



**MBAM**

**CONSTITUTION & BY-LAWS**  
of  
**MASTER BUILDERS ASSOCIATION MALAYSIA**  
**(PERSATUAN KONTRAKTOR BINAAN MALAYSIA)**  
**(MBAM)**

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## **Section A**

# **THE CONSTITUTION OF MASTER BUILDERS ASSOCIATION MALAYSIA (PERSATUAN KONTRAKTOR BINAAN MALAYSIA)**

**(MBAM)**

*Approved by the Registrar of Societies in 2019  
(PPM-002-14-26051954)  
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**THE CONSTITUTION OF  
MASTER BUILDERS ASSOCIATION MALAYSIA  
(PERSATUAN KONTRAKTOR BINAAN MALAYSIA)  
(MBAM)**

(PPM-002-14-26051954)

**CLAUSE 1 NAME**

1. The Association shall be known as  
**MASTER BUILDERS ASSOCIATION MALAYSIA** *Name*  
**(PERSATUAN KONTRAKTOR BINAAN MALAYSIA)**  
**(MBAM)**  
Hereinafter referred to as “the Association”.
2. Meaning of name:
3. Level : Kebangsaan

**CLAUSE 2 PLACE OF BUSINESS**

1. The registered address is *Place of Business*  
**2-1 (1ST FLOOR), JALAN 2/109E, DESA BUSINESS PARK,  
TAMAN DESA, 58100 KUALA LUMPUR, WILAYAH  
PERSEKUTUAN KUALA LUMPUR**  
or at such other place as may from time to time be decided by the  
Council; and the postal address is  
**2-1 (1ST FLOOR), JALAN 2/109E, DESA BUSINESS PARK,  
TAMAN DESA, 58100 KUALA LUMPUR, WILAYAH  
PERSEKUTUAN KUALA LUMPUR**
2. The registered and postal addresses shall not be changed without  
the prior approval of the Registrar of Societies.

**CLAUSE 3 OBJECTIVE**

**3.1 Objectives** *Objectives*

- 3.1.1 The aims and objectives of the Association are as follows:-
  - (a) to promote and co-ordinate throughout the country the development of the contracting, building, engineering and construction industry by Members of the Association with a view to contributing effectively to the economic development of the country;
  - (b) to promote fellowship, mutual respect and to encourage harmonious working relationship between persons, corporations, unincorporate and entities of the contracting, building, engineering and construction industry;

- (c) to promote measures aimed at securing improvements pertaining to techniques, procedures and methods in the contracting, building, engineering and construction industry;
- (d) to identify and study problems arising in the contracting, building, engineering and construction industry and to discuss these problems with, and/or bring them to the attention of the Government and quasi-government agencies through the relevant ministries, departments and agencies;
- (e) to identify and study problems arising in the contracting, building engineering and construction industry and to discuss these problems or bring them to the attention of architects, engineers, quantity surveyors and/or other consultants through their relevant institutions and associations;
- (f) to protect the legitimate interest of Members, in particular, to discuss and negotiate with government departments and agencies, institutions and associations of architects, engineers, quantity surveyors and other consultants on matters pertaining to policy, finance, legislation, technical standards, administration of contracts and procedure of registration which affect the contracting, building, engineering and construction industry;
- (g) to seek representation on committees/councils/boards set up by Government or non-government organisations concerning the contracting, building, engineering and construction industry;
- (h) to encourage and promote the practice of professionalism in contracting, building, engineering and construction by the Members of the Association;
- (i) to encourage, promote and participate in educational and/or training programmes in contracting, building, engineering, construction and other related trades;
- (j) to organise, promote, sponsor, contribute to and manage training programmes, seminars, symposiums, conferences, conventions, exhibitions and expositions for the dissemination of knowledge, directly or indirectly connected with the contracting, building, engineering and construction industry and to promote fellowship among builders and contractors;
- (k) to collect funds and to confer awards, grants, scholarships, prizes and/or medals to suitable candidates who intent to follow and/or has completed an approved course of study, research and/or seminar in the field of contracting, building, engineering and construction;

- (l) to seek, maintain and promote memberships with any international bodies involved in the field of contracting, building, engineering and/or construction; and to participate in and/or contribute to their activity(ies) and/or cause(s) in any manner howsoever;
- (m) to encourage, initiate, promote and implement the formation of international body(ies) involved in the field of contracting, building, engineering and/or construction;
- (n) to participate and/or invest in any business or joint-ventures of a commercial nature to attain and promote the aims and objectives of the Association;
- (o) to print, publish, circulate and/or to undertake the publication of journals, review, newsletter, articles, bulletin and or any other reading matter related to the Association and/or the field of contracting, building, engineering and/or construction with the prior approval of the relevant authorities;
- (p) to empower the President to mediate and/or arbitrate disputes and/or conflicts between Members or between Member(s) and non-Member(s) (upon the request or with the consent of non-Members);
- (q) to empower the President and the Secretary-General to represent the Association in public and to the mass media in all respect including through publication, telecommunication, the print media and/or the electronic media.

## **3.2 Scope of Activities**

3.2.1 In pursuance of the aims and objectives defined above the Association shall be entitled to:-

*Scope of Activities*

- (a) purchase, build, hire, lease or otherwise acquire any land, premises and properties for the use of the Association and to manage, improve, develop or utilise any such land, premises and properties, and or to sell, mortgage, let out or otherwise dispose of such land, premises and properties or any part thereof;
- (b) accept any bequest, gift or donation made to the Association by a Member or Members of the Association and/or other donors;
- (c) undertake and execute the development of land and construction of buildings for the purpose that may seem to be conducive to the attainment of any of the objectives of the Association;
- (d) undertake and execute any trust and/or fund that may seem to the Association to be conducive to the attainment of any of its objectives;

- (e) provide the Members of the Association with the facilities for mutual assistance in any lawful form or measure;
- (f) arrange for and/or secure finance and/or financial aid in any other form from all and any available sources for use by the Association in the attainment of its objectives;
- (g) give or confer awards, grants, scholarships, prizes and/or medals to any appropriate and suitable person from the Association’s fund as deemed suitable by the Association;
- (h) organise training programmes, seminars, symposiums, conferences, conventions, exhibitions and expositions and if necessary, to bid for and to host the relevant stated activities in accordance with the objectives of the Association;
- (i) assist any Member or Members of the Association, upon legitimate request, in negotiating, bargaining or otherwise in dealing with any third parties in matters relating to the field of contracting, building, engineering and construction;
- (j) conduct such course or courses or cause such courses or courses to be conducted in the training of site and office personnel in connection with the running of contracting, building, engineering or construction business.

## **CLAUSE 4 MEMBERSHIP**

### **4.0.1 Classes of Membership**

4.0.1.1 The membership of the Association shall consist of five (5) *Classes of Membership* classes:-

- (a) Ordinary Members;
- (b) Affiliate Members;
- (c) Associate Members;
- (d) Honorary Members; and
- (e) Graduate Alumni Members;

(hereinafter collectively referred to as “the Members”)

### **4.02 Application**

4.02.1 Applications to join as Member shall be submitted to the *Application* Secretary-General

### **4.03 Register**

4.03.1 The names of all Members shall be entered onto the *Register* Register of the Association (hereinafter referred to as “the Register”).

## **4.1 Ordinary Members**

### **4.1.1 Qualification for Members**

- 4.1.1.1 Any company, firm or corporation which practices the trade of contracting and/or construction in Malaysia shall be eligible for membership of the Association and upon the acceptance of their application for such membership, the said member shall be known as “Ordinary Member”. *Qualification for Members*

### **4.1.2 Number of Ordinary Members**

- 4.1.2.1 The number of Ordinary Members in the Association shall be unlimited. *Number of Ordinary Members*

### **4.1.3 Rights & Privileges of Ordinary Members**

- 4.1.3.1 Subject to the provisions contained in this Constitution and/or the By-Laws, Ordinary Members shall be bound by the Constitution and the By-Laws and shall enjoy all the rights and privileges of membership as provided thereunder including but not limited to the following:- *Rights & Privileges of Ordinary Members*

- (a) to vote in the Annual General Meeting (hereinafter referred to as “the AGM”) or Extraordinary General Meeting (hereinafter referred to as “the EGM”);
- (b) to make requisition for AGM/EGM;
- (c) to be elected or appointed to the Council;

PROVIDED THAT to be elected to the Council, the Ordinary Member must have been an Ordinary Member of the Association continuously for a period of at least three (3) consecutive years;

- (d) to be elected as the President, Deputy President, five (5) Vice Presidents, Secretary-General and/or Treasurer-General or appointed as the two (2) Deputy Secretary-Generals;

PROVIDED THAT to be elected or as the case may be, appointed to such positions:-

- (1) the Ordinary Member must have been an Ordinary Member of the Association continuously for a period of at least five (5) consecutive years; AND
- (2) such Ordinary Member shall have as its representative in the said positions and at all meetings, a person who had prior thereto served in a representative capacity in the Council and/or as an Office Bearer for at least one (1) full term (whether representing that particular Ordinary Member or any other Ordinary Member(s) then);

PROVIDED ALWAYS that the exercise of their rights, prerogatives and privileges stated hereinabove shall be conducted in accordance with the provisions of this Constitution and/or the By-Laws.

#### 4.1.4 Application and Admission

- 4.1.4.1 The company, firm or corporation wishing to join the Association as an Ordinary Member shall submit an application to the Secretary-General in the prescribed form or such other form as may be approved by the Council from time to time. *Application and Admission*

#### 4.1.5 Application proposed by Members

- 4.1.5.1 Every application for membership as Ordinary Member shall be proposed by an Ordinary Member and seconded by another Ordinary Member and shall be forwarded to the Secretary-General at the Association's registered address as stated hereinabove. *Application proposed by Members*

#### 4.1.6 Accompanying Information or Documents

- 4.1.6.1 All applications for membership as Ordinary Member shall be accompanied by the followings, which shall be kept by the Association in the event the application is accepted:- *Accompanying Information or Documents*

- (a) documentary evidence of the applicant being involved in the field of contracting, building and/or construction at that material time;
- (b) the name of the person who shall be the applicant's representative to all meetings and to stand for nomination and/or to be elected/appointed to the Council [subject to Clause 4.1.3.1(d)(2)];
- (c) the requisite entrance fee;
- (d) the applicable annual subscription for the calendar year; and
- (e) any such documents required by the Secretary-General, the Council and/or the Registrar of Societies.

(collectively hereinafter referred to as "the Submissions for Ordinary Member").

#### 4.1.7 Submission of Application to Council

- 4.1.7.1 Upon receiving all the Submissions for Ordinary Member, the Secretary-General shall, at the first convenient opportunity, submit the application to the Council for its deliberation and decision. *Submission of Application to Council*

#### 4.1.8 Council not obligated to consider Application

- 4.1.8.1 The Council shall not be under any obligation to consider the application for membership unless and until all the Submissions for Ordinary Member have been duly received by the Association in accordance with the By-Laws. *Council not obligated to consider Application*
- 4.1.9 Approval by Council
- 4.1.9.1 The application for membership shall then be considered by the Council during its Council Meeting for acceptance or otherwise. *Approval by Council*
- 4.1.10 Rejection of Application
- 4.1.10.1 The Council may at its sole and absolute discretion reject any application for membership as Ordinary Member without assigning any reason whatsoever, wherein all the Submissions for Ordinary Member received by the Association shall be returned to the applicant. *Rejection of Application*
- 4.1.11 Admission of Applicant as Member
- 4.1.11.1 Notwithstanding any provision herein contained to the contrary, the applicant shall only be admitted into the Association as an Ordinary Member of the Association and be entitled to all the rights and privileges of membership upon the decision of the Council to accept the application and upon the name of the applicant being recorded in the Association's Register of Members. *Admission of Applicant as Member*
- 4.1.12 Notification of Acceptance as Member
- 4.1.12.1 The Secretary-General shall notify the applicant upon the acceptance of its application for membership by the Council. *Notification of Acceptance as Member*
- 4.2 Affiliate Members**
- 4.2.1 Qualifications for Affiliate Members
- 4.2.1.1 Any legally constituted associations of whatsoever description or locations within Malaysia related to the contracting, building, engineering and construction industry may apply to become an Affiliate Member of the Association. *Qualifications for Affiliate Members*
- 4.2.2 Number of Affiliate Members
- 4.2.2.1 The number of Affiliate Members shall be unlimited. *Number of Affiliate Members*
- 4.2.3 Rights and Privileges of Affiliate Members
- 4.2.3.1 Affiliate Members shall be bound by the Constitution and the By-Laws of the Association and shall enjoy all the rights and privileges conferred to Ordinary Members save and except for the following:- *Rights and Privileges of Affiliate Members*

- (a) To vote at any meeting;
- (b) To be represented or to be elected to the Council unless it is appointed to Council by the President;
- (c) To attend any meeting unless invited; and
- (d) To make any requisition for AGM/EGM.

#### 4.2.4 Application and Admission

- 4.2.4.1 Any qualified association wishing to join the Association as an Affiliate Member shall submit an application to the Secretary-General in the prescribed form or such other form as may be approved by the Council from time to time. *Application and Admission*

#### 4.2.5 Proposal for candidate

- 4.2.5.1 Every application for membership as Affiliate Member shall be proposed by any Ordinary Member and seconded by another Ordinary Member and shall be forwarded to the Secretary-General at the Association's registered address as stated hereinabove. *Proposal for candidate*

#### 4.2.6 Mode of Application

- 4.2.6.1 All application for membership as Affiliate Member shall be accompanied by the followings, which shall be kept by the Association in the event the application is accepted:- *Mode of application*

- (a) documentary evidence of the applicant being involved in the field of contracting, building and/or construction at that material time;
- (b) the name of the person who shall be the applicant's representative to all meetings and /or to be appointed to the Council;
- (c) the requisite entrance fee;
- (d) the applicable annual subscription for the calendar year; and
- (e) any such information or documents required by the Secretary-General, the Council and/or the Registrar of Societies.

(collectively hereinafter referred to as "the Submissions for Affiliate Member").

#### 4.2.7 Secretary-General to submit application

- 4.2.7.1 Upon receiving all the Submissions for Affiliate Member, the Secretary-General shall, at the first convenient opportunity, submit the application to the Council for its deliberation and decision. *Secretary-General to submit application*

- 4.2.8 Considering the application
- 4.2.8.1 The Council shall not be under any obligation to consider the application for membership unless and until all the Submission for Affiliate Member have been duly received by the Association in accordance with the By-Laws. *Considering the application*
- 4.2.9 Function of Council
- 4.2.9.1 The application for membership shall then be considered by the Council during its Council Meeting for acceptance or otherwise. *Function of Council*
- 4.2.10 Discretion of Council
- 4.2.10.1 The Council may at its sole and absolute discretion reject any application for membership as Affiliate Member without assigning any reason whatsoever, wherein all Submission for Affiliate Member received by the Association shall be returned to the applicant. *Discretion of Council*
- 4.2.11 Admission upon registration
- 4.2.11.1 Notwithstanding any provision herein contained to the contrary, the applicant shall only be admitted into the Association as an Affiliate Member of the Association and be entitled to all the privileges of membership upon the decision of the Council to accept the application and upon the name of the applicant being recorded in the Association's Register of Members. *Admission upon registration*
- 4.2.12 Notification of acceptance
- 4.2.12.1 The Secretary-General shall notify the applicant upon the acceptance of its application for membership by the Council. *Notification of acceptance*
- 4.3 Associate Members**
- 4.3.1 Qualifications for Associate Members
- 4.3.1.1 Associate Members shall include such person, corporation and unincorporate and/or any entity deemed appropriate or suitable by the Council for the achievement of any of the aims and objectives of the Association. *Qualification for Associate Members*
- 4.3.2 Number of Associate Members
- 4.3.2.1 The number of Associate Members shall be unlimited. *Number of Associate Members*
- 4.3.3 Privileges of Associate Members
- 4.3.3.1 Associate Members shall be bound by the Constitution and the By-Laws of the Association and shall enjoy all the rights and privileges conferred to Ordinary Members save and except for the following:- *Privileges of Associate Members*

- (a) To vote at any meeting;
- (b) To be represented or to be elected to the Council; and
- (c) To make any requisition for AGM/EGM.

#### 4.3.4 Application and Admission

- 4.3.4.1 Any natural person, company, firm, corporation or unincorporate, or association wishing to join the Association as an Associate Member shall submit an application to the Secretary-General in the prescribed form or such other form as may be approved by the Council from time to time. *Application and Admission*

#### 4.3.5 Proposal for candidate

- 4.3.5.1 Every application for membership as Associate Member shall be proposed by any Ordinary Member and seconded by another Ordinary Member and shall be forwarded to the Secretary-General at the Association's registered address as stated hereinabove. *Proposal for candidate*

#### 4.3.6 Mode of Application

- 4.3.6.1 All applications for membership as Associate Member shall be accompanied by the followings, which shall be kept by the Association in the event the application is accepted:- *Mode of Application*

- (a) documentary evidence of the applicant being involved in any field related to contracting, building and/or construction at that material time;
- (b) if the applicant is not a natural person, the name of the person who shall be the applicant's representative to attend any meeting(s);
- (c) the requisite entrance fee;
- (d) the applicable annual subscription for the calendar year; and
- (e) any such documents required by the Secretary-General, the Council and/or the Registrar of Societies.

(collectively hereinafter referred to as "the Submissions for Associate Member").

#### 4.3.7 Secretary-General to submit application

- 4.3.7.1 Upon receiving all the Submissions for Associate Member, the Secretary-General shall, at the first convenient opportunity, submit the application to the Council for its deliberation and decision. *Secretary-General to submit application*

#### 4.3.8 Considering the application

- 4.3.8.1 The Council shall not be under any obligation to consider the application for membership unless and until all the Submissions for Associate Member have been duly received by the Association in accordance with the By-Laws. *Considering the application*
- 4.3.9 Function of Council
- 4.3.9.1 The application for membership shall then be considered by the Council during its Council Meeting for acceptance or otherwise PROVIDED ALWAYS that, if the Council deems appropriate, the Council shall be entitled at its absolute discretion to refer the application for approval by the Registrar of Societies prior to the Council's acceptance of the said application. *Function of Council*
- 4.3.10 Discretion of Council
- 4.3.10.1 The Council may at its sole and absolute discretion reject any application for membership as Associate Member without assigning any reason whatsoever, wherein all the Submissions for Associate Member received by the Association shall be returned to the applicant. *Discretion of Council*
- 4.3.11 Admission upon registration
- 4.3.11.1 Notwithstanding any provision herein contained to the contrary, the applicant shall only be admitted into the Association as an Associate Member of the Association and be entitled to all the privileges of membership upon the decision of the Council to accept the application and upon the name of the applicant being recorded in the Association's Register of Members. *Admission upon registration*
- 4.3.12 Notification of acceptance
- 4.3.12.1 The Secretary-General shall notify the applicant upon the acceptance of its application for membership by the Council. *Notification of acceptance*
- 4.3.13 Further application to become Ordinary Member
- 4.3.13.1 The Associate Member may further apply at any time to become an Ordinary Member and the procedures as set out in Clauses 4.1.4 to 4.1.12.1 shall mutatis mutandis apply in relation to such application save that together with such application to become an Ordinary Member, the Associate Member shall be required to enclose the difference between the requisite entrance fee for Ordinary Member and Associate Member together with the proportionate difference between the annual subscription for the remainder of the calendar year for Ordinary Member and Associate Member. *Further application to become Ordinary Member*

## **4.4 Honorary Members**

### **4.4.1 Categories of Membership**

4.4.1.1 The Honorary Members shall consist of the following categories:- *Categories of Membership*

- (a) Honorary Life President;
- (b) Honorary Builder;
- (c) Honorary Advisor;
- (d) Honorary Consultant;
- (e) The Immediate Past President of the Association who has served a full term at the office as President of the Association (hereinafter referred to as “the Immediate Past President”).

### **4.4.2 Qualifications of Honorary Members**

4.4.2.1 Subject to the provisions contained below, the Council may at its absolute discretion and from time to time appoint or invite suitable persons to be Honorary Members of the Association for such term or terms as it deems appropriate. *Qualification for Honorary Members*

### **4.4.3 Conferment of Membership**

4.4.3.1 Honorary Membership shall be made by conferment only. *Conferment of Membership*

### **4.4.4 Number of Honorary Members**

4.4.4.1 The number of Honorary Members shall be as provided for in the By-Laws. *Number of Honorary Members*

### **4.4.5 Rights and Privileges of Honorary Members**

4.4.5.1 Honorary Members shall be bound by the Constitution and the By-Laws of the Association and shall enjoy all the rights and privileges conferred to Ordinary Members save and except for the following:- *Rights and Privileges of Honorary Members*

- (a) To vote at any meeting;
- (b) To be represented or to be elected to the Council; and
- (c) To make any requisition for AGM/EGM.

### **4.4.6 Discretion of Council**

4.4.6.1 Save and except for the Immediate Past President, the Council may invite such eligible person as the Council deems appropriate to be conferred the Honorary Membership. *Discretion of Council*

### **4.4.7 Conferment of Immediate Past President**

4.4.7.1 Upon the retirement of the President from a full term as President of the Association, the Council shall automatically *Conferment of Immediate Past President*

enter his name as Immediate Past President in the Association's Register of Members and confer the Honorary Membership of Immediate Past President to him. The term for each conferment as Immediate Past President shall be for a period of two (2) years only, without prejudice for re-conferment or conferment as Honorary Member under the other categories.

4.4.8 Conferment of Honorary Life President and Honorary Builders

4.4.8.1 Procedures for the conferment of Honorary Life President and Honorary Builder shall be as follows:-

*Conferment of Honorary Life President and Honorary Builders*

- (a) A Council Member may, by an official written proposal and seconded by another Council Member, nominate any qualified party to be conferred membership as Honorary Life President or Honorary Builder whereby such written proposal shall be tabled for discussion in a Council Meeting; and
- (b) The approval and acceptance of the candidate as Honorary Life President or Honorary Builder (as the case may be) shall be by unanimous vote in a Council Meeting.

4.4.9 Procedures for conferment of Honorary Advisors and Honorary Consultants

4.4.9.1 Procedures for the conferment of Honorary Advisors or Honorary Consultants shall be as follows:-

*Procedures for conferment of Honorary Advisors and Honorary Consultants*

- (a) Every proposal for the admittance of a candidate as Honorary Advisors or Honorary Consultants shall be proposed by a Council Member and seconded by another Council Member in a Council Meeting;
- (b) Such proposal shall be voted upon in the said Council Meeting.
- (c) The approval and acceptance of a candidate as Honorary Advisors or Honorary Consultants shall be by a simple majority vote;
- (d) The term for each conferment as Honorary Advisor or Honorary Consultant shall be for a period of two (2) years only, without prejudice to re-conferment of Honorary Membership;
- (e) The person(s) so conferred shall accept in writing.

#### 4.4.10 Notification

- 4.4.10.1 Upon the approval of the Council of a candidate as Honorary Member, the Secretary-General shall issue an invitation in writing to the said candidate to become an Honorary Member of the Association and the said candidate shall reply in writing its acceptance or refusal of the conferment within the time stipulated in the invitation. *Notification*

#### 4.4.11 Admission as Honorary Member

- 4.4.11.1 Notwithstanding any provision herein contained to the contrary, the candidate shall only be admitted into the Association as Honorary Life President, Honorary Builder, Honorary Advisor or Honorary Consultant, and be entitled to all the privileges of membership upon the name of the candidate being recorded in the Association's Register of Members as an Honorary Life President, Honorary Builder, Honorary Advisor or Honorary Consultant. *Admission as Honorary Member*

#### 4.4.12 Continuity of Membership

- 4.4.12.1 With the exception of Immediate Past President, Honorary Advisor or Honorary Consultant, all holders of Honorary Life President and Honorary Builder shall hold the same in perpetuity. *Continuity of Membership*

### 4.5 Graduate Alumni Members

#### 4.5.1 Qualification for Graduate Alumni Members

- 4.5.1.1 The following person(s) shall be eligible for membership of the Association; and upon the acceptance of their application for such membership, the said member shall be known as "Graduate Alumni Member":- *Qualification for Graduate Alumni Members*
- (a) Any natural person and scholar of the MBAM Education Fund Scholarship Awards who has duly graduated from or successfully completed his/her respective course of study under the scholarship programme;
  - (b) Any natural person or graduate who has successfully completed his/her respective Work-Based Learning (WBL) programme with any Member of the Association; and/or
  - (c) Any natural person or graduate who has successfully completed his/her respective studies under the MBAM-IPD-OUM programmes and/or any other construction related academic or skills courses and/or programmes conducted by the Association.

- 4.5.2 Number of Graduate Alumni Members
- 4.5.2.1 The number of Graduate Alumni Members shall be unlimited. *Number of Graduate Alumni Members*
- 4.5.3 Privileges of Graduate Alumni Members
- 4.5.3.1 Graduate Alumni Members shall be bound by the Constitution and the By-Laws of the Association and shall enjoy all the rights and privileges conferred to Ordinary Members save and except for the following:- *Privileges of Graduate Alumni Members*
- (a) To vote at any meeting;
- (b) To be represented or to be elected to the Council; and
- (c) To make any requisition for AGM/EGM.
- 4.5.4 Application and Admission
- 4.5.4.1 Any applicant wishing to join the Association as an Graduate Alumni Member shall submit an application to the Secretary-General in the prescribed form or such other form as may be approved by the Council from time to time. *Application and Admission*
- 4.5.5 Proposal for candidate
- 4.5.5.1 Every application for membership as Graduate Alumni Member shall be proposed by any Ordinary Member and seconded by another Ordinary Member and shall be forwarded to the Secretary-General at the Association's registered address as stated hereinabove. *Proposal for candidate*
- 4.5.6 Mode of Application
- 4.5.6.1 All applications for membership as Graduate Alumni Member shall be accompanied by the followings, which shall be kept by the Association in the event the application is accepted:- *Mode of Application*
- (a) documentary evidence of the applicant being a scholar or graduate under the MBAM Education Fund scholarship programme and/or other courses and/or programmes as stipulated in Clause 4.5.1.1 hereinabove, whichever applicable;
- (b) the degree or certification duly issued by the respective universities/place of study and/or relevant parties evidencing his/her graduation and/or successful completion of the respective course of study and/or programmes as stipulated in Clause 4.5.1.1 hereinabove undertaken by the applicant;
- (c) the applicable annual subscription for the calendar year or the one-off lifetime membership fee referred to in Clause 6.1 (e) (ii) hereinbelow, as the case may be; and

(d) any such documents required by the Secretary-General, the Council and/or the Registrar of Societies.

(collectively hereinafter referred to as “the Submissions for Graduate Alumni Member”).

4.5.7 Secretary-General to submit application

4.5.7.1 Upon receiving all the Submissions for Graduate Alumni Member, the Secretary-General shall, at the first convenient opportunity, submit the application to the Council for its deliberation and decision. *Secretary-General to submit application*

4.5.8 Considering the application

4.5.8.1 The Council shall not be under any obligation to consider the application for membership unless and until all the Submissions for Graduate Alumni Member have been duly received by the Association in accordance with the By-Laws. *Considering the application*

4.5.9 Function of Council

4.5.9.1 The application for membership shall then be considered by the Council during its Council Meeting for acceptance or otherwise PROVIDED ALWAYS that, if the Council deems appropriate, the Council shall be entitled at its absolute discretion to refer the application for approval by the Registrar of Societies prior to the Council’s acceptance of the said application. *Function of Council*

4.5.10 Discretion of Council

4.5.10.1 The Council may at its sole and absolute discretion reject any application for membership as Graduate Alumni Member without assigning any reason whatsoever, wherein all the Submissions for Graduate Alumni Member received by the Association shall be returned to the applicant. *Discretion of Council*

4.5.11 Admission upon registration

4.5.11.1 Notwithstanding any provision herein contained to the contrary, the applicant shall only be admitted into the Association as a Graduate Alumni Member of the Association and be entitled to all the privileges of membership upon the decision of the Council to accept the application and upon the name of the applicant being recorded in the Association’s Register of Members. *Admission upon registration*

4.5.12 Notification of acceptance

4.5.12.1 The Secretary-General shall notify the applicant upon the acceptance of its application for membership by the Council. *Notification of acceptance*

## CLAUSE 5 RESIGNATION AND TERMINATION

### 5.1 Resignation of Membership

- 5.1.1 Any Member who wishes to resign from the Association shall give one month's notice in writing to the Secretary-General of the Association and shall pay up all dues in full unless the said Member is an Honorary Member. *Resignation of membership*

### 5.2 Removal of Ordinary Members

- 5.2.1 Without prejudice to any written laws or regulations of this country Ordinary Members found in breach of the Constitution and/or By-Laws may be removed as Member of the Association in accordance with the By-Laws. *Removal of Ordinary Members*

### 5.3 Removal, Suspension or Disqualification of Ordinary Membership

- 5.3.1 An Ordinary Member may have its membership as Ordinary Member removed, suspended or disqualified: *Removal, Suspension or Disqualification of Ordinary Membership*
- (a) if the said Ordinary Member becomes or has been disqualified under any laws in Malaysia from being a member of any association(s);
  - (b) if the said Ordinary Member fails to settle all its dues in full within six (6) months from the earliest due date for the outstanding sums;
  - (c) if the said Ordinary Member applied for and became an Associate Member; or
  - (d) in accordance with the provisions herein contained under disciplinary actions.

### 5.4 Removal of Ordinary Member from Registrar

- 5.4.1 Upon the removal or disqualification of membership, the Council shall remove the said Ordinary Member from the Association's Register of Members, in which event the said Ordinary Member shall forthwith cease to be an Ordinary Member of the Association. *Removal of Ordinary Member from Registrar*

### 5.5 Removal or Disqualification of Affiliate Membership

- 5.5.1 Disciplinary Proceedings shall not be necessary for the removal of Affiliate Members. *Removal or Disqualification of Affiliate Membership*

### 5.6 Removal or Disqualification of Associate Membership

- 5.6.1 Disciplinary Proceedings shall not be necessary for the removal of Associate Members. *Removal or Disqualification of Associate Membership*

## **5.7 Removal as Associate Member upon becoming Ordinary Member**

- 5.7.1 Upon the Associate Member becoming an Ordinary Member, the Council shall remove the Associate Member from the Register of Members, in which event the said Associate Member shall forthwith cease to be an Associate Member of the Association. *Removal as Associate Member upon becoming Ordinary Member*

## **5.8 Removal or Disqualification of Graduate Alumni Membership**

- 5.8.1 Disciplinary Proceedings shall not be necessary for the removal of Graduate Alumni Members. *Removal or Disqualification of Graduate Alumni Membership*

# **CLAUSE 6 SOURCE OF INCOME**

## **6.0 Details of Applicable Fees and Payment**

### **6.1 Fees & Other Dues**

*Fees & Other Dues*

- (a) For Ordinary Members, the entrance fee, the first annual subscription and the subsequent annual subscription shall be due and payable as follows:-
- (i) The payment for the Entrance Fee of **RM1,200.00** shall be submitted together with the application for membership;
  - (ii) If the application for membership is submitted **on or before 30th June of the said year**, the payment of the first Annual Subscription shall be the sum of **RM1,200.00** and shall be submitted together with the application for membership;
  - (iii) If the application for membership is submitted **after 30th June but on or before 30th September of the said year**, the payment of the first Annual Subscription shall be the sum of **RM600.00** and shall be submitted together with the application for membership;
  - (iv) If the application for membership is submitted **after 30th September of the said year**, the payment of the first Annual Subscription shall be the sum of **RM300.00** and shall be submitted together with the application for membership;
  - (v) The subsequent Annual Subscription shall be the sum of **RM1,200.00** per year and shall be due and payable **on the 1st day of January** of the respective subscription year;

- (b) For Affiliate Members, the entrance fee, the first annual subscription and the subsequent annual subscription shall be due and payable as follows:-
- (i) The payment for the Entrance Fee of **RM500.00** shall be submitted together with the application for membership;
  - (ii) If the application for membership is submitted **on or before 30th June of the said year**, the payment of the first Annual Subscription shall be the sum of **RM500.00** and shall be submitted together with the application for membership;
  - (iii) If the application for membership is submitted **after 30th June but on or before 30th September of the said year**, the payment of the first Annual Subscription shall be the sum of **RM250.00** and shall be submitted together with the application for membership;
  - (iv) If the application for membership is submitted **after 30th September of the said year**, the payment of the first Annual Subscription shall be the sum of **RM125.00** and shall be submitted together with the application for membership;
  - (v) The subsequent Annual Subscription shall be the sum of **RM500.00** per year and shall be due and payable **on the 1st day of January** of the respective subscription year.
- (c) For Associate Members, the entrance fee, the first annual subscription and the subsequent annual subscription shall be due and payable as follows:-
- (i) The payment for the Entrance Fee of **RM500.00** shall be submitted together with the application for membership;
  - (ii) If the application for membership is submitted **on or before 30th June of the said year**, the payment of the first Annual Subscription shall be the sum of **RM500.00** and shall be submitted together with the application for membership;
  - (iii) If the application for membership is submitted **after 30th June but on or before 30th September of the said year**, the payment of the first Annual Subscription shall be the sum of **RM250.00** and shall be submitted together with the application for membership;

- (iv) If the application for membership is submitted **after 30th September of the said year**, the payment of the first Annual Subscription shall be the sum of **RM125.00** and shall be submitted together with the application for membership;
- (v) The subsequent Annual Subscription shall be the sum of **RM500.00** per year and shall be due and payable **on the 1st day of January** of the respective subscription year;
- (d) For Honorary Members, there shall not be any charges for the entrance fee, the first annual subscription and the subsequent annual subscription.
- (e) For Graduate Alumni Members, no entrance fee in any amount whatever shall be charged; and only the following fees as set out below shall be payable:
  - (i) the annual subscription fee in the sum of **RM100.00** to be submitted together with the application for membership; and thereafter, the subsequent Annual Subscription fee in the sum of **RM100.00** shall be due and payable **on the 1st day of January** of the respective subscription year;

OR alternatively, where the applicant elects to become a lifetime member,

- (ii) a one-off lifetime membership fee of **RM1,000.00** to be paid in one lump sum together with the application for membership.

## **6.2 Payment of Fee**

- 6.2.1 All applicants for membership shall pay the entrance fee and the applicable annual subscription on their application for membership and thereafter they shall pay subsequent annual subscription to the Association. *Payment of Fee*

## **6.3 Sum payable**

- 6.3.1 All entrance fee, annual subscription and other dues payable by each Member to the Association shall be prescribed by the Council in Clause 6.1. *Sum payable*

## **6.4 Changes**

- 6.4.1 Any changes to the above Clause 6.1 shall only be made after obtaining the consent of the Ordinary Members by a majority vote in an AGM/EGM. *Changes*

## **6.5 Changes not retrospective**

- 6.5.1 Notwithstanding any provision herein contained, all changes made to the above schedule shall not be retrospective in effect. *Changes not retrospective*

## **6.6 Recovery of Outstanding dues**

- 6.6.1 In the event the Member is removed, disqualified or resigns from the Association, the Council shall be empowered to take all necessary actions, including but not limited to legal proceedings, to recover from the said Member all the outstanding dues payable to the Association. *Recovery of Outstanding dues*

## **6.7 No refund of fees or dues**

- 6.7.1 All or any fees or dues paid by any Member shall not be refunded to the said Member in any event or circumstance including but not limited to resignation, disqualification and removal of the said Member. *No refund of fees or dues*

## **6.8 Dual Membership**

- 6.8.1 The Council and the Association shall not impose any fee, contribution, subscription or any other dues on the holders of Honorary Membership, save and except the followings: *Dual Membership*
- (a) in the event the holder of Honorary Membership is or has become an Ordinary Member, the said Member shall also be bound by all the requirements imposed on Ordinary Member; or
  - (b) in the event the holder of Honorary Membership is or has become an Associate Member, the said Member shall also be bound by all the requirements imposed on Associate Member.

## **6.9 Voluntary contributions and donations**

- 6.9.1 Notwithstanding any provision contained herein to the contrary, the Council shall be empowered to receive any contribution(s), monetary or otherwise, given voluntarily by any Ordinary Member, Associate Member or any holder of the Honorary Membership to the Association or for any of the Association's activities. *Voluntary contributions and donations*

# **CLAUSE 7 GENERAL MEETING**

## **7.0 Meeting, Procedures and Proceedings**

### **7.1 Annual General Meetings (AGM)**

- 7.1.1 The Association shall hold at least one general meeting annually (“Annual General Meeting” @ “AGM”) which shall be held as soon as possible after the close of each financial year but no later than 30th June of the year following the said financial year and at a time and place as determined by the Council and designated in a notice to the Members as provided in the By-Laws. *Annual General Meeting*
- 7.1.2 Agenda for AGM
- 7.1.2.1 The agenda for the AGM shall include but not limited to the followings:- *Agenda for AGM*
- (a) to receive the Council’s report on the working of the Association during the previous year;
  - (b) to receive the Treasurer-General’s report and the audited accounts of the Association for the previous year;
  - (c) to elect twenty six (26) Ordinary Members to the Council (once every two years); and
  - (d) to deal with any other matter of which notice has been given not less than two (2) weeks before the AGM.
- 7.1.3 Notice of AGM
- 7.1.3.1 A preliminary notice of the AGM stating the date, time and the place of meeting and calling for motions for discussion at the meeting, motions for amendment of the rules, and nominations for the election of the Council (if necessary) shall be sent by the Secretary-General not later than thirty (30) days before the date fixed for the meeting and this notice shall also be prominently displayed at the registered place of business of the Association which shall be deemed notified to all Members of the Association. *Notice of AGM*
- 7.1.4 Nomination / Motion
- 7.1.4.1 Nominations for election of Council (if necessary) and motions for discussion at the AGM shall be sent by the Members to the Secretary-General not later than fifteen (15) days after the date of the preliminary notice. *Nomination/ Motion*
- 7.1.5 Agenda
- 7.1.5.1 The Secretary-General shall send to all Members at least 10 days before the meeting an agenda including copies of minutes and reports, motions and nomination for the election of Council, together with the audited accounts of the Association for the previous year. Copies of these documents will be made available at the registered place of business of the Association for viewing by Members. *Agenda*

- 7.1.6 Business of Meeting
- 7.1.6.1 The scope of business of all AGM shall be as specified in the notice issued by the Secretary-General and in accordance with the Constitution. *Business of Meeting*
- 7.1.7 Quorum
- 7.1.7.1 The quorum for an AGM shall be one half of the total number of Members or twice the total number of the elected Council Members (whichever is lesser). *Quorum*
- 7.1.8 When Quorum Not Present
- 7.1.8.1 If at the time appointed for the meeting a quorum is not present, the meeting shall be postponed for half an hour and if a quorum is not present at the time appointed for the postponed meeting, the Members present shall have power to proceed with the business of the day but they shall have no power to alter the rules of the Association or to discuss or decide on matters not in the agenda of the meeting. *When Quorum Not Present*
- 7.1.9 Chairman of Meeting
- 7.1.9.1 The President shall act as Chairman for all AGM(s); in his absence, the Deputy President (or in the absence of the President and Deputy President, one of the five (5) Vice Presidents) shall act as the Chairman. *Chairman of Meeting*
- 7.2 Extraordinary General Meeting (EGM)**
- 7.2.1 All other meetings of the Members shall be known as Extraordinary General Meeting (“EGM”). The Association shall hold an EGM whenever the Council deems desirable or at the joint written request of not less than fifty (50) Ordinary Members stating the objects and reasons for such meeting. *Extraordinary General Meeting*
- 7.2.2 EGM Requisition
- 7.2.2.1 An EGM requisitioned shall be convened for a date within thirty (30) days of receipt of such requisition. *EGM Requisition*
- 7.2.3 Notice of EGM
- 7.2.3.1 Notice and agenda for an EGM shall be forwarded by the Secretary-General by ordinary post to all Members at least fifteen (15) days before the date fixed for the EGM. *Notice of EGM*
- 7.2.4 Business of Meeting
- 7.2.4.1 The scope of business of all EGM shall be as specified in the notice issued by the Secretary-General and in accordance with the Constitution. *Business of Meeting*
- 7.2.5 Quorum

7.2.5.1 The rules regarding the quorum and postponement of the AGM shall apply also to an EGM but with proviso that if no quorum is present after half an hour from the time appointed for a postponed EGM requisitioned by Members the meeting shall be cancelled and no EGM shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date hereof. *Quorum*

7.2.6 Chairman of Meetings

7.2.6.1 The President shall act as Chairman for all EGM(s); in his absence, the Deputy President (or in the absence of the President and Deputy President, one of the five (5) Vice Presidents) shall act as the Chairman. *Chairman of Meetings*

### **7.3 Council Meetings**

7.3.1 Meetings of the Council shall be held at such times and places as may be determined by the Council to be necessary for the proper discharge of its duties. *Council Meetings*

## **CLAUSE 8 COUNCIL**

### **8.0 The Structure of the Council**

#### **8.1 Governance by the Council**

8.1.1 The Association shall be governed by the Council in accordance with the provisions contained herein. *Governance by the Council*

#### **8.2 Composition of the Council**

8.2.1 The Council shall consist of **at least twenty six (26) Members and up to thirty two (32) Members** (including the Immediate Past President whose membership on the Council shall be automatic pursuant to Clause 8.5.1 (a) hereinbelow) (hereinafter collectively referred to as “the Council Members”) who shall serve as members of the Council from the date of their election/appointment until the next election. *Composition of the Council*

#### **8.3 Biennial election**

8.3.1 The election of Council Members shall be held at every alternate AGM whereby the existing Council shall be dissolved immediately prior thereto. *Biennial election*

#### **8.4 Caretaker Council**

8.4.1 After the dissolution of the existing Council in accordance with Clause 8.3.1, there will be a 10 board member caretaker Council comprising the Office Bearers of the dissolved Council, headed by the incumbent President. The caretaker *Caretaker Council*

Council will discharge the functions of as an interim Council and will carry out such functions as may be necessary to ensure the smooth day-to-day operations of the Secretariat, and except in the case of necessity, it will not make any policy decision. The caretaker Council will assist in such manner as may be necessary to ensure that the election at the AGM will be carried out impartially, fairly and peacefully. The caretaker Council will be dissolved when the new Council is formed and the elected Office Bearers who shall have been elected/appointed thereto have been duly sworn in to their respective positions in the new Council.

## **8.5 Formation of the Council**

8.5.1 Subject to the provisions herein contained, the Council shall be formed and the Office Bearers shall be elected/appointed in accordance with Clause 8.3.1 hereof and with the followings:-

*Formation of the Council*

- (a) The Immediate Past President shall automatically be a member of the Council without the requirement of election or appointment;
- (b) **Twenty Six (26) Ordinary Members** (save and except the said Past President) **shall be elected by vote** in the AGM to be the Council Members (hereinafter referred to as “the said elected Council Members”);
- (c) The Immediate Past President shall as soon as possible after the date of the election of the said elected Council Members at the AGM, give notice to the said elected Council Members for the convening of a meeting amongst the Immediate Past President and the said elected Council Members, which meeting shall in any event be held **no later than fourteen (14) days from the date of the election of the said elected Council Members convene a meeting** amongst themselves to elect amongst the said elected Council Members [subject to Clause 4.1.3.1(d)], a President, a Deputy President, five (5) Vice Presidents, a Secretary-General, and a Treasurer-General;
- (d) Subject to any guidelines as prescribed in the By-Laws, **the President may at its discretion appoint up to two (2) other Ordinary Members and up to three (3) Affiliate Members to be members of the Council** (hereinafter referred to as “the said appointed Council Members”);
- (e) Subject to Clause 4.1.3.1(d) and any guidelines as prescribed in the By-Laws, **the President may at its discretion appoint up to two (2) Deputy Secretary-Generals** from

the remainder of the said elected Council Members who have not been elected to any of the positions in Clause 8.5.1 (c) above (hereinafter respectively referred to as “DSG1” and “DSG2” and collectively referred as “Deputy Secretary-Generals”); and

- (f) The President shall at his absolute discretion appoint three (3) members of the Council to constitute part of the Disciplinary Board.

## **8.6 Eligibility to be Council Member**

8.6.1 Only the following Members shall be eligible to be Council Members irrespective of their past involvement with the Association:- *Eligibility to be Council Member*

- (a) Ordinary Members may be elected [subject to Clause 4.1.3.1(c)], or appointed as Council Members; and
- (b) Affiliate Members may be appointed as Council Members by the President.

## **8.7 Entitlement to serve and be re-elected as President**

8.7.1 Notwithstanding any provision herein contained to the contrary, any Ordinary Member shall only be entitled to be elected to the position and serve as President only once; *Entitlement to serve as President and re-election as President*

PROVIDED THAT the aforesaid shall not preclude the said Ordinary Member from being re-elected to the position and serve as the President for an additional successive term of a further two (2) years; *Successive term*

PROVIDED FURTHER THAT:-(a) as and when a Gap Period (as defined below) shall have lapsed, the Ordinary Member shall again be entitled to be elected to the position and serve as the President; and be further eligible to be re-elected to the position and serve as the President for an additional successive term of a further two (2) years;

whereby:-

- (i) “Gap Period” shall mean a period of TEN (10) years or more commencing from the date on which the Ordinary Member last served as an elected President of the Association; and throughout the duration of the said ten (10) years period, the Ordinary Member shall have continuously remained as an Ordinary Member of the Association; and *Re-election after Gap Period*
- (ii) the representative of such Ordinary Member shall be such person as described in Clause 4.1.3.1(d)(2) hereinabove; PROVIDED HOWEVER THAT where such person had

previously served in its representative capacity as an elected President, then such person shall not be eligible to become the President again SAVE AND EXCEPT where a period of TEN (10) years or more has lapsed since the date on which he/she last served as the President (whether representing that particular Ordinary Member or any other Ordinary Member(s) then).

8.7.2 This Clause 8.7.1 shall have retrospective effect from the date on which this Constitution first came into effect.

## **8.8 Disqualification**

8.8.1 Provided always that a Member's representative shall be disqualified from being, and shall not become or remain a Council Member:- *Disqualification*

(a) if it is prohibited by the Societies Act 1966 in particular Section 9A thereof, including but not limited to the following (subject always to any amendments from time to time being in force):

(i) if he has been convicted of any offence against the Societies Act 1966;

(ii) if he has, within five (5) years from the date of his election/appointment as Council Member, been convicted of any offence under any other law and was sentenced to a fine of not less than two thousand ringgit or to imprisonment for a term of not less than one year;

(iii) if there is in force against him any order of detention, restriction, supervision, restricted residence, banishment or deportation under any law relating to the security of, or public order in, Malaysia or any part thereof, or to prevention of crime, preventive detention, restricted residence, banishment or immigration;

(iv) if he is an undischarged bankrupt;

(v) if he is and has been found or declared to be of unsound mind; or

(b) in any event if it is prohibited by any other law for the time being in force in Malaysia.

Provided always in the event of its representative being disqualified under this sub-clause, a Member may nominate another to represent it in the Council, unless the said Member is also disqualified, mutatis mutandis, under paragraph (a)(i), (ii), or (b) above or is winding-up.

8.9 All Members' representatives to the Council and every officer performing executive functions in the Association shall be Malaysian Citizens.

**8.10 Nomination of Representative(s)**

8.10.1 Ordinary Members or Affiliate Members elected or appointed to the Council (other than as Office Bearers), shall be entitled to nominate a representative and an alternate to such representative to represent the Member in the Council. Ordinary Members elected or appointed to the Council as an Office Bearer shall be represented in the Council by its representative whose name is stated in the application for membership (or his substitute as may be nominated by the said Member from time to time; PROVIDED HOWEVER THAT in nominating such substitute representative, the conditions as set out in Clause 4.1.3.1(d)(2) shall not apply). *Nomination of Representative(s)*

**8.11 Procedures for and conduct of election/appointment**

8.11.1 The Council may prescribe such rules and regulations in the By-Laws as it deems necessary for the proper conduct of the election/appointment of the Council Members. *Procedures for and conduct of election/ appointment*

**8.12 Cessation as Council Members**

8.12.1 A member of the Council shall cease being a Council Member if:- *Cessation as Council Members*

- (a) its representative (in the case of the Office Bearers) or its representatives or alternative representative in the case of non-office bearer is absent for three (3) consecutive meetings without satisfactory explanation;
- (b) it resigns from the Council;
- (c) it ceases to be a member of the Association;
- (d) its membership is terminated for whatever reason; or
- (e) it is disqualified by the Registrar of Societies or any other appropriate authorities from becoming or retaining his office or being represented as a member of the Council.

PROVIDED ALWAYS that a Council Member who ceases to be such under this provision shall be replaced for the remainder of its term by the candidate with the next highest vote during the election of the said Council Member;

PROVIDED FURTHER that the President shall have absolute power to remove any of the said appointed Council Member and to appoint other Ordinary Member as its replacement; and

PROVIDED FURTHER that in the event that both representatives of a Council Member (other than the Office Bearers):-

- (i) resigns from the Member;
- (ii) resigns from his position as representative of the Member to Council;
- (iii) are disqualified by the Registrar of Societies or any other authority from participating in the executive functions of the Association, the Member shall within fourteen (14) days from the notification of its representative's resignation or disqualification thereof appoints another to represent it in the Council, failing which the said Member shall be deemed to have ceased being a Council Member pursuant to Clause 8.12.1 hereof.

PROVIDED ALSO that in the event the representative of the Office Bearer:-

- (i) resigns from the Office Bearer;
- (ii) resigns from his position as representative of the Office Bearer to the Council;
- (iii) is disqualified by the Register of Societies or any other appropriate authority from participating in the executive functions of the Association, the Office Bearer shall within fourteen (14) days from the notification of its representative's resignation or disqualification thereof appoint a replacement to represent it in the Council (PROVIDED HOWEVER THAT in appointing such replacement representative, the conditions as set out in Clause 4.1.3.1(d)(2) shall not apply), whereupon its position as an Office Bearer shall be deemed to be vacant, the provision of Clause 9.10.1 shall apply in respect of such vacancy and the former Office Bearer shall continue to retain its membership in the Council as a Council Member only. If the said Office Bearer fails to appoint such replacement within the said fourteen (14) days period, the Office Bearer shall be deemed to have ceased being a Council Member altogether pursuant to Clause 8.12.1 hereof.

### **8.13 Removal of Council Members**

- 8.13.1 Subject to the provision hereinabove, a member of the Council may only be removed from his office under the following circumstances:

*Removal of  
Council Members*

- (a) Any of the Council Member may be removed from Council before the expiration of its term by a two-third majority vote in an AGM/EGM, whereupon its replacement shall be elected SUBJECT ALWAYS to Clause 4.1.3.1(c);
- (b) Any of the said appointed Council Members (if any) may be removed in the following manner:-
  - (i) by the President; or
  - (ii) by the Council Members via a simple majority vote in a Council Meeting, of which the vote of the Council Member in question shall be excluded;

whereupon the President may at its discretion appoint another Ordinary Member to replace him for the remainder of the term PROVIDED ALWAYS that the President shall not re-appoint the said member who has been removed.

## **8.14 Functions and Powers**

### **8.14.1 Functions of the Council**

- 8.14.1.1 The functions of the Council are to formulate policies, to make decisions on matters affecting the implementation of the policy and to supervise the day to day activities of the Association. *Functions of the Council*

### **8.14.2 Meeting of Council**

- 8.14.2.1 The Council shall meet at least six (6) times a year, a seven (7) days notice of such meeting shall be given to all Council Members. The quorum of the Council meetings shall be one half of the total number of Council Members. *Meeting of Council*

### **8.14.3 Decision Making**

- 8.14.3.1 Unless otherwise herein provided, all decisions of the Council are to be decided by a majority vote of all the Council Members attending with voting rights. In event of a deadlock, the Chairman shall have the casting vote. *Decision Making*

### **8.14.4 General Powers of the Council**

- 8.14.4.1 The Council is hereby empowered by the Constitution to act as follows:- *General Powers of the Council*
  - (a) give instructions and/or delegate power to the Office Bearers and other officers for the conduct of the affairs of the Association;
  - (b) appoint such organisers or such staff as it deems necessary;

- (c) suspend or dismiss any organiser(s) or member(s) of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the duties of the Council or for any other reason which it deems good and sufficient in the interest of the Association;
- (d) set up Committee/Sub-Committees from time to time as it deems fit and to appoint members of the Sub-Committee/Committees and to prescribe terms of reference;
- (e) to prescribe By-Laws for the proper exercise of the executive power vested in it and may at any time in the like manner, approve, annul or vary any By-Laws;
- (f) to confer Awards prescribed in the By-Laws to qualified parties;
- (g) to confer awards, grants, scholarships, prizes and/or medals to suitable and eligible parties;
- (h) to suspend or remove the membership of, to penalise and/or to take any disciplinary actions against any Member for violating the Constitution, By-Laws and/or for misconduct which in the opinion of the Council is improper or prejudicial to the Association.

## **8.15 Delegation of Power**

### 8.15.1 The Office Bearers

- 8.15.1.1 The Office Bearers as elected and/or appointed from amongst the Council shall serve the Association in accordance with the directions of the Council. *The Office Bearers*

### 8.15.2 Committee

- 8.15.2.1 The Council shall at its absolute discretion form such Committees and appoint their members from amongst the Members of the Association to assist the Council in managing the affairs of the Association. *Committee*

### 8.15.3 Duties and Obligations of the Committee

- 8.15.3.1 All Committees are bound to function and perform its duties and obligations effectively and diligently as laid down by the Council and in accordance with the aims and objectives of the Association. *Duties and Obligations of the Committee*

### 8.15.4 Directions of Council

- 8.15.4.1 All Committees shall report periodically to the Council and shall perform their duties under the direction of the Council; the Council may supervise the conduct and activities of the Committees as it deems necessary or desirable. *Directions of Council*

- 8.15.5 Formation and Dissolution of Committee
- 8.15.5.1 The Council may appoint or delegate its power of appointment of the Committees in whole or in part to the President, or to the Office Bearers with an obligation to report back to the Council. *Formation and Dissolution of Committee*
- 8.15.6 Without prejudice to the provisions herein provided, the Council may at its own discretion dissolve the said Committee.
- 8.15.7 Corporations
- 8.15.7.1 The Council may authorise such person(s) or trust corporation(s) as it deems suitable to do the followings:- *Corporations*
- (a) to incorporate company or companies under the Malaysian Companies Act, 2016 (hereinafter referred to as “the Corporations”) to undertake any projects, business or activities in relation to the aims and objectives of the Association; and/or
- (b) to hold shares in the Corporations on trust for the Association and/or to hold the position of directors in the Corporations.
- 8.15.8 Duties and Obligation of the Corporation
- 8.15.8.1 Such authorised person(s) shall at all times operate the Corporations under the supervision and direction of the Council. *Duties and Obligations of the Corporation*
- 8.15.9 Formation and Dissolution of the Corporation
- 8.15.9.1 The formation and dissolution of the Corporations shall be as provided in the By-Laws and in accordance with the Malaysian Companies Act, 2016. *Formation and Dissolution of the Corporation*
- 8.16 Disciplinary Board**
- 8.16.1 The Council shall form a Disciplinary Board which shall consist of the Deputy President, the Secretary-General and the three (3) Council Members appointed by the President. *Disciplinary Board*
- 8.16.2 Duties and Obligations of the Disciplinary Board
- 8.16.2.1 The Disciplinary Board shall conduct disciplinary proceedings against any Member in accordance with the provisions of the By-Laws and shall make such recommendation as it deems appropriate to the Council. *Duties and Obligations of the Disciplinary Board*
- 8.16.3 Disciplinary Powers of Council
- 8.16.3.1 The Council shall in its exercise of disciplinary powers provided under this Constitution consider there commendation made by the Disciplinary Board but the Council shall not be bound by the same in any manner whatsoever. *Disciplinary Powers of Council*

## **CLAUSE 9 DUTIES OF OFFICE BEARERS**

### **9.0 Duties and Obligations of Office Bearers**

#### **9.1 Composition of Office Bearers**

- 9.1.1 The Office Bearers of the Association shall be as follows:- *Composition of Office Bearers*
- (a) The President;
  - (b) The Deputy President;
  - (c) Five (5) Vice Presidents;
  - (d) The Secretary-General;
  - (e) Two (2) Deputy Secretary-Generals; and
  - (f) The Treasurer-General.

#### **9.2 Duties and Obligations**

- 9.2.1 Subject to this Clause 9, the Office Bearers shall perform all duties and obligations as directed and/or delegated by the Council including but not limited to implementing or effecting the resolutions passed by the Council and all other duties stated in the By-Laws. *Duties and Obligations*

#### **9.3 The President**

- 9.3.1 The duties and function of the President are as follows:- *The President*
- (a) To discharge and perform all duties and function given to him by the Council.
  - (b) To preside as Chairman at all general council and other meetings of the Association.
  - (c) He shall be an ex-officio member of all Committees.
  - (d) To mediate and/or arbitrate in any dispute and/or conflict between Members or between Members and non-members.
  - (e) The President is empowered to authorise the expenditure of a sum of not more than RM10,000.00 at one time in the discharge of his duties.
  - (f) Any expenditure exceeding RM10,000.00 at any one time shall require approval from the Council.

#### **9.4 The Deputy President**

- 9.4.1 The Deputy President shall deputise the President in his work and shall in the absence of the President act for him. *The Deputy President*

#### **9.5 The Vice President**

- 9.5.1 The five (5) Vice Presidents shall assist the President and the Deputy President in their work and one of them shall in the absence of the President and the Deputy President deputise for the President. *The Vice President*

## **9.6 The Secretary-General**

9.6.1 The duties and function of the Secretary-General are as follows:- *The Secretary-General*

- (a) The Secretary-General shall be the Chief Executive Officer of the Association.
- (b) He shall supervise and conduct the affairs of the Association and shall keep all records except financial records of the Association and shall be responsible for their correctness.
- (c) He shall keep minutes of all general, council and other meetings.
- (d) The Secretary-General is empowered to authorise the expenditure of a sum of not more than RM5,000.00 at one time in the discharge of his duties.
- (e) He shall maintain all up-to-date membership register consisting of name, date and place of business, occupation name and address of employer and residential address of all Members.

## **9.7 The Deputy Secretary-Generals**

9.7.1 The Deputy Secretary-Generals shall assist the Secretary-General in his work and DSG1 shall in the absence of the Secretary-General act for the Secretary-General, and in the absence of both the Secretary-General and DSG1, DSG2 shall act for the Secretary-General. *The Deputy Secretary-Generals*

## **9.8 The Treasurer-General**

9.8.1 The duties and function of the Treasurer-General are as follows:- *The Treasurer-General*

- (a) The Treasurer-General shall be in custody of all the Association's funds, collect and disburse all monies on behalf of the Association, keep accounts of all monetary transactions and shall be responsible for their correctness.
- (b) He is authorised to expend up to a sum to be decided by the Council from time to time per month for petty expenses on behalf of the Association.
- (c) He shall not keep more than a sum to be decided by the Council from time to time in cash at any time and any money in excess of this sum shall be deposited in the Association's banking account within seven days of their receipt. The bank account shall be in the name of the Association.
- (d) He may hold a petty cash in advance of not more than RM5,000.00 for petty expenses.

(e) The Treasurer-General shall render a Financial Report to the Council at each Council meeting and shall present the accounts of the Association at the AGM, and at the instance of being made an agenda, present the accounts at the EGM.

## **9.9 Appointment of Office Bearers**

9.9.1 The Office Bearers shall be as elected and/or appointed from amongst the Council Members in accordance with the provisions of the Constitution. *Appointment of Office Bearers*

## **9.10 Casual Vacancy of Office Bearers**

9.10.1 Any casual vacancy occurring in an elected office shall be filled for the unexpired term as follows: *Casual Vacancy of Office Bearers*

(a) President by the Deputy President

(b) Deputy President Vice President Secretary-General Treasurer-General The Council Members shall have the power to convene a meeting amongst themselves to elect from amongst any Ordinary Members then sitting in the Council to fill the vacancy or vacancies until the next election by majority vote; PROVIDED THAT for purposes of filling in such casual vacancies, the conditions as set out in Clause 4.1.3.1(d) shall not apply.

## **9.11 Casual Vacancy of Immediate Past President**

9.11.1 If the Immediate Past President resigns or is disqualified by the Registrar of Societies or any other appropriate authority from participating in the executive functions of the Association, such position shall remain vacant until the current or succeeding President fulfils the criteria for automatic appointment to the Council. *Casual Vacancy of Immediate Past President*

# **CLAUSE 10 FINANCIAL PROVISION**

## **10.0 Finance**

### **10.1 Management of Funds**

10.1.1 The funds of the Association may be expended beneficially under the supervision of the Council to carry out the aims and objectives of the Association and in accordance with the By-Laws. *Management of Funds*

### **10.2 Maximum Investment**

10.2.1 The Council may direct up to a total of Ringgit Malaysia Five Hundred Thousand (RM500,000.00) only to be invested in each of the Corporations; any amount in excess of the said RM500,000.00 shall be sanctioned by the Ordinary Members in the AGM/EGM. *Maximum Investment*

### **10.3 Duties of Treasurer**

10.3.1 The Treasurer-General shall be in custody of all the Association's funds and he shall exercise his duties in accordance with the By-Laws. *Duties of Treasurer*

### **10.4 Signatories of Cheques**

10.4.1 All cheques or withdrawal notices on the Association's account shall be signed by the signatories appointed by the Council under the By-Laws. *Signatories of Cheques*

### **10.5 Accounts**

10.5.1 The financial year of this Association shall commence from 1st January and end on 31st December of each year. *Accounts*

## **CLAUSE 11 AUDITORS**

### **11.1 Appointment and Removal of Auditor**

11.1.1 A qualified accountant or a firm of accountants who is not a Member of the Association shall be appointed in the AGM/EGM as paid Auditor of the Association whereupon the Auditor shall hold his/its office until he/it resigns or until his/its appointment is terminated by the AGM/EGM. In the event that the Auditor resigns or is terminated in the middle of his/its appointment, the Association shall forthwith convene an EGM to elect his/its replacement. *Appointment and Removal of Auditor*

### **11.2 Duties and Obligations of Auditors**

11.2.1 The Auditor shall be required to audit the accounts of the Association and to prepare a report or certificate for the AGM. *Duties and Obligations of Auditors*

### **11.3 Remuneration of Auditors**

11.3.1 The Remuneration of the Auditor shall be as determined by the Council. *Remuneration of Auditors*

## **CLAUSE 12**

## **PROPERTY ADMINISTRATOR / TRUSTEES**

### **12.1 Management of Assets**

12.1.1 Immovable properties of the Association may be registered either in the name of the Association or the Trustees as decided by the Council from time to time. *Management of Assets*

## **12.2 Management of Movable Properties**

- 12.2.1 Movable properties of the Association shall be under the charge of the Council. *Management of Movable Properties*

## **12.3 Vesting of Immovable Properties**

- 12.3.1 The immovable property of the Association may, if not registered in the names of the Trustees, notwithstanding the provisions of any written law to the contrary, be registered in the name of the Association, and all instruments relating to that property shall be as valid and effective as if they had been executed by a registered proprietor provided that they are executed by three Office Bearers for the time being of the Association, namely the President, the Treasurer-General and the Secretary-General, whose appointments are authenticated by a certificate of the Registrar of Societies, and sealed with the seal of the Association. *Vesting of Immovable Properties*

## **12.4 Trustees**

### **12.4.1 Appointment and Removal of Trustees**

- 12.4.1.1 The Trustees shall be appointed in the AGM/EGM and shall hold its/their appointment until he/it/they resigns or until the termination of the appointment by the AGM/EGM. In the event that the Trustee(s) resign(s) or is/are terminated in the middle of its/their appointment, the Association shall forthwith convene an EGM to elect its/their replacement. *Appointment and Removal of Trustees*

### **12.4.2 Duties and Obligations of Trustees**

- 12.4.2.1 The Trustees shall not sell, withdraw, transfer mortgage, assign, encumber or howsoever deal with any of the properties of the Association without the consent and authority of the Council. *Duties and Obligations of Trustees*

### **12.4.3 Remuneration of Trustees**

- 12.4.3.1 The Remuneration of Trustees shall be determined by the Council. *Remuneration of Trustees*

## **CLAUSE 13 INTERPRETATION**

### **13.1 Council's discretion in interpreting the Constitution**

- 13.1.1 In the event of any question or matter arising out of any point which is not covered by or expressly provided for in the Constitution, the Council shall have full power to use its own discretion in dealing with and in disposing of such question or matter. The decision of the Council shall be final unless or until countermanded by a resolution of a general meeting. *Council's discretion in interpreting the Constitution*

### **13.2 Interpretation of the Rules & By-Laws**

- 13.2.1 Unless stipulated otherwise, all words and the text of the By-Laws shall be construed in accordance with the Constitution. In the event of any conflict between the provisions of the Constitution and the By-Laws, the provisions of the Constitution shall prevail. *Interpretation of the Rules & By-Laws*

### **13.3 Compliance with Laws**

- 13.3.1 The Constitution and By-Laws shall at all times be construed in accordance with all written laws, present or future, which govern the Association. In the event of any contradiction or inconsistency between any written laws and the provisions of the Constitution or By-Laws, the said provisions in the Constitution or By-Laws shall be interpreted and/or be amended (if necessary) so as to comply with the written laws. *Compliance with Laws*

## **CLAUSE 14 ADVISOR / PATRON**

- 14 The Council shall if it deems fit and necessary appoint qualified persons to be the Advisor or Patron of the Association. The person appointed must give his consent in writing.

## **CLAUSE 15 PROHIBITION**

### **15.1 Prohibition or Misconduct**

- 15.1.1 The following activities shall be prohibited:- *Prohibition or Misconduct*
- (a) Violation of any of the provisions of the Constitution and/or By-Laws;
  - (b) Any misconduct which in the opinion of the Council is improper or prejudicial to the Association;
  - (c) Any unlawful activities conducted by any Members on the premises of the Association; and
  - (d) The Association shall not hold any lottery whether confined to its Members or otherwise in the name of the Association unless a licence has been obtained from the proper authority.

## **CLAUSE 16 AMENDMENT OF CONSTITUTION**

### **16.1 Amendment to the Constitution**

- 16.1.1 The Constitution shall only be amended at an AGM/EGM. The procedures for amending the Constitution are as follows:- *Amendment to the Constitution*

- (a) Amendments to the Constitution at the AGM/EGM shall be proposed by the Council or by not less than 50 Ordinary Members signing a written petition to the Secretary-General;
- (b) A proposed amendment in accordance with the intent of the petition shall be drafted by the Secretary-General and sent by letter to all Ordinary Members at least fourteen days in advance of the AGM/EGM;
- (c) The proposed amendments as drafted by the Secretary-General shall be tabled for discussion at the AGM/EGM and may be amended by a majority vote at the said AGM/EGM;
- (d) The proposed amendment as originally submitted or as amended shall then be voted upon in the AGM/EGM;
- (e) The votes shall be counted by at least three Scrutineers appointed at the AGM/EGM;
- (f) Not less than two-thirds of the valid votes cast shall be in the affirmative for the adoption of any amendments to the Constitution;
- (g) An amendment shall become effective upon the approval of the Registrar of Societies; and
- (h) Any amendment to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

## **16.2 Procedures for Amending By-Laws**

16.2.1 The By-Laws may be amended in the following manners:

*Procedures for  
Amending By-Laws*

- (a) By the Council via a simple majority vote in a Council Meeting; whereby in the event of a deadlock, the Chairman shall have the casting vote. The proposed amendments may be proposed by not less than one half of the total number of the elected Council Members in a Council Meeting. The said meeting shall be adjourned to the next day whereby the Secretary-General shall table for discussion his draft amendment in accordance with the intent of the proposed amendments in the Council Meeting. The proposed amendment shall then be voted upon by a show of hand; or
- (b) By the Members in an AGM/EGM by a simple majority vote of those attending and voting.

### **16.3 Casting of Votes**

16.3.1 All votes cast at Council Meetings, AGM/EGM and/or any other meetings shall be by a show of hand unless otherwise specified.

*Casting of Votes*

## **CLAUSE 17 DISSOLUTION**

The Association shall not be dissolved except with the consent of not less than two-third of the Ordinary Members attending with voting rights in an EGM called for the purpose. In the event of dissolution, all debts and liabilities legally incurred on its behalf shall be fully discharged in accordance with the provisions under the Societies Act, 1966 or any relevant regulation. Notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days from the date of dissolution.

*Dissolution*

## **CLAUSE 18 FLAG, LOGO AND BADGE**

### **18.1 Flag**

*Flag*



Applicable Description Design and Use of the Flag:

The Association shall have an official flag for identity and for proprietary use of the Association and its Members. The flag shall comprise a graphic design which signifies a building, encircled with two concrete rings which symbolizes unity and harmony amongst Members. The name of the Association inserted between the rings projects prestige and honour. The colour of the emblem shall be marine blue. The background shall be white.

### **18.2 Logo**

*Logo*



Description Design and Use of Logo :

The Association shall have an official logo for identity and for proprietary use of the Association and its Members. The logo shall comprise a graphic design which signifies a building, encircled with two concrete rings which symbolizes unity and harmony amongst Members. The name of the Association inserted between the rings projects prestige and honour. The colour of the logo shall be marine blue.

### 18.3 Emblem

*Emblem*

The design and appearance of the emblem for the Association shall appear as depicted below (hereinafter referred to as “the Emblem”).



The Emblem shall not be utilised, displayed, copied, transposed or howsoever used for any purpose whatsoever by any Member without prior written consent from the Council.

In the event the Council approves any Member to use the Emblem, the said Member shall observe any condition(s) imposed by the Council for its usage.

### 18.4 Badge

-

Description

-

*Badge*

## CLAUSE 19 SUBSIDIARY RULES & REGULATIONS

### 19.1 By-Laws

19.1.1 The Council shall have the power to make, amend, alter, change and/or delete the By-Laws in conformity with the provisions of the Constitution.

*By-Laws*

### 19.2 Accessibility of By-Laws

19.2.1 The By-Laws shall be kept at the registered place of business of the Association and all Members shall have access to the same. All Members shall be notified in writing of any By-Laws created, amended, deleted or in any way modified by the Council.

*Accessibility of  
By-Laws*

## CLAUSE 20 DEFINITION

20.1 Unless otherwise stated, the words stated below shall be interpreted as follows:- *Interpretation of the Constitution*

“AGM” : Means the Annual General Meeting of the Association;

“EGM” : Means the Extraordinary General Meeting of the Association;

“The Association” : Means the Master Builders Association Malaysia (Persatuan Kontraktor Binaan Malaysia);

“The Constitution” : Means the constitution of the Association;

“By-Laws” : Means the By-Laws of the Association;

“The Council” : Means the Council of the Association;

“law” : Means all/or any statutes, legislation, rules, regulations, by-laws or subsidiary legislation of the country;

“Members” : Means the Ordinary Members, Affiliate Members, Associate Members, Honorary Members and Graduate Alumni Members collectively;

“Malaysian Citizen” : shall have the following meaning:-

(a) for a company, the said company shall be a company incorporated under the Malaysian Companies Act, 2016 with not less than fifty-one percent (51%) of its issued share capital held by Malaysian citizens;

(b) for a partnership, the partnership shall be formed and governed under the Malaysian Partnership Act, 1961 with not less than fifty-one percent (51%) of its profit sharing held by Malaysian citizens;

(c) for a natural person, the person shall be a Malaysian citizen under the Federal Constitution of Malaysia.

“Month” : means the Gregorian calendar month;

“Notice” : shall include a voting paper;

## **20.2 Voting**

- 20.2.1 Unless otherwise stipulated, the word “sanction” or “simple majority” shall mean a majority vote of those Members/Council Members attending with voting rights at the AGM/EGM/Council Meetings (whichever is applicable) or a majority vote of all the Members/Council Members of the Association by circular vote. *Voting*

## **20.3 Pronouns and collective nouns**

- 20.3.1 Words importing the masculine gender include the feminine gender; and words in the singular shall include the plural and vice versa. *Pronouns and collective nouns*

## **20.4 Clauses and Rules**

- 20.4.1 Clauses in the Constitution and By-Laws are referred to as Clauses and Rules respectively. *Clauses and Rules*

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## **Section B**

### **THE RULES AND BY-LAWS OF MASTER BUILDERS ASSOCIATION MALAYSIA (PERSATUAN KONTRAKTOR BINAAN MALAYSIA)**

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# THE RULES AND BY-LAWS OF MASTER BUILDERS ASSOCIATION MALAYSIA (PERSATUAN KONTRAKTOR BINAAN MALAYSIA) (MBAM)

## Part I - The Association

### 1. Business and Postal Address

- 1.1. Notwithstanding the existence of any branch(es), the place of business and postal address of the Association shall be at its registered place of business. *Business and Postal Address*

### 2. Objectives & Activities

- 2.1. Pursuant to the aims and objectives of the Association, the Council shall for and on behalf of the Association seek and maintain affiliation with any such international bodies the Council deems fit, including the following international bodies (hereinafter referred to as “Affiliated International Bodies”):- *International Affiliation*

- (a) International Federation of Asian and Western Pacific Contractors’ Associations (IFAWPCA) of 3rd Floor, Padilla Building, Emerald Avenue, Ortigas Commercial Complex, Pasig, Metro Manila, 3130 Philippines, or at any other addresses they may nominate or move to from time to time; and
- (b) the ASEAN Constructors Federation (ACF) of Construction House, 1 Bukit Merah Lane 2, Singapore 159760, or at any other addresses they may nominate or move to from time to time.

And to participate in, contribute to or carry out any action in congruence with the aims and objectives of the respective Affiliated International Body, PROVIDED ALWAYS that the proposed participation, contribution or action shall not contravene the Constitution, the By-Laws of the Association and/or the laws of Malaysia and the laws of the country in which the activities are conducted.

- 2.2. The Council shall have the absolute power to nominate or appoint any Member or Council Member as representative to any of the Affiliated International Bodies for such term(s) as deemed appropriate by the Council. *Representative appointed by Council*

- 2.3. The Council shall have the absolute discretion to determine the suitability of the amount of contributions, donations, fees, subscriptions and/or any other dues to be remitted to the Affiliated International Bodies PROVIDED ALWAYS that the management of such funds shall be conducted in accordance with the Constitution and/or the By-Laws. *Remission of monies to Affiliated International Bodies*
- 2.4. In the event the activities of any of the Affiliated International Bodies do not fall within the ambit of the aims and objectives of the Association, the Council shall have the absolute discretion to resign for and on behalf of the Association from the said entity in accordance with the rules and regulations of the said entity. *Resigning from Affiliated International Bodies*

## **Part II - Membership of the Association**

### **3. Ordinary Members**

- 3.1. The qualifications to be an Ordinary Member are as stipulated in the Constitution. *Qualification for Membership*
- 3.2. There shall be no other restrictions apart from those stated in the Constitution imposed on the qualification to be an Ordinary Member. *No other restrictions on qualification*
- 3.3. All Ordinary Members shall be accorded all rights and privileges as stipulated in the Constitution and the By-Laws. *Rights and Privileges of Ordinary Members*
- 3.4. Membership of Ordinary Member shall not be transferable save and except where:- *Membership Non-Transferable*
- i) the transfer is to a fully owned subsidiary of the Ordinary Member; or
  - ii) the transfer will tend to the general convenience of the Ordinary Member.

An Ordinary Member may apply to the Association specifying the purpose or reason for the application to transfer and the Association may if satisfied that the application in question is just and beneficial accede wholly or partially to any such application on such terms and conditions as the Association thinks fit in its absolute discretion. The Association reserves the right to approve such application for transfer of membership of the Ordinary Member or its transferee.

- 3.5. An Ordinary Member may have its membership as Ordinary Member removed, suspended or disqualified under the circumstances prescribed by Clause 5 of the Constitution. *Removal or Disqualification of Membership*

#### 4. Affiliate Members

- 4.1. The following parties may apply to the Association for admission to be an Affiliate Members:- *Qualification for Membership*
- (a) Builder(s) and construction association of the various states;
  - (b) Specialist Contractors' Associations;
  - (c) Trade Associations relating to contracting, building and/or construction;
  - (d) Such other associations relating to contracting, building and/or construction.
- 4.2. Membership of Affiliate Members is not a right but a privilege and may be revoked at any time by the Council without reason. *Membership a Privilege*
- 4.3. Affiliate Members may attend Council Meeting(s) or any other meeting(s) at the invitation of the Council and/or the Office Bearer. *Attending Meetings*
- 4.4. Membership for Affiliate Members shall not be transferable. *Membership Non-Transferable*
- 4.5. All Affiliate Members shall be accorded with all rights and privileges as stipulated in the Constitution and By-Laws. *Rights and Privileges of Affiliate Members*

#### 5. Associate Members

- 5.1. The following parties may apply to the Association for admission to be an Associate Member:- *Qualification for Membership*
- (a) Suppliers or Manufacturers of building material and/or equipment;
  - (b) Professional bodies, entities relating to contracting, building and/or construction;
  - (c) Consortiums, syndicates, co-operatives, fraternities, fellowships coalitions, alliances, clubs, unions or any organisation relating to contracting, building and/or construction; or
  - (d) Such persons, companies, firms, corporate and/or unincorporated bodies as shall be determined by the Council.
- 5.2. Membership of Associate Members is not a right but a privilege and may be revoked at any time by the Council without reason. *Membership a Privilege*
- 5.3. Membership of Associate Member shall not be transferable. *Membership Non-Transferable*

## 6. Honorary Members

- 6.1. Honorary Membership shall automatically be conferred upon the Immediate Past President. *Membership for Immediate Past President*
- 6.2. Honorary Membership may be conferred upon the following parties: *Qualification for Membership*
- (a) Honorary Life Presidents  
Any natural person who has previously served as President of the Association and who have shown exemplary support, participation or contribution to the Association;
  - (b) Honorary Builders  
Any natural person, company, firm or corporation who have shown exemplary support, participation or contribution to the Association and/or the field of contracting, building or construction wherever situated; or
  - (c) Honorary Advisors or Honorary Consultants  
Any natural person, company, firm or corporation who had, shall or has shown willingness to assist, support, aid, provide or contribute to the Association extensively in any area of professional advice and/or consultation;
- (hereinafter collectively referred to as “Honorary Member”).
- 6.3. The number of Immediate Past President shall not be more than one (1). The number of Honorary Life President shall not be more than three (3). The number of Honorary Builders, Honorary Advisors and Honorary Consultants shall, if necessary be determined by Council. *Number of Honorary Members*
- 6.4. The conferment as Honorary Advisors and Honorary Consultants is not a right but a privilege and may be revoked at any time by the Council without reason. *Membership a Privilege*
- 6.5. Honorary Life Presidents, Honorary Builders, Honorary Advisors and Honorary Consultants may attend Council Meeting(s) or any other meeting(s) at the invitation of the Council and/or the Office Bearer. *Attending Meetings*
- 6.6. Honorary Membership shall be personal and shall not be transferable. *Membership Non-Transferable*
- 6.7. Nothing herein contained shall prohibit any Ordinary Member or any Associate Member from being conferred the Honorary Membership and upon such conferment the said Member shall hold the Honorary Membership in addition to, and not in replacement of, the said Member’s existing membership and its associated rights and/or privileges. *Dual Membership*

## 6A Graduate Alumni Members

- 6A.1 The qualifications to be a Graduate Alumni Member are as stipulated in the Constitution. *Qualification for Membership*
- 6A.2 Membership of Graduate Alumni Members is not a right but a privilege and may be revoked at any time by the Council without reason. *Membership a Privilege*
- 6A.3 Membership for Graduate Alumni Members shall not be transferable. *Membership Non-Transferable*
- 6A.4 All Graduate Alumni Members shall be accorded with all rights and privileges as stipulated in the Constitution and the By-Laws. *Rights and Privileges of Graduate Alumni Members*

## 7. Payment of Fees and Dues

- 7.1. All Members shall observe the fees and dues payable to the Association and shall remit the requisite payment to the Association to the amount of and/or before the due dates prescribed in the Constitution, and in the form and manner herein prescribed. *Compliance with Payment*
- 7.2. Payment for all fees and any other dues as prescribed in the Constitution shall be made in the following form and manner:- *Method of Payment*
- (a) if paid by cash, the payment shall be hand delivered to an authorised officer in the registered office of the Association during the normal business hours, wherein the date of valid delivery shall be deemed to be the date of payment; or
  - (b) if paid by cheque, bank cheque, bank draft, telegraphic transfer or cashier's order, the said payment shall:-
    - (i) be made in favour of "**MASTER BUILDERS ASSOCIATION MALAYSIA**";
    - (ii) include sufficient bank fees, commission or charges which will be levied on the Association for any remittance prepared using facility offered by an outstation financial institution; and
    - (iii) deemed paid only on the day the fund is transferred into the Association's account.

## 8. The Member's Representative

- 8.1. Representatives for all Members shall be a natural person. *Qualification of Representatives*
- 8.2. Only Members who are not a natural person shall be entitled to appoint a representative to the Association. *Appointment of Representative*

- 8.3. The representative appointed by the Member shall not be:- *Capacity of Representative*
- (a) less than twenty one (21) years old;
  - (b) a bankrupt; and
  - (c) suffer from any mental disability(ies).
- 8.4. All actions taken, statement and/or representation made, attendance at meetings and participation in the Association's activities conducted or undertaken by the Ordinary Member's or as the case may be, Affiliate Member's representative shall be deemed to have been conducted or undertaken for and on behalf of the said Ordinary Member, and at the said Ordinary Member's or as the case may be, Affiliate Member's instruction. *Actions by Representatives*
- 8.5. All Ordinary Member(s) or as the case may be, Affiliate Member(s) intending to replace its representative shall confirm its/ their intention by submitting the form prescribed by the Council and which may vary from time to time (hereinafter referred to as "the said Replacement Form") to the registered office of the Association, and the replacement shall only be effective upon the receipt of the said form by the Association. *Replacement*
- 8.6. Unless and until the Ordinary Member or as the case may be, Affiliate Member confirms the replacement of its representative in accordance with the provisions herein contained, all actions taken and statement and/or representation made by the said Ordinary Member's and Affiliate Member's representative shall bind the said Ordinary Member and Affiliate Member respectively. *Effective representation*

## **Part III - The Council**

### **9. Formation of the Council**

- 9.1. The Council shall be formed in accordance with the Constitution. *Formation by Constitution*
- 9.2. In the event an Ordinary Member or Affiliate Member is elected or appointed to the Council (other than the Office Bearers), such Members shall be entitled to nominate a representative (hereinafter referred to as "the Main Representative") and an additional representative as alternate to the Main Representative (hereinafter referred to as "the Alternate" and together with the Main Representative shall be referred to as "the Representatives") to represent the Member in the Council. The Main Representative shall represent the Member in the Council and in the absence of the Main Representative, the Alternate shall be entitled to receive notices of meetings of the Council and to attend and vote at any such meetings at which the Main Representative is not present and *Nomination and Attendance of Meetings by Main Representative or Alternate*

generally to exercise all the powers, rights, duties and authorities of the said Member. Any of the Representatives may be replaced by the said Member from time to time.

- 9.2A In the event an Ordinary Member is elected or appointed to the council as an Office Bearer, its representative whose name is stated in the application for membership (or his substitute as may be nominated by the said Ordinary Member or Affiliate Member from time to time) shall represent the said Member in the Council. *Election and Appointment of Member, not Representative*
- 9.2B Within fourteen (14) days of being elected or appointed to the Council, each Member of the Council (other than the Immediate Past President) shall forward the relevant company resolution(s) or such resolutions, consents and/or authorizations in the event that such Member is not a company limited by shares, confirming its nomination of its representative(s) who shall represent such Member at the Council. *Confirmation of Representative(s) to represent Member*
- 9.3. Notwithstanding any provision contain herein to the contrary, the election or appointment of the members to the Council shall always refer to the Ordinary Member and/or Affiliate Member so elected or appointed. *Members not Representative elected to Council*
- 9.4. In the event the representative of the member to the Council is replaced in accordance with the provisions herein contained, the said member to the Council shall forthwith appoint its replacement and shall ensure that the said replacement shall be familiarised with his/her obligations to the Association. *Replacement of Representative*
- 9.5. The President may consider the following guidelines in his selection of Ordinary Member(s) to be appointed as member(s) of the Council:- *Guidelines for the Appointment of Council Members by the President*
- (a) the support or promotion of national interest and subsisting government policies, and any restrictions or prohibition imposed by any authorities on the appointment;
  - (b) the encouragement of harmonious co-operation between all members of the Council;
  - (c) the encouragement of participation by Ordinary Members who represents a minority group within the Association;
  - (d) the experience of, exposure of and relationships established by the said Ordinary Member with international bodies in the field of contracting, building and/or construction; and
  - (e) the experience of, exposure of and relationships established by the said Ordinary Member with government officials, either locally or international.

## 10. The Exercise of the Council's Functions and Power

10.1. The Council, in the discharge of its functions and power under the Constitution, shall:-

*Discharge of functions and exercise of power*

- (a) if deemed appropriate, pass resolution in meetings of council or by circular vote;
- (b) direct and supervise the implementation of its decisions and resolutions;
- (c) to receive reports from the Office Bearers, the Committees and/or all officers and staff under the employment or service of the Association; and
- (d) do all that are necessary and appropriate to achieve the aims and objectives of the Constitution.

10.2. Where an urgent matter requiring the approval of the Council arises and it is not possible to convene a meeting, the Secretary-General may obtain such approval by means of circular vote. The following conditions shall be fulfilled before a decision of the Council is deemed to have been obtained:-

*Resolution by Circular Vote*

- (a) the issue must be clearly set out in the circular and forwarded to all members of the Council;
- (b) the decision must be a majority vote of not less than thirteen (13);
- (c) the By-Laws shall not be amended by circular vote; and
- (d) the decision obtained by circular vote shall be reported by the Secretary-General at the next council meeting and be recorded and ratified in the minutes of that meeting accordingly.

10.3. Management of the Association by the Council:-

*Management*

- (a) The Council shall manage or supervise the management of the finances and properties of the Association in accordance with the provisions of the Constitution and By-Laws. It shall direct the investment and care of the funds of the Association, purchase any property movable or immovable and to take, accept and hold any such property which may become vested in it by virtue of such purchase, or by any exchange, grant, donation, lease, testamentary disposition or otherwise dispose of any of such property;
- (b) The Council shall have executive powers over the affairs of the Association and may appoint or employ such executive officers as are necessary to run the affairs of the Association;

- (c) The Council shall function in a supervisory and regulatory capacity over all Committees, Sub-Committees and Corporation of the Association; and
- (d) The Council shall appoint the members, designate the Chairman from amongst its Members and outline the terms of reference and duties of all Committees.

10.4. The Council may by not less than two-thirds of the votes of all the Council Members attending with voting rights confer the following awards to the staff of the Secretariat, Members and/or deserving parties of the Association:-

*Awards for Long Service*

- (a) Red Diamond Award  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for fifty (50) years.
- (b) Pink Diamond Award  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for forty-five (45) years.
- (c) Blue Diamond Award  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for forty (40) years.
- (d) Diamond Service Awards  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for thirty-five (35) years.
- (e) Jade Service Awards  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for thirty (30) years.
- (f) Emerald Service Awards  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for twenty-five (25) years.
- (g) Platinum Service Awards  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for twenty (20) years.
- (h) Gold Service Awards  
For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for fifteen (15) years.

(i) Silver Service Awards

For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for ten (10) years.

(j) Bronze Service Awards

For the staff of the Secretariat, the Members, Members' representative and/or deserving parties who have served the Association for five (5) years.

10.5. The Council may by not less than two-thirds of the votes of all the Council Members attending with voting rights confer the following awards to deserving parties:- *Special Awards*

(a) Gold Awards

For outstanding leaders of national or international stature in recognition of eminent leadership and distinguished contributions towards the growth of the construction industry in particular and the progress, development and economic growth of Malaysia and nations in the world community in general.

(b) Silver Awards

For outstanding industry leaders and individuals in recognition of exemplary leadership and meritorious contributions towards the development of an effective Contractors' Association, in particular, and a self-reliant efficient and competitive construction industry in general.

(c) Bronze Awards

For individuals and associates in recognition of meritorious services and contributions towards the growth of a self-reliant, efficient and competitive construction industry in general.

## **Part IV - The Office Bearers**

### **11. Appointment of Office Bearers**

11.1. The appointment of the Office Bearers shall be in accordance with the Constitution. *Appointment by Constitution*

### **12. Removal, Disqualification or Resignation of Office Bearers**

12.1 The Removal of the Office Bearers are as stipulated in the Constitution. The casting of votes in a motion to remove an Office Bearer must be by majority votes in an AGM/EGM and the said Office Bearer shall be given the opportunity to defend himself in person prior to the casting of votes. *Procedures for removal*

## **Part V - The Secretariat**

### **13. Composition, Duties and Responsibilities**

- 13.1 The Secretariat shall consist of an Executive Director and such appropriate number of staff whom shall be appointed by the Secretary-General to assist him in his duties. *Composition*
- 13.2 The Secretariat shall take instructions from the Secretary-General in running the daily activities of the Association and shall assist the Secretary-General in his executive and administrative functions and duties. *Duties and Responsibilities of Secretariat*

## **Part VI - Committees**

### **14. Creation and Classification**

- 14.1 The Council may appoint the members, designate the Chairman and outline the duties and obligations of each Committees or the Council may delegate its power of nomination to an Office Bearer, thereafter whose nominee shall be considered for appointment by the Council. *Creation of Committee*
- 14.2 The Council may at any time dissolve any Committee at its own discretion. The resolution to dissolve any Committee shall only be carried if passed by a majority vote in a Council Meeting. *Dissolution of Committee*

## **Part VII - Corporations**

### **15. Creation and Classification**

- 15.1 The Council shall consider the following issues prior to its decision on the creation of any corporation to partake in any activity(ies) conducive to the attainment of the aims and objectives of the Association:- *Creation of Corporations*
- (a) the support or promotion of national interest and subsisting government policies, and any restrictions or prohibition imposed by any authorities on the creation of the corporation;
  - (b) the harmonious co-operation between all Members;
  - (c) the experience of, exposure of and relationships to be established with international bodies in the field of contracting, building and/or construction; and
  - (d) the experience of, exposure of and relationships to be established with government officials, either locally or international.

- 15.2 The Council shall ensure that the corporation(s) created hereunder shall have its memorandum and articles of association in congruence with the Constitution of the Association, and that it shall not be inconsistent with the By-Laws and it shall not violate any laws of Malaysia, written or otherwise. *Memorandum and Articles of Association of Corporation*
- 15.3 The Council shall ensure that the corporations shall be created for the benefit of the Association, and not for any member(s) of the Association. *Corporation to benefit Association*
- 15.4 The Council may appoint any such person(s) to perform all actions necessary to create the corporation and/or to hold shares on trust for the Association and or to hold the position of directors in the corporation. *Appointment of shareholders and directors of Corporation*
- 15.5 The Council may form a Committee to supervise the activities of the corporation and may nominate such person to the board of directors for the corporation. *Management of Corporations*
- 15.6 The Council shall have the absolute discretion to wind-up the corporation so formed under the provisions herein contained. *Dissolution of Corporations*
- 15.7 In winding-up the corporation, the Council shall ensure the compliance with all written laws of Malaysia, orders from the High Court of Malaya and directions made by any relevant authorities. *Winding-up*
- 15.8 Notwithstanding any provision herein contained to the contrary, all nett proceeds from the winding-up of the corporation shall be transferred to or be made in favour of the Association. *Nett Proceeds of Corporation*

## **Part VIII - Financial and Investment Matters**

### **16. Investment and Application of Funds**

- 16.1 The Council shall supervise and direct the investment and application of funds of the Association. *Investment and Application of Funds*
- 16.2 The Council may seek the advice of and/or employ financial advisors, banks, financial institutions, accountant or a firm of accountants, brokers or broker's representatives in respect of investment for/on behalf of the Association and/or the application of funds of the Association. *Professional advice*
- 16.3 Immovable properties vested in the Trustees shall not be purchased, sold, transferred, charged or encumbered without the sanction of the Council in a meeting of Council. *Immovable properties*
- 16.4 The properties and funds of the Association shall not be applied or used for any illegal purposes or which may violate any written law of the country. *Prohibited Transaction*

16.5 All cheques for withdrawal from the Association's bank shall be signed by the Treasurer-General and countersigned by any one of the following: *Signatories to cheques*

- (a) The President;
- (b) The Deputy President;
- (c) The Secretary-General.

In the event that anyone of the abovenamed signatories shall be absent from the country for more than one (1) month, he may delegate his power under this Rule to another Office Bearer to sign cheques. The Treasurer-General shall report to the Council of all cheques issued at the next Council Meeting after the issuance thereof.

16.6 Subject to the provisions herein, all books, accounts, invoices, vouchers, debit notes, credit notes and financial statements of the Association shall be prepared or kept by the Committee for Finance which is answerable at all times to the Treasurer-General. The Committee for Finance shall assist the Auditor in the preparation of the audited accounts at the end of each financial year. *Audited Accounts*

## **Part IX - Meetings, Procedures and Proceedings**

### **17. Basic Requirement for All Meetings**

17.1 All resolutions in meetings are to be decided by vote. Unless otherwise stipulated in the Constitution or the By-Laws, all matters may be decided by a simple majority of those present in the meeting and have voting rights. In the event of deadlock, the chairman of the meeting shall have the casting vote; PROVIDED ALWAYS that the chairman shall not have the casting vote in resolutions to amend the Constitution or dissolution of the Association whereby in such situations the status quo shall be maintained. *How Question to be Decided in Meetings*

17.2 Subject to the provisions of the Constitution, all Members entitled to vote may vote in person or by proxy. Provided always that any proxy shall not hold more than two (2) votes as proxy in a meeting. The instrument appointing a proxy shall be in writing under the form prescribed by the Council and shall be deposited at the registered address of the Association not less than 48 hours before the commencement of the meeting. A proxy must be a Member of the Association. *Voting*

17.3 Unless otherwise decided by the chairman of the meeting, all decisions and resolutions in Council Meetings shall be voted upon by a show of hands. *Voting at Council Meetings*

- 17.4 Voting in the AGM(s) and EGM(s) shall be by a show of hands unless the said AGM or EGM decides to vote by secret ballot. Voting by secret ballot shall be counted by three (3) Scrutineers appointed at the AGM/EGM. *Voting at AGM/EGM*

## **Part X - Interaction with External Entities**

### **18. Acting on behalf of the Association**

- 18.1 The Members (including the Office Bearers and Council Members) of the Association shall not hold themselves out to be acting on behalf of the Association unless they are duly authorised or empowered by the Council to act in their official capacity and conduct itself in a manner which shall not prejudice the Association. *Authority*
- 18.2 The President and the Secretary-General shall be the official spokespersons of the Association and shall represent the Association in all functions and matters. Provided always that the President may nominate any representative to perform his functions under this sub-rule. *Representation by the President*
- 18.3 An Office Bearer, Council Member or Member of the Association shall be deemed to have acted without authority if the said act/omission is not provided for in the Constitution and/or By-Laws. *Acting Without Authority*
- 18.4 A Member who has acted without authority may be brought in front of the Disciplinary Board for questioning resulting in his membership being removed and/or penalty or fine. Such proceedings shall not be a waiver of the Association's right to institute civil and/or criminal proceedings against the said Member. *Consequences of Acting Without Authority*

## **Part XI - Disciplinary Matters**

### **19. Disciplinary Board - Duties and Functions**

- 19.1 Activities prohibited by the Association are as mentioned in the Constitution. *Prohibition*
- 19.2 Procedures: A Member with any knowledge of any prohibited activities against another Member may refer the matter in writing to the Secretary-General. The Secretary-General shall forthwith forward the matter to the Disciplinary Board which shall consist of the Deputy President, the Secretary-General and the Council Members appointed by the President in accordance with the *Disciplinary Proceedings*

Constitution. Upon the recommendation of the Disciplinary Board, the Secretary-General may issue a notice in writing to the said Member specifying the misconduct or violation and requiring the said Member, if the misconduct or violation is capable of being remedied, to remedy the said misconduct or violation within a stipulated time; in failure of which the Council may decide to forthwith suspend the membership of the said Member and to institute Disciplinary Proceedings against the said Member.

Disciplinary Proceedings: Disciplinary Proceedings shall be conducted by the Disciplinary Board. The Secretary-General shall issue a notice of not less than fourteen (14) days to the said Member to specify the complaint against it and the time, date and place of the Disciplinary Proceedings. The said Member shall be entitled to defend itself during the Disciplinary Proceedings. Within thirty (30) days from the date of the Disciplinary Proceedings, the Disciplinary Board shall submit in writing its recommendation to the Council whereby the Disciplinary Board may either recommend that:-

- (a) no penalty, fine or repercussion is required, in which case the Council shall be bound by the said recommendation of the Disciplinary Board; or
- (b) the said Member be disqualified or that penalty/fine be imposed or both if the said Member is found to have engaged in any prohibited activities, in which case the Council may at its discretion accept the decision of the Disciplinary Board or otherwise.

19.3 The Council shall come to a decision within thirty (30) days from its receiving the recommendation from the Disciplinary Board. *Decision Final*  
Decisions of the Council shall be final and conclusive and no appeal shall be entertained.

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