, all its properties, including all funds in bank accounts and cash money, shall automatically become the properties of the Association.

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CHAPTER THIRTEEN

AMENDMENT & INTERPRETATION OF CONSTITUTION

Article 94. Amendment, Etc.

All Articles herein may be amended, at the recommendation of the National Council, by a resolution of two-thirds (2/3) majority of members present and voting at a National General Assembly Provided That such amendments shall take effect only after they are duly approved by the Registrar of Societies. Any amendment to this Constitution shall be forwarded to the Registrar of Societies for approval within sixty (60) days of the passing of the said resolution by the National General Assembly.

Article 95. Interpretation.

- (1) This Constitution is written in the English and Chinese Languages. In the event of any discrepancy or conflict between the two versions, the English version shall prevail.
- (2) The National Council shall have the ultimate power to interpret this Constitution or any rules and regulations made thereunder or any part thereof respectively in the event of any ambiguity or differences in the interpretation thereof and such interpretation shall be binding on the State Administrative Branches, the Young Entrepreneurs Committee, Women Entrepreneurs Committee and the members of the Association.

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CHAPTER FOURTEEN DISSOLUTION

Article 96. Dissolution.

- (1) The Association may be dissolved by a resolution of two-thirds majority of the members present and voting at an National General Assembly or Extraordinary National General Assembly attended by not less than three-fourths (3/4) of the entire memberships of the Association.
- (2) Upon dissolution under sub-clause (1) hereof, the Association shall, after settling all government taxes and lawful debts, donate its entire residual net assets to such charitable organisations and or educational institutions and in such manner as the National General Assembly concerned may decide.
- (3) The President who presides over the National General Assembly in which the Association is dissolved shall be responsible for issuing a notice thereof enclosing all relevant information to the Registrar of Societies and all relevant organisations of which the Association is a member thereof within twenty-eight (28) days thereof.

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CHAPTER FIFTEEN SUPPLEMENTARY ARTICLES

Article 97. Notice.

- (1) Any notice sent by post by the Association which is not returned as undelivered shall be deemed to have been given on the third day after the envelope containing it was posted and any notice sent by facsimile transmission, electronic mail or similar means of communication by the Association shall be deemed to have been duly given on the date of transmission.
- (2) Any notice to be given to the Association shall be addressed to the registered address of the Association and if intended to be sent by post, it shall be by way of registered post and if transmitted by facsimile transmission shall also be confirmed by registered post. The notice is deemed to be duly served on the Association upon actual delivery of the registered post to the registered address of the Association.
- (3) Any notice to be delivered by hand to the Association shall only be deemed effective if its receipt is duly acknowledged by the Association.

Note: The Association is registered as a society under registration No. 1124/90 with The Registry of Societies under The Societies Act.

备注

本章程在下列日期经全国特别会员大会通过，并获得
社团注册官批准：

全国特别会员大会日期

2021 年 12 月 12 日

生效日期

2022 年 1 月 7 日

NOTE

The Constitution had been previously duly passed at the
Extraordinary National General Assembly and approved
by the Registrar of Societies, Malaysia on the following
dates:

Date of Extraordinary

National General Assembly

12th December 2021

Effective Date

7th January 2022