

# **CONSTITUTION OF PERSATUAN KAJIAN PEMASARAN MALAYSIA**

(Marketing Research Society of Malaysia)  
(Registration No : 1895-07-WKL)

## **Name**

The Society shall be known as the “ PERSATUAN KAJIAN PEMASARAN MALAYSIA”  
(‘Marketing Research Society of Malaysia’), hereinafter referred to as ‘the Society’.

## **Place of Business**

The registered office, correspondence address and place of business of the Society will be

Nova Business Services Group Sdn Bhd  
Block A-31-05 , Dataran 3 Two ,  
No 2, Jalan 19/1 , 46300 Petaling Jaya , Selangor

or at such other places as may from time to time be decided by the Committee subject to the approval by the Registrar of Societies..

## **Definition and Interpretation**

Under this Constitution, unless the context otherwise requires -

“Committee” means the Management Committee that is elected by the Members at the Annual General Meeting of the Society

“Constitution” means the constitution of the Marketing Research Society of Malaysia as approved by the Registrar of Societies and as amended by the Society and approved by the Registrar of Societies from time to time.

“Code of Practice” means the “Code of Professional Practice and Ethics” adopted by the Society at the inaugural General Meeting of the Society as a code of professional practice and ethics applicable to all Members of the Society for the purpose of maintaining the highest professional standards.

“ESOMAR” originally stands for the “European Society of Opinion and Marketing Research” and is the world organisation for enabling better research into markets, consumers and societies and, together with the International Chamber of Commerce (ICC), has produced the ICC/ESOMAR International Code of Marketing and Social Research Practice.

“ICC” means the International Chamber of Commerce

“marketing research” means research which includes market research, social research, opinion research, business research, advertising and media research, desk research and allied activities.

“society” or “the society” refers to the Marketing Research Society of Malaysia.

“seal” means the common seal of the Society.

the words “he” or “his” is to be applied generically, not to the exclusion of ‘she’ or ‘her’. All references to the male pronoun in this Constitution are to be regarded as inclusive of both male and female. A corporate entity shall also be referred to by the male pronoun.

#### **4. Insignia & Common Seal**

4.1 The Society may use as its official insignia any logo with the colours and meanings as approved by the Registrar of Societies. Such insignia when approved by the Registrar of Societies shall be described under Clause 4.1 of the Constitution.

4.2 The Society shall have a common seal the impression of which appears in Appendix 1 of this Constitution.

4.3 The common seal of the Society may from time to time be changed or altered by the Committee subject to the approval of the Registrar of Societies.

4.4 All deeds and agreements made by the Society and other documents and instruments requiring the seal of the Society shall be sealed with the common seal of the society pursuant to a resolution of the Committee by an officer of the Society duly authorised by the Committee to do so who shall sign every such deed, agreement, document or instrument to which such seal is affixed and such signing shall be sufficient evidence that such seal was duly and properly affixed and that the same was the lawful seal of the Corporation.

#### **5. Vision & Mission**

##### **5.1 Vision**

It shall be the vision of the Society to provide a stimulus to encourage, support and foster change and growth in the marketing research industry and amongst its practitioners, achieving the highest possible standards of professionalism and practice in Malaysia.

##### **5.2 Mission Statement**

The Society shall endeavour:

5.2.1 To set and maintain professional research standards and practice;

5.2.2 To foster the understanding, acceptance and value of marketing research within government, business community and the general public in Malaysia

#### **6. Objectives**

The principal and specific objectives of the society shall be as follows:

### **6.1 Principal Objectives**

6.1.1 To promote industry recognition of the marketing research profession

6.1.2 To uphold the standards and ethics of the profession consistent with internationally recognised practice

6.1.3 To encourage professional discipline amongst its Members

### **6.2 Specific Objectives**

6.2.1 Service to Government & Statutory Agencies & International Authorities

i) To serve on or offer assistance and advice to any Government, Statutory or International Bodies in connection with marketing research matters.

ii) To take concerted action as the principal professional body in matters affecting the Marketing Research Industry and its Members and to make representation to Government on the effect of legislation or regulations that Government may introduce from time to time.

iii) To make every endeavour to maintain and enhance the reputation of the marketing research industry and its contribution to the supply of accurate and actionable information and its interpretation and to assist and cooperate with Government and other appropriate bodies and authorities on such matters.

6.2.2 Service to the General Public

i) To encourage the awareness of marketing research in all its applications and value to the general public as well as the business community and its role in serving the community within Malaysia.

ii) To improve and enhance the image of the marketing research profession and industry within Malaysia.

6.2.3 Service to the Business Community

i) To serve on or offer assistance and advice to any business organisation in connection with marketing research matters.

ii) To act as arbitrators in and otherwise to assist in the settlement of disputes and difficulties arising between Members or in connection with any marketing research transactions or business.

6.2.4 To aspire towards and set quality standards

To adopt a Code of Practice and for regulating the conduct of Members in keeping with the known best international practice of the marketing research industry, so as to establish the highest possible ethical and disciplinary standards. Until such time for a Malaysian Code of Practice to be prepared and accepted by its Members, the Society will adopt the

ICC/ESOMAR International Code of Marketing and Social Research Practice, currently regarded internationally as best practice.

#### 6.2.5 To raise professional standards

- i) To advance and promote education and technical training in the marketing research industry and for such purposes to organise and/or support training schemes.
- ii) To promote an environment in which users and providers of marketing research will develop necessary marketing research skills, and to help identify and capture opportunities which will enable their business to progress and grow.

#### 6.2.6 To promote goodwill and fellowship among Members

- i) To promote and foster cooperation, understanding and goodwill amongst Members of the society.
- ii) To act as arbitrators in and otherwise to assist in the settlement of disputes and difficulties arising between Individual Members or in connection with any marketing research transactions or business.
- iii) To provide a meeting place or meeting places for its Members and to bring together persons engaged or connected with the marketing research industry so that they may, by cooperation and mutual exchange of ideas and views, advance the interests of the Members and the Society.

## **7. Membership**

### **7.1 Eligibility**

Membership of the Society shall be open to all individuals domiciled in Malaysia who have reached the age of majority and organisations incorporated or registered in Malaysia who fulfil the requirements as laid down under this Constitution.

### **7.2 Categories of Membership**

Membership with the society shall comprise of the following categories:

- 7.2.1 Individual Member
- 7.2.2 Corporate Member

### **7.3 Classes of Individual Members**

Individual Members may be admitted to one of the following classes of Membership:

- 7.3.1 Full Member

- 7.3.2 Life Member
- 7.3.3 Associate Member
- 7.3.4 Student Member
- 7.3.5 Honorary Member

#### **7.4 Classes of Corporate Members**

A Corporate Member may be admitted to one of the following classes of Membership:

- 7.4.1 Research Corporate Member
- 7.4.2 Non-Research Corporate Member

#### **7.5 Definitions of Categories and Classes of Membership**

##### **7.5.1 Individual Member**

An individual Member is a human individual who has fulfilled the eligibility conditions of Membership under Clause 7.1 and who has been duly admitted as a Member into the Society in accordance with the procedure as laid down under Clause 9 of this Constitution.

##### **7.5.2 Corporate Member**

A Corporate Member is an organisation incorporated or registered in Malaysia and which has satisfied the eligibility conditions of Membership under Clause 7.1 and which has been duly admitted as a Member into the Society in accordance with the procedure as laid down under Clause 9.

##### **7.5.3 Full Member**

An individual may be admitted to be a Full Member of the Society if he satisfies the following conditions:

- i) The applicant has presented satisfactory evidence to the Committee of active engagement in and understanding of the commissioning and/or conduct of marketing research over a period of at least three years.
- ii) The Committee is satisfied that the individual concerned is interested in furthering the aims and objectives of the Society and has the necessary qualifications, experience and/or expertise in the field of research to become a fully active and contributing Member of the Society.
- iii) The applicant affirms acceptance and support of the Society's Code of Practice and any other Code (in default) which may be adopted by the Society until the Society's Code of Practice comes into effect.

##### **7.5.4 Life Member**

- i) Life Membership is an Individual Membership that may be granted, by invitation only, to individuals, who in the opinion of

the Committee are well respected in the industry and who have made a significant contribution to the industry as a whole and/or has helped to advance the marketing research industry and its profession in Malaysia.

- ii) The nomination of an individual to be invited to be a Life Member shall be made by any Member of the Committee to the Committee. The Committee shall decide either to approve or reject the nomination by way of majority vote.
- iii) A Life Member will have all rights, benefits and privileges of a Full Member of the Society and shall undertake to observe the Code of Practice.
- iv) A Life Member shall be required to pay a Membership Joining Fee as decided by the Committee but will be exempted from paying any Annual Subscription to the Society.

#### **7.5.5 Associate Member**

An individual may be admitted to be an Associate Member of the Society if he is not eligible for Full Membership but who presents satisfactory evidence to the Committee that he is engaged in, or interested in marketing research or furthering the aims and objectives of the Society.

#### **7.5.6 Student Member**

An individual may be admitted to be a Student Member of the Society if he is not eligible for Full or Associate Membership but who presents satisfactory evidence to the Committee that he is currently enrolled, either full-time or part-time in an approved tertiary course of study. The student shall not be eligible for membership without the prior approval of the Vice Chancellor of the university concerned.

#### **7.5.7 Honorary Member**

- i) Honorary Membership is an Individual Membership that may be granted by invitation only, to individuals, who, by virtue of the position held in industry, academia or government, in the opinion of the Committee, are in a position to develop, influence and enhance the image and/or practice of the marketing research industry and profession in Malaysia.
- ii) The nomination of an individual to be invited to be an Honorary Member shall be made by any Member of the Committee to the Committee. The Committee shall decide either to approve or reject the nomination to invite the nominated individual to Honorary Membership by way of majority vote.
- iii) An Honorary Member will have all rights, benefits and privileges of a Full Member of the Society but will not be entitled or have the right to vote at Meetings.

- iv) An Honorary Member is exempted from paying any Membership Joining Fee or Annual Subscription to the Society.
- v) The number of Honorary Members of the Society at the time of nomination shall be limited to 5% of the number of paid-up Full Members or a total of ten, whichever is the smaller.

#### **7.5.8 Research Corporate Member**

- i) Research Corporate Membership may be granted by the Committee to any organisation incorporated or registered in Malaysia whose main source of income is marketing research and consultancies and which is interested in furthering the aims and objectives of the Society.
- ii) A Research Corporate Member shall be represented in the Society by one individual representative nominated by the Research Corporate Member as its Corporate Nominee.
- iii) The Corporate Nominee of a Research Corporate Member shall be a person who is qualified to be a Full Member of the Society.
- iv) The Corporate Nominee of the Research Corporate Member shall be accorded all the rights of a Full Member within the meaning of the Constitution.
- vi) A Research Corporate Member shall exercise its right to vote at Society Meetings through its Corporate Nominee or by the Corporate Nominee's duly authorised proxy.
- vii) A Research Corporate Member shall enjoy all rights and benefits and shall fulfil all obligations of Membership and be bound by the rules and regulations of the Society as stipulated under this Constitution and which are made from time to time by the Committee under the provisions of this Constitution.

#### **7.5.9 Non-Research Corporate Member**

- i) Non-Research Corporate Membership may be granted by the Committee to any organisation incorporated or registered in Malaysia whose main source of income is not marketing research but which is interested in furthering the aims and objectives of the Society.
- ii) A Non-Research Corporate Member shall be represented in the Society by one individual representative nominated by the Non-Research Corporate Member as its Corporate Nominee.
- iii) The Corporate Nominee of a Non-Research Corporate Member who is qualified to be a Full Member of the Society shall have the right to vote personally or through his duly authorised proxy at Society Meetings on behalf of the Non-Research Corporate Member who the Nominee represents, and the right to stand for elections to the Management Committee, subject to the provisos presented in Clause 15.

- iv) The Corporate Nominee of a Non-Research Corporate Member who is not qualified to be a Full Member of the Society shall not have the right to vote at Society Meetings.
- v) Except for the right to vote and the right to hold office which shall only be enjoyed by the Non-Research Member through its Corporate Nominee if that Corporate Nominee is duly qualified under sub-clause (iii) above, the Non-Research Corporate Member shall enjoy all rights and benefits and shall fulfil all obligations of Membership and be bound by the rules and regulations of the Society as stipulated under this Constitution and which are made from time to time by the Committee under the provisions of this Constitution.

## **8 . Special Interest Groups (SIGs)**

- 8.1 The Committee shall have the power to set up and establish Special Interest Groups (SIGs) to cater for the specialist needs of its Members and of the differing business and research types and segments within the industry.
- 8.2 The Special Interest Group Secretary shall ensure that each Special Interest Group (SIG) which is set up will be administered by its own separate SIG Committee.
- 8.3 Committee Members will elect the Chairman, who will then nominate the Members, for each SIG Committee from amongst Full Members or Corporate Nominees who are accorded rights of Full Members at an Annual General Meeting. Each SIG Committee shall comprise of a minimum of three and maximum of six Members excluding the Chairman.
- 8.4 The Chairman of each SIG shall be a Full Member or a Corporate Nominee accorded the rights of a Full Member.
- 8.5 Should there be insufficient eligible Members nominated to form a specific SIG Committee at an Annual General Meeting, the SIG Chairman shall have the power to co-opt eligible Members to form the SIG.
- 8.6 Proceedings of SIG Committees will be governed by the same requirements and rules that govern General Meetings of the Society.
- 8.7 Members of each SIG Committee shall serve a two-year term in office from date of appointment and may be re-elected or appointed to the SIG Committee at the end of the two-year term of office.

## **9 . Application Procedure**

- 9.1 An application for Membership shall be made on the prescribed form issued by the Committee.
- 9.2 Every application for Membership shall be proposed and seconded by two Full Members and shall be forwarded to the Membership Secretary who shall at the first reasonable opportunity submit it to the Committee for approval.



- 9.3 Approval of a Membership application or otherwise shall be made by way of simple majority of votes of Committee Members attending a duly constituted Meeting of the Committee. The Committee may at its discretion reject any application without assigning any reason thereof.
- 9.4 Every applicant whose application for Membership has been approved shall pay the prescribed entrance fee and first Annual Subscription before being admitted as a Member of the Society. Upon payment of the prescribed entrance and Annual Subscription fees, the applicant shall be entitled to all the privileges of the category of Membership to which he is admitted.
- 9.5 The prescribed Application forms for Membership shall be made available at the registered office of the Society and made accessible on-line at the Society website. A downloaded and printed version of the application form will be treated in all respects similar to the prescribed application form issued by the Committee.

## **10. Voting Rights & Procedures**

- 10.1 Within the Category of Individual Membership, only Full Members and Life Members, who are not in arrears of their Annual Membership Subscriptions and who are Members in good standing shall be entitled to vote in person or by post or by proxy at any Meeting of the Society.
- 10.2 Within the Category of Corporate Membership, Research Corporate Members and Non-Research Corporate Members who are not in arrears of their Annual Membership Subscriptions and who are Members in good standing shall be eligible to vote through their respective Nominees who have been duly nominated and are duly qualified under Clause 7.5.8 (iii) or under Clause 7.5.9 (iii) of the Constitution as the case may be.
- 10.3 Irrespective of the capacity in which a Member attends any Meeting of the Society, each individual Member or Nominee of a Corporate Member shall only be entitled to a single vote. A Full Member who is also a Nominee of a Corporate Member is only entitled to one single vote at any Meeting of the Society.
- 10.4 Voting at Meetings of the Committee shall be in a manner decided from time to time as reasonable by the Committee. Voting at General Meetings of the Society shall be by secret ballot or by postal vote. The notice of a General Meeting to Members shall contain postal voting forms.
- 10.5 Votes by proxy shall be accepted at Committee Meetings and at General Meetings provided that a duly witnessed notice of the proxy has been lodged with the Honorary Secretary prior to the commencement of the Meeting.
- 10.6 In the event of a tie of votes at any Meeting, the President (or the Chairman of the Meeting) shall have a second or casting vote.
- 10.7 A Member may cast a postal vote on all or any of the matters to be voted on at a General Meeting by indicating his vote on the prescribed voting form duly issued and sent to Members together with the notice of the General Meeting by the Hon.

Secretary. A postal ballot from a Member shall reach the Committee not less than forty-eight hours before the commencement of the General Meeting.

10.8 In relation to any matter for which postal votes are allowed and are duly received, the Committee shall abide by the following procedure:

- i) All postal votes received shall be pooled
- ii) At least two Members of the Committee shall scrutinise the votes and, in relation to each resolution or matter or candidate voted upon, as the case may be:
  - a) certify the number of Members voting in favour of or against a resolution or matter or for candidate as the case may be; and
  - b) present the voting results to the Chairman of the Meeting.
- iii) If a vote is taken at a Meeting on a resolution on which postal votes have been cast, the Chairman of the Meeting must also include in the overall total count of votes, the postal votes received for or against the resolution.
- iv) The Chairman of a Meeting must ensure that a certification of postal votes held by him is annexed to the minutes of the Meeting.

## **11. Inquiries into Complaints against Members, Disciplinary Action and Appeal**

11.1 The Committee may take disciplinary action against any Member if the Member has conducted himself, whether on the Society's premises or elsewhere, whether by word or act, in a manner deemed to be contrary to the aims and objects of the Society or detrimental to the interests of the Society and/or injurious to its reputation or if the Member is in breach of the Society's Code of Practice. Any disciplinary action shall be preceded by a due inquiry as provided for under this Constitution and such inquiry shall only be commenced if a formal complaint is lodged with the Committee by a Member against another Member.

11.2 A complaint by any Member against another Member alleging breach of any of the rules and regulations of the Society or of the Code of Practice shall in the first instance be made to the Committee by way of a formal letter of complaint.

11.3 Any letter of complaint under sub-clause (2) shall be tabled at the earliest Meeting of the Committee after the letter of complaint is received. Any Member of the Committee may table a letter of complaint against any other Member at a Meeting of the Committee.

11.4 If the Committee decides that there is merit in the complaint received, the President shall form a Committee of Inquiry into the complaint comprising of at least three and not more than five Members of the Committee and the President shall appoint one of the Members of the Committee of Inquiry as the Chairman of the Committee of Inquiry. The President shall not be a Member of the Committee of Inquiry.

11.5 The Committee of Inquiry shall commence its inquiry into the complaint within five days from the date of its appointment and shall conclude its inquiry within

fourteen days from the date of its appointment. The Committee may allow an extension of time for the Committee of Inquiry to complete its inquiry.

11.6 Within seven days of the conclusion of its inquiry, the Chairman of the Committee of Inquiry shall communicate the findings and recommendations of the Committee of Inquiry including recommendations for any disciplinary action to be taken to the President who shall then table the findings and recommendations to the Committee at the next scheduled Meeting of the Committee or at a Meeting of the Committee specially called for this purpose. The Committee shall approve, modify or reject the recommendations of the Committee of Inquiry.

11.7 A Member who is aggrieved by the disciplinary action imposed by the Committee may appeal against the action to the President who shall refer the matter to the Arbitration Committee consisting of three Members whose names have been drawn by lot by the aggrieved Member from the pool of Members of the Arbitration Panel. The decision of the Arbitration Panel shall be final and binding unless it is reversed by a resolution of two-thirds majority of Members attending and voting at the Annual General Meeting of the Society upon appeal by the Member concerned or on his behalf if he has ceased to be a Member by reason of expulsion.

11.8 No disciplinary action shall be taken against any Member without the Member concerned being given reasonable opportunity to be heard.

11.9 Disciplinary action by the Committee against a Member may take the form of fines, suspension or expulsion from the Society.

11.10 The Society shall not be prejudiced from taking any form of legal action against a Member notwithstanding any disciplinary action taken against such a Member in accordance with the Society Constitution.

11.11 For the purposes of Clause 11.7 an Arbitration Panel shall be elected at the Annual General Meeting of the Society. The Panel shall comprise of at least five individuals who are Honorary or Life Members of the Society and whose term of office as arbitrators shall be two years. Members selected to be on the Arbitration Panel shall be eligible for re-election at the expiry of their term of office.

## **12. Entrance Fees, Subscriptions and Other Dues**

12.1 All persons or organisations admitted as Members of the Society except for those exempted under this Constitution shall pay the following fees:

- a) Joining Fees
- b) Annual Membership Fees

12.2 The amount of joining and Annual Membership fees payable shall be determined at the Annual General Meeting upon proposals tabled at the Annual General Meeting by the Committee and such fees as approved at the Annual General Meeting shall become payable by the Members.

12.3 The Joining Fee shall be payable by a Member upon approval by the Committee of his application to join the Society. Any Member who allows his Membership to lapse or whose Membership is terminated for any reason whatsoever shall pay

the applicable Joining Fee again upon his readmission to Membership unless he is exempted from doing so by a decision of the Committee.

12.4 The Annual Subscription fee for each category of Membership is payable in full for each and every year the Member remains a Member of the Society unless the Member is exempted from paying Annual Membership fees under this Constitution.

12.5 All Annual Subscriptions shall be payable to the Honorary Treasurer of the Society within thirty days of the date the Annual Subscription falls due.

12.6 Members shall pay their Membership fees as the fees fall due notwithstanding notice to pay their fees is not received by them. Notice to pay Membership fees if such notices are sent out shall be sent to the most recent address supplied by each Member to the Membership Secretary as recorded in the Membership Register.

12.7 Persons or organisations admitted into Membership of the Society for the first time shall pay their initial subscription in accordance to the following schedule:

(a) Persons or organisations admitted into Membership during the first six months of the year shall pay a full year's subscription;

(b) Persons or organisations admitted into Membership during the last six months of the year shall pay one half of a full year's subscription.

12.8 The Membership Secretary shall notify each Member in writing of his obligation to pay his Membership dues thirty days before his Annual Subscription falls due. If such Membership dues are not received by the Honorary Treasurer within thirty days from the date the notification is sent out then a reminder shall be sent. If payment remains outstanding sixty days after the due date, a further reminder and warning of possible expulsion from the Society will be sent to the Member in arrears.

12.9 Any Member who allows his arrears to exceed two months after its due date shall receive a written notification signed by or on behalf of the Membership Secretary, and the Member in arrears shall be denied the privileges of Membership until he pays to the Society the amount of fees in arrears in full.

12.10 Any Member who allows his arrears to exceed three months after its due date shall automatically cease to be a Member of the Society, and the Committee may initiate legal action against him to recover the amount in arrears with costs of the legal action after the Member concerned has been served with due notice to settle the amount in arrears with the Society.

12.11 The Society by resolution at the Annual General Meeting may impose any special subscriptions or levies for particular purposes. If any Member fails to pay such subscription or levy within such period as may be resolved, the amount which remains unpaid and due shall be treated in the same way as arrears of Annual Subscriptions.

### **13. Resignation**

Any Member who wishes to resign from the Society shall give two weeks' notice in writing to the Membership Secretary and together with such notice shall pay up all fees and dues still owing by him to the Society.

## 14. General Meetings

- 14.1 The supreme authority of the Society shall be vested in a General Meeting of the Members that includes the Annual General Meeting of the Society.
- 14.2 The prerequisite quorum for any General Meeting of the Society to Proceed shall be based on the total number of Members attending and present who are eligible to vote. This number shall include all Committee Members who are attending and present. The prerequisite quorum shall number at least twice the total number of Committee Members currently in office.
- 14.3 If thirty minutes after the time appointed for any General Meeting the stipulated quorum is not present, the General Meeting shall be postponed from that date to a date not exceeding seven days from the date originally appointed for the General Meeting. If the quorum stipulated for a General Meeting is not present half an hour after the time appointed for the postponed Meeting, the Members present shall have the power to proceed with the business of the day but shall not have the power to alter the rules of the Society or make any decision affecting the whole Membership.
- 14.4 The Annual General Meeting of the Society shall be held as soon as possible after the close of each financial year but not later than April on a date and a time and place to be decided by the Committee. The business of the Annual General Meeting shall be:
- i) To receive the minutes of the previous Annual General Meeting;
  - ii) To receive the Committee's report on the working of the Society during the previous year;
  - iii) To receive the Treasurers' report and the audited accounts of the Society for the previous year;
  - iv) To elect a Committee once every two Annual General Meetings;
  - v) To appoint auditors for the ensuing year;
  - vi) To deal with such other matters as may be put before it with due notice
- 14.5 The Honorary Secretary shall send to all Members at least fourteen days before the Meeting notice of the Meeting stating the date, time and place, together with an agenda stating the nature of the business to be transacted, including copies of minutes and reports, together with the audited accounts of the Society for the previous year. Copies of these documents will also be made available at the registered place of business of the Society for the perusal of Members.
- 14.6 An Extraordinary General Meeting of the Society shall be convened:
- (i) Whenever the Committee deems it desirable; or
  - (ii) At the joint written request of Members of not less than twice the number of Committee Members, stating the objects and reasons for such a Meeting.

- 14.7 An Extraordinary General Meeting requisitioned by Members shall be convened at date within thirty days from the receipt of such requisition.
- 14.8 Notice and agenda for an Extraordinary General Meeting shall be forwarded by the Honorary Secretary to all Members at least fourteen days before the date fixed for the Meeting.
- 14.9 Clauses 14.2 and 14.3 of this Constitution, pertaining to General Meetings, regarding the quorum and the postponement of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting requisitioned by the Members, the Meeting shall be cancelled, and no Extraordinary General Meeting shall be requisitioned for the same purpose until after the lapse of at least six months from the date thereof.
- 14.10 The Honorary Secretary shall forward to all Members a copy of the draft minutes of each Annual and Extraordinary General Meeting as soon as possible after its conclusion.
- 14.11 Between Annual General Meetings the Committee shall interpret the rules of the Society and when necessary, determine any point on which the rules are silent.
- 14.12 Except where they are contrary to or inconsistent with the policy previously laid down by the General Meeting, the decisions of the Committee shall be binding on all Members of the Society unless and until countermanded by a resolution of a General Meeting or an Extraordinary General Meeting.

## **15. Management Committee**

- 15.1 The management of the Society shall be vested in the Management Committee.
- 15.2 The Management Committee shall be composed of a minimum of seven officers and up to twelve officers known as the Office Bearers of the Society who shall be elected from amongst Full Members or Corporate Nominees who are eligible to be Full Members at the Annual General Meeting of the Society as follows:
- (a) President
  - (b) Vice-President
  - (c) Honorary Secretary
  - (d) Assistant Honorary Secretary
  - (e) Honorary Treasurer
  - (f) Assistant Honorary Treasurer
  - (g) Membership Secretary
- 15.3 All positions in the Management Committee shall be filled by Full Members or Corporate Nominees of Research Corporate Members only, except for positions (h), (i) and (k) under Clause 15.2, above, which shall additionally be open to Corporate Nominees of Non-Research Corporate Members who are Full Members.

15.4 Nominations for Office Bearers shall be proposed and seconded at the Annual General Meeting of the Society. Whenever there is a contest for any position, the selection of the Member into the office shall be by way of election through a simple majority vote of the Members eligible to vote at the Annual General Meeting.

15.5 The term of office of a Management Committee shall be two years. Office Bearers elected at an Annual General Meeting shall be elected for a term of two years each and shall continue in office until the Annual General Meeting two years after their election unless removed from office under the provisions of Clause 11 of this Constitution. Subject to Clause 15.6 below, Office Bearers shall be eligible for re-election every alternate year.

15.6 No Member shall be elected as the President of the Society at an Annual General Meeting for more than two consecutive terms. A Member who has served in the office of President of the Society shall not be eligible for re-election to the office of President until after a lapse of two terms of office of the President immediately following the said Member's two consecutive terms as President. No such limit is imposed upon any other position in the Committee.

15.7 The function of the Committee is to organise and supervise the day-to-day activities of the Society and to make decisions on matters affecting its running within the general policy laid down by a General Meeting of the Society. The Committee shall not act contrary to the expressed wishes of a General Meeting without prior reference to it and shall always remain subordinate to the General Meeting of the Society. It shall furnish a report to each Annual General Meeting on its activities during the previous year.

15.8 The Committee shall meet at least once every three months and a 14 days' notice of each Meeting shall be given to the Members. The President acting alone or not less than three of its Committee Members acting together may call for a Meeting of the Committee to be held at any time. A minimum of 4 members is required to constitute a quorum.

Resolution passed-  
AGM dated 23<sup>rd</sup>  
March 2011  
Approved by R.O.S  
on 21<sup>st</sup> July 2011

15.9 Where any urgent matter requiring the approval of the Committee arises and it is not possible to convene a Meeting, the Honorary Secretary may obtain such approval by means of a circular letter. The following conditions must be fulfilled before a decision of the Committee is deemed to have been obtained:

Resolution passed-  
AGM dated 23<sup>rd</sup>  
March 2011  
Approved by R.O.S  
on 21<sup>st</sup> July 2011

(a) The issue must be clearly set out in the circular and forwarded to all Members of the Committee;

(b) The decision must be by a simple majority vote

15.10 Any decision obtained by circular letter shall be reported by the Secretary to the next Committee Meeting and recorded in the minutes thereof.

- 15.11 Any Member of the Committee who fails to attend three consecutive Meetings of the Committee without satisfactory explanation acceptable to the Committee shall be deemed to have resigned from the Committee.
- 15.12 Each Committee Member shall be entitled to one vote, but the President at any Meeting shall have a second and casting vote in the event of a tie.
- 15.13 The proceedings of all Committee Meetings shall be entered in a Minute Book, prepared by the Honorary Secretary, which shall be signed by the President as a true record at the next succeeding Committee Meeting.
- 15.14 The President, with the approval of the Committee, shall have the power to co-opt up to two additional Members to the Committee for the remainder of the Committee's current term of office.
- 15.15 In the event of the death or resignation of a Member of the Committee, the Committee shall have the power to co-opt any other Member of the Society to fill the vacancy until the next election of Office Bearers.
- 15.16 The Committee shall give instructions to the Honorary Secretary and other Office Bearers for the conduct of the affairs of the Society. It may appoint such officers and such staff, as it deems necessary. It may suspend or dismiss any officer or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Committee, or for any other reason that it deems good and sufficient to be in the interests of the Society.
- 15.17 The Committee may appoint any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the rules. Any Member shall be eligible to become a Member of these sub-committees.
- 15.18 All press and public statements for and on behalf of the Society shall be made by the President, the External Relations Secretary or another Committee Member as may be authorised by the Committee from time to time.
- 15.19 Any matters not specifically covered in these Rules shall be considered and acted upon by the Committee at its discretion.

Resolution passed-  
AGM dated 23<sup>rd</sup>  
March 2011  
Approved by R.O.S  
on 21<sup>st</sup> July 2011

## **16. Duties of Office-Bearers**

### **16.1 President**

16.1.1 The President shall during his term of office preside at all General Meetings, all Meetings of the Committee and shall be responsible for the proper conduct of all such Meetings. He shall have the casting vote and shall sign the minutes of each Meeting at the time they are approved. He shall be a joint signatory together with the Honorary Secretary and Honorary Treasurer, for all cheques issued by the Society.

16.1.2 The Vice-President shall deputise for the President during the latter's absence.

### **16.2 Honorary Secretary**



16.2.1 The Honorary Secretary shall conduct the business of the Society in accordance with the rules, and shall carry out the instructions of the General Meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and papers, except the accounts and financial records. He shall attend all Meetings, keep minutes of Meetings and record all proceedings. He shall together with the President and the Honorary Treasurer, sign all cheques on behalf of Society. He shall file annual returns within sixty days from the date of the Annual General Meeting to the Registrar of Societies.

16.2.2 The Assistant Honorary Secretary shall assist the Honorary Secretary in carrying out his duties and shall act for him in his absence.

#### 16.3 Honorary Treasurer

16.3.1 The Honorary Treasurer shall be responsible for the finances of the Society. He shall keep proper and accurate accounts of all its financial transactions. He shall be a cosignatory of with the President and the Honorary Secretary of all cheques issued by the Society.

16.3.2 The Assistant Honorary Treasurer shall assist the Honorary Treasurer in carrying out his duties and shall act for him in his absence.

#### 16.4 Membership Secretary

The Membership Secretary shall keep a Membership Register consisting of particulars of each Member's name, identity card number, date and place of birth, occupation, name and address of employer, residential address and correspondence address or such particulars as may be applicable of the Corporate Member concerned and date of joining the Society.

## **17. Auditors**

17.1 Two members, who shall not be Office Bearers of the Society, shall be appointed by the Annual General Meeting as Honorary Auditors of the Society for the financial year. They shall hold office for one year and may be reappointed.

17.2 The Auditors shall audit the accounts of the Society for the year, and prepare a report or certificate for the following Annual General Meeting. They may also be required by the President to audit the accounts of the Society for any period within their tenure of office, at any date, and to make a report to the Committee.

## **18. Financial Provisions**

18.1 Subject to the following provisions in this Constitution, the funds of the Society may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its Office Bearers and paid staff, and the audit of its accounts, but Society funds shall on no account be used to pay the fine of any Member who may be convicted in a court of law.

18.2 All cheques or withdrawal notices on the Society's account shall be signed jointly by any two of the Members of the Management Committee holding the office of President, Honorary Secretary or Honorary Treasurer. In the absence of any one of the authorised signatories for a period exceeding thirty days, the Committee may appoint by way of resolution another Member of the Committee to be signatory if necessary.

18.3 As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Honorary Treasurer and audited by the Auditors appointed under Clause 17.1 of this Constitution. The audited accounts shall be submitted for the approval of the next Annual General Meeting, and copies shall be made available at the registered place of business of the Society for the perusal of Members.

18.4 All monies received on behalf of the Society shall be paid into a bank account or bank accounts which shall be opened in the name of the Society with such bank or banks as determined by the Committee from time to time or into any trust account as may be approved by the Committee from time to time.

18.5 The Committee shall draw up an annual budget, which shall be approved at each Annual General Meeting. Upon approval, the Committee shall be authorised to expend the amounts set out in the budget, and to expend any monies in excess of the budget, so long as the monies do not exceed 20% of the budget for that financial year. Any expenditure in excess of this 20% shall have the prior approval of a General Meeting.

18.6 The financial year of the Society shall commence on the 1<sup>st</sup> January and end on the 31<sup>st</sup> December every year.

## **19. Trustees**

19.1 Three Trustees, each of whom must be at least 21 years of age or a Trust Corporation shall be appointed at the Annual General Meeting and shall hold office during the pleasure of the Society. There shall be vested in the Trustees or Trust Corporation all immovable properties whatsoever belonging to the Society upon execution of a Deed of Trust.

19.2 The Trustees or the Trust Corporation shall not sell, withdraw or transfer any of the property of the Society without the consent and authority of a General Meeting of Members.

19.3 A Trustee may be removed from office by a General Meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reasons, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of a trustee, the vacancy shall be filled by a new Trustee appointed by a General Meeting.

## **20. Advisor / Patron**

The Committee shall if it deems fit and necessary invite and thereafter appoint if he gives his consent in writing, a distinguished person to be the Advisor or Patron of the Society.

## **21. Prohibitions**

21.1 None of the following games shall be played on the premises of the Society: Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, Ten and a

half, all games of dice, bankers' games, all video games and all games of mere chance.

21.2 The Society shall not hold any lottery, whether confined to its Members or not, in the name of the Society, its Office Bearers or Members without prior approval from the authorities concerned.

21.3 "Benefits" as mentioned under Section 2 of the Societies Act 1966 shall not be given by the Society to any of its Members.

## **22. Appointment of General Office and Executive Staff**

22.1 The Committee shall at its discretion appoint such staff, as necessary, upon such terms and conditions as to salary and other benefits as the Committee may see fit and may appoint an executive secretary and a firm of public accountants for such period at such remuneration and on such conditions as may from time to time be determined by the Committee. Such staff shall be responsible to the Committee and shall carry out all duties assigned to him by the Committee.

22.2 All books of accounts, the records and papers of the Society shall be kept at the registered office of the Society and shall be under the care, custody and control of appropriately appointed executive and office staff, but shall at all times be available for inspection by Committee Members and the Society's auditors.

22.3 Appropriately appointed office staff shall be responsible to see that all monies received by or on account of the Society are paid by the proper officer into the bank account designated for the credit of the Society.

## **23. Translations**

These Rules are in the English Language and may be translated into other languages, provided that in the event of any inconsistency or conflict between the English version and any translation, the English version shall prevail.

## **24. Amendments of Rules**

24.1 These Rules shall not be amended except by resolution of a General Meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within sixty days of being passed by the General Meeting.

24.2 Any proposal which is adopted by resolution passed at a General Meeting by a two-thirds majority vote of the quorum present or by post or by proxy shall be valid and binding upon all Members, and such addition, deletion or amendment shall then come into force subject to the proviso of the written approval of the Registrar of Societies.

## **25. Indemnity**

25.1 The Society will indemnify the Committee, whether past, present or future for actions taken by any such Members in good faith and within the Rules of the Society in the course of furthering the Objects and interests of the Society. The indemnity granted shall be in consideration of the work and contributions to the Society by the Members of the Committee and other sub-committees of the Society.

25.2 In any prosecution, action or suit at law commenced against any Member or Members of the Committee, or any servant or agent of the Society for anything done by him or them in the proper, lawful and reasonable discharge of their duty to the Society, such person or persons shall be defended and indemnified by and at the cost of the Society from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Society may be applied for such purpose as may be directed by the Committee from time to time .

## **26. Non-Discrimination Clause**

The Society shall admit Members of any race, religion, age, sex, colour, disability, sexual orientation, nationality or ethnic origin to all the rights and privileges as allowed under this Constitution and, subject to provisions under this Constitution, shall not discriminate on the basis of race, religion, age, sex, colour, disability, sexual orientation, nationality or ethnic origin in administering its policies, Membership policies, events, meetings, or any other activity.

## **27. Dissolution**

27.1 The Society may be voluntarily dissolved by a resolution of not less than three-fifths of the Membership present in a General Meeting.

27.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a General Meeting.

27.3 Notice of dissolution shall be forwarded to the Registrar of Societies within fourteen days of its dissolution.