



**KUALA LUMPUR  
TOURIST GUIDES' ASSOCIATION  
EXTRA-ORDINARY GENERAL MEETING**

**9.30AM, 17 JANUARY 2020/FRIDAY**

**@**

**Fraser Room Level 8,  
Days Hotel & Suites by Wyndham  
Fraser Business Park, Komplek Metro Pudu  
1 Jalan Metro Pudu 2, 55200 Kuala Lumpur**



## **TO ALL MEMBERS OF KUALA LUMPUR TOURIST GUIDES' ASSOCIATION (KLTGA)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

We are pleased to inform that present Constitution of the Kuala Lumpur Tourist Guides' Association (KLTGA) has been reviewed by the 2017-2020 Executive Committee of KLTGA to make it more transparent and streamlined.

The review also covers improving the Office Bearers' election processes and preparing for future statutory requirements of the Government of Malaysia that will cover freelance professions.

Based on the existing clauses of the present KLTGA Constitution, an Extraordinary General Meeting (EGM) is necessary to get members' approval for the reviews proposed.

We are pleased to inform that the EGM will be held as follows:

**Date/Day** : 17 January 2020/Friday

**Time** : 9.30 am onwards

**Venue** : Fraser Room, Level 8,  
Days Hotel & Suites by Wyndham  
Fraser Business Park  
Komplek Metro Pudu  
1 Jalan Metro Pudu 2, 55200 Kuala Lumpur

#### **PROGRAMME**

**9.30AM**

Registration of members & light refreshments

**10.00AM**

- Confirmation of Quorum for EGM
- EGM called to order
- Welcome speech by KLTGA Hon. Chairman, Mr. Chan Yin Keong
- Presentation of proposed updates to the existing KLTGA Constitution to seek members' approval
- Members' voting on the proposals

**12.30PM**

End of EGM

Kindly note:

- a. Based on Clause 15.h of the present KLTGA Constitution, the EGM can proceed with the presence of either 10% of the KLTGA Ordinary & Life membership as at 31 Dec 2019 or three (3) times the size of the KLTGA Executive Committee members, whichever is lower.
- b. Your participation in this important EGM is highly appreciated.

**3 Jan 2020**



**Present Constitution**  
**Approved by Registrar of**  
**Societies**  
**11 August 2017**  
**(17 pages)**



**JABATAN PENDAFTARAN PERTUBUHAN MALAYSIA**  
**WILAYAH PERSEKUTUAN KUALA LUMPUR**  
**KEMENTERIAN DALAM NEGERI**  
Aras G, Kompleks Kementerian Dalam Negeri  
Jalan Sri Hartamas 1, Off Jalan Duta  
50480 KUALA LUMPUR  
MALAYSIA

Tel : 03-62012092  
03-62012093  
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Faks : 03-62012107  
Laman Web : <http://www.ros.gov.my>  
<http://www.eroses.gov.my>

Rujukan Kami: PPM-008-14-10051967

Tarikh: 11 Ogos 2017

Setiausaha,  
KUALA LUMPUR TOURIST GUIDES ASSOCIATION  
NO.16-3 (THIRD FLOOR), PERSIARAN JUBILEE, OFF JALAN LOKE YEW  
55200  
WILAYAH PERSEKUTUAN KUALA LUMPUR

Tuan/Puan,

### **PERMOHONAN PINDAAN PERLEMBAGAAN**

Dengan hormatnya perkara di atas dirujuk.

2. Sukacita dimaklumkan bahawa permohonan pindaan perlembagaan pertubuhan tuan telah **DILULUSKAN** dan pertubuhan tuan hendaklah menggunakan perlembagaan **terkini** dalam mentadbir pertubuhan tuan mulai 11 Ogos 2017 .

Sekian, terima kasih.

**'BERKHIDMAT UNTUK NEGARA'**

Saya yang menurut perintah,

**( MOHD ZAFFWAN BIN AB GHAFAR )**

**b.p. PENDAFTAR PERTUBUHAN MALAYSIA**

Catatan: surat ini adalah janaan komputer, tandatangan tidak diperlukan





## **CONSTITUTION**

### **KUALA LUMPUR TOURIST GUIDES' ASSOCIATION**

#### **CLAUSE 1: NAME**

The name of the Association shall be the "Kuala Lumpur Tourist Guides' Association" (hereinafter called "the Association".)

#### **CLAUSE 2: REGISTERED OFFICE**

- a) The registered place of business of the Association shall be at No.16-3 (Third Floor), Persiaran Jubilee, Off Jalan Loke Yew, 55200 Kuala Lumpur.
- b) The registered place of business of the Association shall not be changed without the prior approval of the Registrar of Societies.

#### **CLAUSE 3: OBJECTS**

**A)** The objects of the Association shall be:

1. To assist the Government to promote Tourist Trade.
2. To facilitate tour operators and/or any customer by providing them with qualified/licensed Tourist Guides for freelance assignments.
3. To collect, from official and other reliable sources, information useful to the Association and its members, and to conduct surveys, enquiries, and to keep records calculated to promote directly or indirectly any aspect of the tourist industry and any of the objects of the Association.
4. To provide complimentary guiding services to travel writers, social welfare workers, educationists and university students from overseas on official visits, or any other relevant tourists on a case-by-case basis where the Executive Committee of the Association shall consider as appropriate from time to time.
5. To assist tourists in their requirements during the tour, such as purchase of goods.
6. To arrange for alliance or affiliation and to co-operate with any institution, association or society with objects similar to those of this Association on such terms and conditions as may be in the interest of the Association and its members.
7. To assist in any way possible, and for the benefits of the tourist, the improvement of accommodation, catering, transport, entertainment and other relevant amenities in Malaysia.
8. To promote international understanding, friendship and travel.
9. To assist Tourist Guides to get experience in the field of guiding.
10. To work for the improvement of the quality and reputation of the Tourist Guides' profession.
11. To represent all Tourist Guides of the Association in liaison with the Malaysian Tourist Guides Council (hereinafter referred to as "the Council"), all other governmental departments and non-governmental organizations pertaining to the tourist guiding profession and all aspects of tourism.

12. To assist and coordinate in the organization of the Tourist Guides' training courses in conjunction with the Ministry of Tourism & Culture, Malaysia (or its successors-in-title) and/or the Council.
  13. To organize any conference, convention, exposition, seminar, Tourist Guides training course or tourist related educational program either on its own or in conjunction with the Council, other governmental departments and non-governmental organizations.
  14. To coordinate and discuss with the Council, the Ministry of Tourism & Culture, Malaysia (or its successors-in-title), other governmental departments and non-governmental organizations on the resolutions passed at any conference, convention or seminar
  15. To discuss and resolve with the Council, the Ministry of Tourism & Culture, Malaysia (or its successors-in-title), other governmental departments and non-governmental organizations on all aspects of the tourist guiding profession and the tourism industry.
- B)** The Association shall not in any way engage or attempt to engage in Trade Union activities as defined in the Trade Union Ordinance 1959.

#### **CLAUSE 4: MEMBERSHIP**

- A)** There shall be four (4) classes of membership as follows:

**1. Honorary Members**

Conferred by the Members of the Executive Committee to those persons who have rendered outstanding services to the Association. Honorary members shall have no voting rights.

**2. Ordinary Members**

Those who have undergone a course by any registered training institute licensed by the relevant Government Department, and duly issued a Tourist Guide license by the Ministry of Tourism & Culture, Malaysia (or its successors-in-title).

**3. Associate Members**

Those persons or businesses that are EITHER called "Trade Associate Members" which are duly registered firms/companies in tourism related businesses OR called "Individual Associate Members" who are persons who subscribe to the objects of the Association as stated herein. Associate Members shall have no voting rights nor can serve in the Executive Committee of the Association but shall enjoy all other privileges as Ordinary Members.

**4. Life Membership**

Ordinary Members having at least TEN (10) years continuous membership in the Association shall be eligible to apply and shall have the same privileges as Ordinary Members. The Executive Committee may by resolution passed at a meeting of the Executive Committee accept or refuse (and without assigning any reasons thereto) any application for a Life Membership.

- B)** The Executive Committee may by resolution passed at a meeting of the Executive Committee accept or refuse (and without assigning any reason for their refusal) any application for any class of membership.

## CLAUSE 5: **SUBSCRIPTION & MEMBERSHIP RENEWAL/UPDATE**

**A)** Every member shall pay a subscription to the Association, the amount of which shall be fixed by the members in the General Meeting.

**B)** Unless otherwise revised and determined by the members at a General Meeting, the subscription shall be as follows:

### **I. ORDINARY MEMBER**

- a. Annual Membership fee: RM60.00
- b. Entrance fee: RM30.00  
(Payable for the first year of joining/rejoining the Association)
- c. Orientation Program fee: RM30.00  
(Payable for the first year of joining/rejoining the Association)
- d. Per Capita Dues (PCD)

\* In addition to Annual Membership fee, each Ordinary member shall pay an annual amount of RM50.00 'Per Capita Dues' (hereinafter referred to as Per Capita Dues) to the Association for onward submission to the Council for such year.

\* This annual Per Capita Dues amount is subject to revision by the Council and the revised amount, if any, will only apply for the membership renewal from the subsequent year.

\* The Association will strive to give members sufficient advanced notice of the revised Per Capita Dues payable for the next membership renewal.

### **II. INDIVIDUAL ASSOCIATE MEMBER**

- a. Annual Membership fee: RM60.00
- b. Entrance fee: RM50.00  
(Payable for the first year of joining/rejoining the Association)

### **III. TRADE ASSOCIATE MEMBER**

- a. Annual Membership fee: RM250.00
- b. Entrance fee: RM100.00  
(Payable for the first year of joining/rejoining the Association)

### **IV. LIFE MEMBER**

- a. One-time payment fee: RM5,000.00

**C)** Eligibility of Member:

Any Ordinary Member who has not paid his/her Annual Membership Subscription and Per Capita Dues as at the expiry date of the preceding year's Financial Year of Account as defined herein, shall not have the right to vote nor where applicable, offer to stand for office at the Annual or Extraordinary General Meeting. The preceding rule is equally applicable to those who joined/rejoined the Association in the current year.

D) Membership Renewal:

1. It shall be the duty of each member to see that his/her Annual Membership fees and, where applicable, Per Capita Dues is paid up-to-date and that an official receipt for such payments is obtained from the Association.
2. The due date for the Annual Membership renewal and, where applicable payment of Per Capita Dues, shall be on 31st December of the year.
3. A one month grace period is allowed for Annual Membership renewal and, where applicable Per Capita Dues payment, after the 31st December of the year.
4. Any non-renewal of Annual Membership, and where applicable non-payment of Per Capita Dues, after 31st January of the next year would automatically terminate a membership, unless the member or defaulter shall satisfy the Association's Executive Committee that the delay in payment was due to reasonable cause.
5. The responsibility for keeping payments of the Annual Membership and/or any dues up-to-date shall rest with the member and not with the Association.
6. Lapsed membership is subject to the same terms as a new application for membership and payments of an Entrance fee, Annual Membership Fee and Per Capita Dues due, including Orientation Fee is required.
7. All 'Ordinary Member' applicants must attend the Association's Orientation Programme within one year of joining the Association.
8. An Ordinary Member who fails to attend the Orientation Programme within this period will not be allowed to renew his/her membership.

E) Membership Update:

It shall be the duty of each member to notify in writing to the Hon. Secretary of the Association as soon as possible of any change of his/her postal/mailling address, contact details, place of employment, where necessary, and his/her beneficiary (ies)

**CLAUSE 6: SUSPENSION, REFUSAL, TERMINATION OR RESIGNATION OF MEMBERS**

A) The Executive Committee shall be entitled to:

- Refuse to accept or reject any application to become a member, or
- Refuse to renew any existing membership, or
- Suspend or terminate any membership with reasonable ground; provided such suspension or termination of the membership shall be first dealt with in accordance with the provisions of Clause 11 hereunder.

B) Any member being suspended shall be barred from taking part in any event under the control of the Association during the period of suspension.

C) Any member may withdraw from the Association at any time by giving one (1) month's official notice in writing. For this purpose official notice is defined as letters or e-mails only. There shall be no refunds to the member of any subscriptions or other payments made for the balance of the year when the notice of resignation was issued to the Association.



#### CLAUSE 7: **FINANCE**

- A) The Financial Year of the Association shall be from 1st January to 31st December in each year.
- b) The funds of the Association shall be derived from:
  - Membership subscriptions.
  - Donations and grants.
  - Organizing training courses, events and activities.
- c) The Committee shall cause accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place.
- d) At the Annual General Meeting held in each year, the Executive Committee shall table before the members a Balance Sheet and Income and Expenditure Account made up to the 31st December of the preceding year.
- e) The Income and Expenditure Account shall be signed by the Hon. Chairman, Hon. Secretary and Hon. Treasurer.
- f) Every such Balance Sheet and Income and Expenditure Account shall be audited by a licensed Auditor or Firm of Auditors appointed by the members in the Annual General Meeting and the Auditor's report shall be annexed to every such Balance Sheet and Income and Expenditure Account.
- g) Every such Balance Sheet and Income and Expenditure Account shall be accompanied by a report of the Committee as to the state and condition of the Association.
- h) The books of account shall be kept at the Registered Office of the Association or the office of any agent who undertakes the making-up.
- i) The funds of the Association shall be under the control of the Executive Committee who shall cause an account to be opened with a Bank in Kuala Lumpur into which all monies belonging to the Association shall be paid and all cheques drawn on the said account shall be signed by the Hon. Treasurer and countersigned by the Hon. Chairman or the Hon. Secretary.

#### CLAUSE 8: **PATRONS**

On the recommendation of the Executive Committee Members, the Association may appoint as Patrons, persons who are not members of the Association but are in sympathy with the objects of the Association and desire to support it financially or otherwise.

#### CLAUSE 9: **ADVISORY BOARD**

- a. The General Meeting may propose advisors to the Association that shall consist of the immediate Past Chairman of the Association and a minimum of two (2) or to a maximum of four (4) other senior member guides of good character, continuous membership in the Association and good reputation to be advisors to the Association. Member guides proposed to serve on this Advisory Board must be physically present at the General Meeting to accept / decline this position offered.
- b. This appointment shall be for tenure of three (3) years from the Annual General Meeting and it does not include a monthly stipend. Subsequently if a vacancy arises during the said period, then such a vacancy shall be filled at its next Annual General Meeting.
- c. The Honorary Advisory Board members shall have no executive powers

#### CLAUSE 10: **EXECUTIVE COMMITTEE**

- a. Executive Powers:

The affairs of the Association shall be conducted by the Executive Committee subject to such regulations as may from time to time as determined by the Association at the General Meeting.

- b. Quorum:

The Executive Committee shall consist of fifteen (15) members. The quorum for its meetings shall consist of one third (1/3) of the Executive Committee.

- c. Tenure:

- i. All Executive Committee members are to be elected once in every three (3) years at the General Meeting of the Association. Only those Ordinary and Life members with valid Tourist Guide's licenses by the Ministry of Tourism & Culture, Malaysia (or its successor-in-title) who are present at the Annual General Meeting shall be eligible for election to the Executive Committee.
- ii. The five (5) Principal Office Bearers of the Executive Committee shall hold tenure of that same designated post for a maximum of consecutive two (2) terms of service only, while there is no limit to the tenure for the ordinary Executive Committee posts.
- iii. On completing a continuous two-term tenure as any one Principal Office Bearer position, a member can offer himself/herself again for election to any Principal Office Bearer only after a one-term interval.

- d. Structure:

The Executive Committee elected shall be made up of:

- 1. Hon. Chairman (Principal Office Bearer)
- 2. Vice Chairman I (Principal Office Bearer)
- 3. Vice Chairman II (Principal Office Bearer)
- 4. Hon. Secretary (Principal Office Bearer)
- 5. Hon. Treasurer (Principal Office Bearer)
- 6. Deputy Secretary
- 7. Deputy Treasurer

There shall also be elected eight (8) other Committee Members.

e. Meetings:

The Executive Committee shall meet once a month and shall fix the time and place of meeting. At least seven (7) days' notice in writing or by electronic means or telephone call shall be given to each committee member.

f. Co-opted post:

The Executive Committee may from time to time, for a particular purpose or duration, co-opt such other Ordinary or Life members into the Executive Committee but who will not have eligibility to a vote at such Executive Committee meetings.

g. Expenditure:

Any expenditure above the limit of Ringgit Malaysia Five Thousand (RM5,000.00) to be incurred should first have the approval of the Executive Committee.

h. Alternate Chairman

In the absence of the Hon. Chairman, the Vice Chairman I will deputize and in his/her absence, the Executive Committee shall elect another Chairman from amongst themselves who shall conduct the affairs of the Association temporarily.

i. Cessation to be Executive Committee member

The office of a member of the Executive Committee shall be vacated:

- i. by notice in writing from the member to the Hon. Chairman or the Hon. Secretary of the Association.
- ii. if the person ceases to be a member of the Association.
- iii. if the member fails to attend three (3) successive meetings of the Executive Committee, without first having obtained the permission of the Hon. Chairman of the Association in writing or by email / electronic communication. In this event then it shall be lawful for the Honorable Chairman to issue a letter terminating the tenure of the offending member with immediate effect.

j. Vacancy

The Executive Committee may fill a casual vacancy but the person so appointed shall hold office only for the remaining term of office.

k. Voting:

Each Executive Committee Member shall be entitled to one (1) vote but the Chairman at any Meeting shall have an original as well as a casting vote. Motions before the Executive Committee at a meeting thereof shall be passed if a majority of those present in person and voting shall be in favour thereof.

I. Minutes to be recorded:

- i. The Executive Committee shall cause proper minutes to be made of proceedings of all meetings of the Association and of the Executive Committee and all business transacted at such meeting and any such minutes of any meeting if purported to be signed by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts stated therein.
- ii. The minutes shall be of public record and will be made available to the members to view upon a reasonable written request for access to the Minutes.

m. Powers:

- i. The Executive Committee shall have discretionary powers to issue a written caution to any member for any of the reasons contained in this Rules.
- ii. The Executive Committee shall have absolute power to regulate, manage and control all the affairs of the Association and to carry out its objects and may exercise all such powers and do all such acts and things if they are for the benefit of the Association.
- iii. Motions before the Executive Committee shall be by a majority vote of the members present.
- iv. The Executive Committee shall communicate with the members of the Association by Newsletter and/or electronic means to keep them informed of activities in the Association and in the Tourism industry.
- v. The Executive Committee may consider and pass a resolution by circulation to its Executive Committee members (Proposed and Seconded) via electronic means provided that seven (7) days' notice has been given for discussion, and a majority vote taken.
- vi. It shall be the duty of the Association to be represented at all Meetings called upon by the Council. The Association shall be entitled to send a number of representative(s) as stipulated by the Council to take part in the activities of the Council and such representative(s) shall have the mandate to vote on any such proposal submitted for determination. Nomination of the representative(s) shall be submitted to the Council in meeting. The Association has the absolute discretion to nominate and to replace the representative so nominated to attend in the activities of the Council. The nomination and replacement of the representative shall be made by the Association by giving notification in writing to the Council prior to any relevant meeting. The Association shall retain in its membership any member engaged or employed by Malaysian Tourist Guides Council

n. Eligibility criteria as Executive Committee

A member desirous of being nominated for election as one of the Executive Committee member must fulfill the following criteria at the time of nomination:

**i. Principal Office Bearer (POB):**

- Hold a valid and confirmed Tourist Guide License issued by the Ministry of Tourism & Culture, Malaysia (or its successors-in-title), and
- Be a member of the Association for at least two (2) consecutive years at the time of nomination

**ii. Non-POB Executive Committee**

- Hold a valid Tourist Guide License issued by the Ministry of Tourism & Culture, Malaysia (or its successors-in-title), and
- Be a member of the Association for at least one (1) year at the time of nomination.

**CLAUSE 11: DISCIPLINE & ETHICS COMMITTEE AND SPECIAL SUB-COMMITTEE(S)**

A. There shall be a Discipline and Ethics Committee (DEC) that shall consist of:

- Hon. Chairman
- Vice-Chairman I
- Hon. Secretary
- Two (2) Executive Committee members to be appointed by the Executive Committee.

B. The duties of this Discipline and Ethics Committee are to

- i. Determine if the member has breached/violated any Code of Ethics of the Council or Association as stipulated in the Malaysian Akta 482, Akta Industri Pelancongan 1992;
- ii. Discipline the members who have violated the Code of Ethics of the Council or the Association.

C. At least ten (10) working days' notice shall be given to the member involved in the alleged offence sent to his/her last recorded address with the Association; and as well as to all selected Discipline and Ethics Committee members prior to the procedure; setting out the particulars of the complaint and providing copies of the relevant documents or lists of witness and specifying the time and place of investigative procedure. The said notice shall also inform the member of consequences of non-appearance and the right of Appeal against any decision.

D. The quorum of such investigative procedure shall be three (3) members present.

E. Where the Discipline and Ethics Committee is advised or considers that a member has allegedly breached, failed, refused or neglected to comply with the provision of rules or codes of ethics of a Tourist Guide profession, the Hon. Secretary on behalf of the Discipline and Ethics Committee shall issue the notice to commence proceeding against said member as provided under the rules.

F. A member is compelled to appear before the Discipline and Ethics Committee on the date of proceedings. In the absence of the said member without any reasonable excuse given to the Discipline and Ethics Committee, the Discipline and Ethics Committee may in its absolute discretion deliberate and decide based on the facts/witnesses appearing before the Discipline and Ethics Committee.

- G. Minutes shall be taken on the investigative proceedings. Upon conclusion of the proceedings or hearing the Discipline and Ethics Committee shall report its findings and recommendation in writing to the Executive Committee.
- H. The offending member shall be notified in writing of the decision upon conclusion thereof. Where that member wishes to appeal against any decision of the Discipline and Ethics Committee, the member must send a notice in writing to the Discipline and Ethics Committee stating out the grounds of appeal. This appeal shall be lodged with the Hon. Secretary not later than seven (7) working days from the date of the Discipline and Ethics Committee decision, with a payment of Ringgit Malaysia Fifty (RM50.00) non-refundable administrative costs.
- I. Decisions of the Discipline and Ethics Committee upon the conclusion of an Appeal, as stated above, shall be final and binding. The Hon. Secretary shall expediently issue any notification of this decision to the Council or the Ministry of Tourism & Culture, Malaysia (or its successor-in-title).
- J. Special Sub-Committee(s).
  - i. The Executive Committee shall have power to appoint any one or more of its members or such member of the Association as may be co-opted by the Executive Committee at their discretion to be in a sub-committee for any purpose or purposes, general or specific, to be specified in the resolution appointing such Sub-Committee.
  - ii. Any decision made by a sub-committee shall be reported to the Hon. Secretary within seven (7) days and the decision shall be valid and binding unless overruled by a decision of the Executive Committee.

#### **CLAUSE 12: DUTIES OF PRINCIPAL OFFICE BEARER OFFICERS (POB)**

- A. Hon. Chairman
  - i. The Hon. Chairman shall preside over the Annual General Meeting, any Extraordinary General Meeting and meetings of the Executive Committee and exercise supervision over the affairs of the Association and perform such other functions as are incidental to his office.
  - ii. The Hon. Chairman shall have authority, subject to the ratification of the Executive Committee, to appoint, direct, suspend or remove any employee of the Association as he may deem necessary.
  - iii. The Hon. Chairman shall make full reports of the administration of his/her office and of the affairs of the Association to the Executive Committee at every meeting of the said body, and to the members at the Annual General Meeting.
  - iv. The Hon. Chairman, with the consent of the Executive Committee members, is authorized to assign or withdraw any member/members to represent the Association at any meeting, conference, invitation, and/or individual portfolio that assists in the operation of the Association.
  - v. The Executive Committee may remove any of its Committee members for failure to perform his/her duties by a majority vote held in a meeting.

- B. Vice-Chairman I (VC I)
- i. The Vice-Chairman I shall be responsible for the internal administration of the Association, the welfare of the members and shall have administrative control over such Officers and all other salaried staff of the Association.
  - ii. In the absence or other temporary disqualification of the Hon. Chairman, the Vice-Chairman I shall assume the Chairmanship and shall exercise the functions of that office.
  - iii. The Vice-Chairman I shall also carry out such responsibilities as may be delegated by the Hon. Chairman.
- C. Vice-Chairman II (VC II)
- i. The Vice-Chairman II is responsible for maintaining good external relations amongst the Association, the Ministry of Tourism & Culture, Malaysia (or its successor-in-title), the Council and other governmental bodies/NGO and conduct outreach programs and public relations between the Association and members of the Association, other Tourist Guides Associations, members of travel trade and the members of public.
  - ii. Any press release or public statement, interview, in any printed media or social media in the capacity of representing the Association shall not be made without first obtaining the consent of the Executive Committee.
  - iii. The Vice-Chairman II with the consent of the Executive Committee, shall create a plan, prepare and execute timely activities, campaign or programs of such nature that will benefit the members of the Association and / or is able to raise the image of the Association in the tourism industry.
  - iv. The Vice-Chairman II shall be responsible for giving tourist information, replying enquiries concerning travel and shall also carry out such responsibilities, as may be delegated by the Hon. Chairman or the Executive Committee.
- D. Hon. Secretary
- i. The Hon. Secretary shall cause to be recorded the proceedings of the Annual General Meeting, any Extraordinary General Meeting, and meetings of the Executive Committee.
  - ii. The Hon. Secretary shall have charge of and preserve the books, records, files, documents and effects of the Association.
  - iii. The Hon. Secretary shall also carry out such responsibilities as may be delegated by the Hon. Chairman, or the Executive Committee.
- E. Deputy Secretary
- i. The Deputy Secretary shall assist the Hon. Secretary in the discharge of his/her duties effectively.
  - ii. The Deputy Secretary shall cause a written manual of "Standard Operations Procedures" to be maintained for the Association and to update the same from time to time and ensure compliance with all decisions made by the Executive Committee.
  - iii. The Deputy Secretary shall also carry out such responsibilities as may be delegated by the Hon. Chairman, Hon. Secretary or the Executive Committee.

F. Hon. Treasurer

- i. The Hon. Treasurer shall be responsible for the financial affairs of the Association.
- ii. The Hon. Treasurer shall issue notices of dues payable, be responsible for their collection and keep books of account of the Association.
- iii. The Hon. Treasurer shall prepare the annual Statement of Accounts of the Association for the preceding financial year for presentation at the Annual General Meeting and the quarterly Statement of Accounts for presentation to the Executive Committee Meeting.
- iv. The Hon. Treasurer shall be the custodian of the funds of the Association and shall make disbursements in accordance with such rules and bye-laws as may be prescribed by the Executive Committee.
- v. The Hon. Treasurer may be allowed a petty cash advance of Ringgit Malaysia One Thousand (RM1,000.00) only at any time.
- vi. The Hon. Treasurer shall also carry out such responsibilities as may be delegated by the Hon. Chairman, or the Executive Committee.

G. Deputy Treasurer

- i. The Deputy Treasurer shall assist the Hon. Treasurer in the discharge of his/her duties effectively.
- ii. The Deputy Treasurer shall maintain proper written records of the correspondence and remittance of Per Capita Dues to the Council, as well as all such claims made to and settlements made from the Council by members.
- iii. The Deputy Treasurer shall also carry out such responsibilities as may be delegated by the Hon. Chairman, Hon. Treasurer or the Executive Committee.

**CLAUSE 13: REGISTER OF ASSOCIATION MEMBERS**

- A. The Hon. Secretary shall keep at the Registered Office a physical or electronic record to be called "The Register of Members of Kuala Lumpur Tourist Guides' Association". The Register shall contain the following particulars:
- i. The name, identity card number, valid licensed TG badge number(s), address, contact details such as mobile number and email address, including and other occupation of each member.
  - ii. The date on which the name of any member was inscribed in the Register as such, and the date on which such person ceased to be a member, shall be duly recorded.
  - iii. Such other particulars as the Executive Committee may from time to time direct.
- B. All entries in the Register and all amendments to entries thereon shall be subject to the approval of the Executive Committee. The Register shall be open to inspection by office bearers of the Association during normal hours of business at the Registered Office.



#### **CLAUSE 14: ASSOCIATION'S STAFF**

- A. The Executive Committee shall have power to appoint an Administrative Officer or such other paid employees for such period on such terms and conditions as may from time to time to be determined by the Committee. These Officers and employees shall act under the general direction of the hon. Chairman or on his absence the Vice-Chairman and shall be responsible only to the Committee and save as herein provided shall not be obliged to carry out the wishes and instructions of individual members.
- b. The Executive Committee at their discretion shall remove or suspend any Office Administrative Officer or other paid employees of the Association in accordance to the Malaysian Employment Act 1955.
- c. The Office Administrative Officer shall and the other paid staff may be required to attend all Executive Committee and General Meetings as required by the Executive Committee. Each staff may be allowed an attendance allowance for such meetings as agreed by the Executive Committee.

#### **CLAUSE 15: GENERAL MEETING**

- A. Once in every calendar year and not later than 30<sup>th</sup> April of each year the Executive Committee shall call a General Meeting of the members at such time and place as may be expedient. Such meetings shall be called Annual General Meetings.
- b. All other general meetings of the members shall be called Extraordinary General Meetings.
- c. Should the Executive Committee fail to call an Annual General Meeting such meeting shall be called by the Hon. Secretary on the requisition in writing of any 10 members with the consent of the Executive Committee.
- d. On the requisition in writing of any ten (10) members duly lodged with the Hon. Secretary, the Hon. Secretary shall forthwith call an Extraordinary General Meeting, with the consent of the Executive Committee.
- e. If within twenty-one (21) days of receipt of such requisition the Executive Committee does not proceed to cause a meeting to be held, the persons presenting the requisition may themselves convene the meeting.
- f. Fourteen (14) days' notice of every Annual or Extraordinary General Meeting shall be sent to each member by prepaid post or electronic means to the address given in the Register of Association Members specifying the time and place of the meeting and the business to be transacted thereat.
- g. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive such notice shall not invalidate any resolution or business transacted at that meeting.
- h. Quorum - The quorum at any Annual General Meeting or Extraordinary General Meeting shall be ten percent (10%) of the existing total of Ordinary & Life Memberships as at 31<sup>st</sup> December of the previous year or three (3) times the number of Executive Committee members, whichever is lesser. If the planned Annual General Meeting or Extraordinary General Meeting does not have the minimum quorum required to hold such meeting, the Association shall hold the same meeting on the following week, same time and same venue regardless of the minimum quorum without amending the Constitution.

- i. The Hon. Chairman may, with the consent of the meeting at which a quorum is present, adjourn a meeting from time to time and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting.
- j. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- k. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- l. The business of an Annual General Meeting, amongst others, shall be:
  - i. To elect a Chairman to conduct the Annual General Meeting
  - ii. To receive the Executive Committee's Report and Accounts for the previous year together with the Auditor's Report thereon and if approved, to pass them;
  - iii. To elect five (5) Principal Office bearers (Hon. Chairman, Vice-Chairman I, Vice-Chairman II, Hon. Secretary and Hon. Treasurer) as well as Deputy Secretary and Deputy Treasurer
  - iv. To elect eight (8) members to form the Executive Committee members
  - v. To elect an Internal auditor
  - vi. To appoint an External Auditor who must be qualified, licensed and registered with an Auditing Firm
  - vii. To appoint the Hon. Legal Advisors
  - viii. To consider any other business of which not less than seven (7) clear days' notice has been deposited in writing with the Hon. Secretary.
- m. All businesses other than that prescribed in Clause 15(l) shall be conducted at the Extraordinary General Meeting and shall be known as Special Business.
- n. Each member present personally at a General Meeting shall be entitled to one (1) ballot paper for each position to be voted. In the event of equality of votes the Chairman of the outgoing or existing Executive Committee shall be entitled to a casting vote in addition to his own vote as a member.
- o. No member shall be entitled to stand for election nor to vote unless his/her name appears as eligible to vote in the electoral role prepared by the Hon Secretary for members who have paid all dues as at the 31<sup>st</sup> December of the last preceding Financial Year and all other monies for the time being payable by him/her to the Association have been duly settled. A member standing for election must be physically present at the elections proceedings.
- p. At all General Meetings either Annual or Extraordinary, a resolution put to the vote of the meeting shall, except as herein otherwise provided, be decided on a show of hands unless a ballot paper poll be demanded by the Chairman or by at least five (5) members present in person and entitled to vote. A declaration by the Chairman of the meeting that a resolution has been carried by the majority, or lost, or not carried out by a particular majority, shall be conclusive.
- q. Where a poll is demanded, the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting.

- r. The Chairman of the Executive Committee or in his absence the Vice-Chairman I, shall preside as Chairman at every General Meeting, but if he shall not be present within fifteen minutes after time appointed for holding the meeting, then the members present may choose another member of the Executive Committee to take the chair or if no Executive Committee member be present the members may then choose some other member present to preside.
- s. The proceedings of all General Meetings shall be entered in a Minute Book, which on being signed by the Chairman at the next General Meeting shall be conclusive evidence of the business done and passed at the aforesaid General Meeting.

#### **CLAUSE 16: ELECTION PROCEDURE**

- a. During an election year, the Honorary Secretary shall call for five (5) candidates approved by the Executive Committee to form the Nomination Clearance Committee ("NCC").
- b. The above candidates shall not stand for election in that particular year.
- c. The Chairman of the NCC shall be appointed from amongst the candidates who shall report to the Executive Committee.
- d. Powers of Nomination Clearance Committee:
  - i. to ensure that any members standing for nomination shall have complied with the provisions of this Constitution;
  - ii. to ensure all offers to stand for election must be proposed in writing by one (1) member and is seconded in writing by one (1) other member; each of whom should have at least one (1) year's membership in the Association at the time of nomination. For those members intending to contest the post of Hon. Chairman, the NCC must ensure that these candidate submits his/her nomination papers together with a compulsory written "Statement of Mission & Vision" by the potential candidate of his/her plans on how to benefit the Association and its members.
  - iii. to ensure that the candidacy criteria, nomination forms and rules are made available to all eligible members interested to contest in the election of the Association;
  - iv. to check and announce the final list of eligible candidates for nomination within forty five (45) days from date of their appointment of NCC;
  - v. to ensure that each of the eligible member for nomination submits the following to be considered by the members for their ballot :
    - passport sized photograph and
    - curriculum vitae.
  - vi. The duly completed nomination form is to reach the Association not later than 12 noon of a date to be announced by the Committee via a notice of nomination of candidates, which shall be posted on the Association website or the Association's premises for fourteen (14) days.
  - vii. The Association shall together with the notice calling for the Annual General Meeting send particulars of each candidate so nominated to each member and shall simultaneously post the particulars of such candidates on the Association's website and the Notice Board of the Association's premises.

#### **CLAUSE 17: PROPERTY**

- A. Pursuant to Section 9(b) of the Societies Act, 1966, The Association shall appoint three (3) officers from the current Executive Committee members, viz the Hon. Chairman, Hon Secretary and Hon. Treasurer to administer the property of the Association. They will serve in this capacity for the duration of their term of office in the Executive Committee.
- b. The officers so appointed under this provision are not empowered to sell, mortgage or transfer the property of the Association unless authorized by a special resolution given in an Extraordinary General Meeting or an Annual General Meeting with a two-third (2/3) majority. Special notice of fourteen (14) days shall be given for such a resolution.
- c. In the event that any of the above posts in this provision falls vacant, the Executive Committee shall have the power to co-opt any other members of the Association to fill the vacancy until the next General Meeting is held.

#### **CLAUSE 18: ALTERATION TO RULES**

- A. Any proposed, alteration, addition or amendment to the Rules or any subsequent Rules, which may be adopted hereafter shall be submitted to the Executive Committee in writing. The Hon. Secretary shall thereupon circulate the same to members of the Executive Committee which shall consider the proposal and, if deemed fit, convene an Extraordinary General Meeting to consider and to add such proposal, with or without modification. The notice convening any such meeting shall set forth the proposal and the reasons therefore if such has been given and the recommendations of the Executive Committee in connection therewith. Any proposal which is adopted by resolution passed by a two-thirds (2/3) majority of those present in the Extraordinary General Meeting and entitled to vote thereon shall be valid and binding upon all members forthwith.
- b. The Association shall not adopt any bye-laws that are inconsistent with the Constitution of the Council. Any provision in the Association's Rules and Bye laws or any condition imposed which is in conflict with this section is considered null and void and without effect.
- c. The Association may approve new provisions in its Rules and Bye-laws proposed to comply with local laws or customs or in the exceptional circumstances but only upon approval by the Council.
- d. To remove any doubt, no alterations or additions to these Rules shall be made except at an Annual or Extraordinary Meeting and they shall not come into force without the prior sanction of the Registrar of Societies.

#### **CLAUSE 19: NOTICES**

- A. All notices sent or required by these Rules to be sent to members shall be deemed to have been duly served if sent by the Hon. Secretary through the post by pre-paid letter or postcard addressed to the members at their addresses shown in the Register of Association Members. In the case of notices sent by electronic mail or by telephone, then the notice shall be deemed to have been duly served on the member at the expiry of forty eight (48) hours from the time such notice is communicated to the member at the last known electronic mail address or last known telephone number of that member.
- b. Where a given number of days' notice or notice extending over any other period is required to be given, neither the day of delivery of the notice nor the day upon which such notice expires shall be included in such number of days or other period.

#### **CLAUSE 20: INDEMNITY**

If any prosecution, action or suit at law be commenced against any member or members of the Executive Committee, The Hon. Secretary, or any servant or agent of the Association for anything done by him/her/them in the proper and reasonable discharge of their duty of the Association, such person or persons shall be defended and indemnified by and at the cost of the Association 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 Association may be applied for such purpose as may be directed by the Executive Committee from time to time. Provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon such person by sentence or order of a Court of Justice.

#### **CLAUSE 21: DISSOLUTION**

The Association shall not be dissolved except with the consent of not less than two-third (2/3) of the membership entitled to vote in an Extraordinary General Meeting held for this purpose solely.

#### **CLAUSE 22: APPLICABLE LAW & OTHER PROVISIONS**

The Association will adopt the provisions of the Societies Act, 1966 and its regulations applicable from time to time as part of its bye-laws should any dispute arises in future.

The Association shall where applicable or in the absence of specific provisions contained herein shall have reference and be bound by the Council's constitution, rules and regulations as amended from time to time.



# **REVISED DRAFT CONSTITUTION FOR APPROVAL**

**(26 pages)**

**CLAUSE 1: NAME**

The name of the Association shall be the "Kuala Lumpur Tourist Guides' Association" (hereinafter called "the Association".)

**CLAUSE 2: REGISTERED OFFICE**

- 2.1 The registered place of business of the Association shall be at No.16-3 (Third Floor), Persiaran Jubilee, Off Jalan Loke Yew, 55200 Kuala Lumpur.
- 2.2 The registered place of business of the Association shall not be changed without the prior approval of the Registrar of Societies.

DRAFT

### CLAUSE 3: OBJECTS

#### 3.1 The objects of the Association shall be:

- 3.1.1 To assist the Government to promote Tourist Trade.
- 3.1.2 To facilitate tour operators and/or any customer by providing them with qualified/licensed Tourist Guides for freelance assignments.
- 3.1.3 To collect, from official and other reliable sources, information useful to the Association and its members, and to conduct surveys, enquiries, and keep records calculated to promote directly or indirectly any aspect of the tourist industry and any of the objects of the Association.
- 3.1.4 To provide complimentary guiding services to travel writers, social welfare workers, educationists and university students from overseas on official visits, or any other relevant tourists on a case-by-case basis where the Executive Committee of the Association shall consider as appropriate from time to time.
- 3.1.5 To assist tourists in their requirements during the tour, such as purchase of goods.
- 3.1.6 To arrange for alliance or affiliation and to co-operate with any institution, association or society with objects similar to those of this Association on such terms and conditions as may be in the interest of the Association and its members.
- 3.1.7 To assist in any way possible, and for the benefits of the tourist, the improvement of accommodation, catering, transport, entertainment and other relevant amenities in Malaysia.
- 3.1.8 To promote international understanding, friendship and travel.
- 3.1.9 To assist Tourist Guides to get experience in the field of guiding.
- 3.1.10 To work for the improvement of the quality and reputation of the Tourist Guides' profession.
- 3.1.11 To represent all Tourist Guides of the Association in liaison with the Malaysian Tourist Guides Council (hereinafter referred to as "the Council"), all other governmental departments and non-governmental organizations pertaining to the tourist guiding profession and all aspects of tourism.
- 3.1.12 To assist and coordinate in organizing Tourist Guides' training courses in conjunction with the Ministry of Tourism, Arts & Culture, Malaysia (or its successors-in-title) and/or the Council.
- 3.1.13 To organize any conference, convention, exposition, seminar, Tourist Guides training course or tourism related educational program either on its own or in conjunction with the Council, other governmental departments and non-governmental organizations.
- 3.1.14 To coordinate and discuss with the Council, the Ministry of Tourism, Arts & Culture, Malaysia (or its successors-in-title), other governmental departments and non-governmental organizations on the resolutions passed at any conference, convention or seminar
- 3.1.15 To discuss and resolve with the Council, the Ministry of Tourism, Arts & Culture, Malaysia (or its successors-in-title), other governmental departments and non-governmental organizations on all aspects of the tourist guiding profession and the tourism industry.

#### 3.2 The Association shall not in any way engage or attempt to engage in Trade Union activities as defined in the Trade Union Ordinance 1959.



#### **CLAUSE 4: MEMBERSHIP**

4.1 The Association shall have four (4) categories of membership as follows:

4.1.1 Honorary Members

Conferred by the Members of the Executive Committee to those persons who have rendered outstanding services to the Association. Honorary members shall have no voting rights.

4.1.2 Ordinary Members

Those who have undergone a course by any registered training institute licensed by the relevant Malaysian Government Department, and duly issued a valid Tourist Guide license by the Ministry of Tourism, Arts & Culture, Malaysia (or its successors-in-title).

4.1.3 Associate Members

a. Those persons or businesses that are EITHER

i. "Trade Associate Members" which are duly registered firms/companies in tourism related businesses OR

ii. "Individual Associate Members" who are persons who subscribe to the objects of the Association as stated herein.

b. Associate Members shall have no voting rights nor can serve in the Executive Committee of the Association but shall enjoy all other privileges as Ordinary Members.

4.1.4 Life Members

Ordinary Members having at least TEN (10) years continuous membership in the Association shall be eligible to apply and shall have the same privileges as Ordinary Members.

#### **4.2 MEMBERSHIP APPLICATION**

4.2.1 All applications must be on the Association's official forms, duly completed and signed by the individual (for Ordinary, Individual Associate and Life membership) or the representative of the organization concerned (for Trade Associate membership).

4.2.2 All supporting documents required for each category of membership must also be submitted together with the application forms.

#### **4.3 DECISION ON MEMBERSHIP APPLICATIONS**

4.3.1 The Executive Committee of the Association shall be entitled to refuse to accept or reject any application to become a member and is not obliged to provide any reason for such decision.

4.3.2 When such decision is made, all monies paid by the applicant will be duly refunded on return of the original receipts issued by the Association.

#### **4.4 MEMBERSHIP UPDATE**

It shall be the duty of each member to notify in writing to the Hon. Secretary of the Association as soon as possible of any change of his/her status, postal/mailling address(es), contact details, place of employment (where relevant) and his/her beneficiary(ies).

**CLAUSE 5: SUBSCRIPTION, MEMBERSHIP RENEWAL, PER CAPITA DUE & ORIENTATION PROGRAMME**

- 5.1 Every Ordinary and Associate member shall pay a subscription to the Association, the amount of which shall be fixed by the members in the General Meeting.
- 5.2 Unless otherwise revised and determined by the members at a General Meeting, the subscription shall be as follows:

**5.2.1 Ordinary Member**

- a. Annual Membership fee: RM50.00
- b. Entrance Fee: RM30.00\*
- c. Orientation Fee: RM30.00\*  
(\* Payable for the first year of applying to join/rejoin the Association)
- d. Per Capita Dues
  - i. In addition to Annual Membership fee, each Ordinary member shall pay an annual amount of RM50.00 'Per Capita Dues' (hereinafter referred to as 'PCD') to the Association for onward submission to the Council for such year.
  - ii. This annual PCD amount is subject to revision by the Council and the revised amount, if any, will only apply for the membership renewal from the subsequent year.
  - iii. The Association will give members enough advanced notice of the revised PCD payable for the next membership renewal.

**5.2.2 Individual Associate Member**

- a. Annual Membership Fee: RM60.00
- b. Entrance Fee: RM50  
(\* Payable for the first year of applying to join/rejoin the Association)

**5.2.3 Trade Associate Member**

- a. Annual Membership Fee: RM250.00
- b. Entrance Fee: RM100.00  
(\* Payable for the first year of applying to join/rejoin the Association)

**5.2.4 Life Member**

- One-time payment: RM5,000.00

**5.3 PCD FOR ACTIVE LIFE MEMBERS**

- 5.3.1 Apart from the one-time payment of RM5,000.00 as stated in Clause 5.2.4 above, every ACTIVE LIFE member (in possession of a valid Tourist Guide Licence) shall pay to the Association the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association, where applicable, as well as prevailing PCD amount for onward submission to the Council for such year.
- 5.3.2 This annual PCD amount is subject to revision by the Council and the revised amount, if any, will only apply for the subsequent year of Life Membership.
- 5.3.3 The Association shall strive to give members advanced notice of the revised PCD payable for the subsequent year.

**5.4 STATUTORY CONTRIBUTIONS**

- 5.4.1 As and when the government of Malaysia requires freelance Tourist Guides to mandatorily participate in statutory contributions towards government programmes, the Association shall implement this collection together with the annual subscription from Ordinary members and PCD from Active Life members.
- 5.4.2 This collection shall be on annual basis and the Association will remit it to the relevant government agency within the timelines stipulated.

## **5.5 MEMBERSHIP RENEWAL, PER CAPITA DUES AND STATUTORY PAYMENTS:**

- 5.5.1 It shall be the duty of each Ordinary and Associate member to see that his/her Annual Membership fees and, where applicable, PCD are paid up-to-date and that an official receipt for such payments is obtained from the Association. This also applies to any statutory contribution stated in Clause 5.4 above.
- 5.5.2 Likewise, Active Life Members are required to pay the annual PCD and, where applicable, the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association to continue their membership with the Association. This also applies to any statutory contribution stated in Clause 5.4 above.
- 5.5.3 The due date for the Annual Membership renewal and, where applicable, PCD and statutory contribution shall be on 31st December of the year.
- 5.5.4 A 7-day grace period after 31st December of the year is allowed for Annual Membership renewal and, where applicable, PCD and statutory contribution.
- 5.5.5 Any non-renewal of Annual Membership, and where applicable non-payment of PCD and statutory contribution after 7<sup>th</sup> January of the next year would automatically terminate a membership, unless the member or defaulter shall satisfy the Association's Executive Committee that the delay in payment was due to reasonable cause.
- 5.5.6 The responsibility for keeping payments of the Annual Membership and/or any other dues up to date shall rest with the member and not with the Association.

## **5.6 ORIENTATION PROGRAMME**

- 5.6.1 All 'Ordinary Member' applicants must attend the Association's Orientation Programme within 12 months of joining the Association.
- 5.6.2 An Ordinary Member who fails to attend the Association's Orientation Programme within this period will not be allowed to renew his/her membership.

## **5.7 MEMBERSHIP RE-APPLICATION**

- 5.7.1 Lapsed Ordinary, Associate and Life membership is subject to the same terms as a new application for membership. Payments of an Entrance fee, Annual Membership Fee and where applicable, the PCD, and Orientation Fee is required. This also includes any statutory contribution stated in Clause 6.4 above.
- 5.7.2 Former KLTGA members who apply to re-join the Association as Ordinary Member within 24 months of earlier membership lapse are exempted from paying the Orientation fee and attending the Association's Orientation Programme.
- 5.7.3 However, former members who apply to re-join the Association as Ordinary Member after 24 months of earlier membership lapse, MUST pay the appropriate Orientation fee and attend the Association's Orientation Programme within 12 months of being accepted again as Ordinary member.
- 5.7.4 Active Life Members who fail to pay by 7<sup>th</sup> January every year the PCD, and where applicable, the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association, will only be allowed to re-apply as Ordinary member, subject to terms and conditions of Ordinary member application
- 5.7.5 The Executive Committee of the Association shall be entitled to refuse to accept or reject any re-application to become a member and is not obliged to provide any reason for such decision. When such decision is made, all monies paid by the applicant will be duly refunded on return of the original receipts issued by the Association. If the original receipts are not returned, these documents will be voided, and the Association shall officially inform the Tourist Guide Licence issuing authority regarding the applicant's membership status with the Association.

## **CLAUSE 6: REFUSAL, SUSPENSION, TERMINATION OR RESIGNATION OF MEMBERS**

- 6.1 The Executive Committee shall suspend or terminate any membership with reasonable ground; provided such suspension or termination of the membership shall be first dealt with in accordance with the provisions of Clause 11 hereunder.
- 6.2 Any member being suspended shall be barred from taking part in any event under the control of the Association or the Council during the period of suspension.
- 6.3 Any member may resign from the Association at any time by giving one (1) month's official notice in writing. For this purpose, official notice is defined as letters or e-mails only. There shall be no refunds to the member of any subscriptions or other payments made for the balance of the year when the notice of resignation was issued to the Association.

## CLAUSE 7: FINANCE

- 7.1 The Financial Year of the Association shall be from 1st January to 31st December in each year.
- 7.2 The funds of the Association shall be derived from:
- 7.2.1 Membership subscriptions.
  - 7.2.2 Donations and grants.
  - 7.2.3 Organizing training courses, events and activities.
- 7.3 EXPENDITURE:
- 7.3.1 Any expenditure to be incurred above Ringgit Malaysia Five Thousand (RM5,000.00) and not exceeding Ringgit Malaysia Fifty Thousand (RM50,000.00) should first have the approval of the Executive Committee.
  - 7.3.2 For any expenditure above Ringgit Malaysia Fifty Thousand (RM50,000.00) the Executive Committee shall get the approval of its members at a General Meeting.
- 7.4 The Executive Committee shall cause accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place.
- 7.5 At the Annual General Meeting held in each year, the Executive Committee shall table before the members the Association's Annual Finance Report comprising a Balance Sheet and Income & Expenditure Account made up to the 31st December of the preceding year.
- 7.6 The Association's Annual Finance Report shall be signed by the Hon. Chairman, Hon. Secretary and Hon. Treasurer.
- 7.7 Every such Annual Finance Report shall be audited by a licensed Auditor or Firm of Auditors appointed by the members in the General Meeting and the Auditor's report shall be annexed to every Annual Finance Report.
- 7.8 Every such Annual Finance Report shall be accompanied by a report of the Hon. Treasurer as to the state and condition of the Association.
- 7.9 In addition to the Annual Finance Report, the Executive Committee shall prepare the Association's Annual Income and Expenditure forecast for the current year and table it at the General Meeting.
- 7.10 The books of accounts shall be kept at the Registered Office of the Association or the office of any agent who undertakes the making-up.
- 7.11 The funds of the Association shall be under the control of the Executive Committee who shall cause an account to be opened with a Bank in Kuala Lumpur into which all monies belonging to the Association shall be paid and all cheques drawn on the said account shall be signed by the Hon. Treasurer and countersigned by the Hon. Chairman or the Hon. Secretary.

## CLAUSE 8: PATRONS

On the recommendation of the Executive Committee Members the Association may appoint as Patrons, persons who are not members of the Association but who are in support of the objects of the Association and desire to support it financially or otherwise.

## **CLAUSE 9: ADVISORY BOARD**

- 9.1 The General Meeting may propose advisors to the Association that shall consist of the immediate Past Chairman of the Association **AND** a minimum of two (2) or up to a maximum of four (4) other senior member Tourist Guides of good character, continuous membership in the Association and good reputation to be advisors to the Association. Member guides proposed to serve on this Advisory Board must be physically present at the General Meeting to accept / decline this position offered.
- 9.2 This appointment shall be for a tenure of three (3) years from the General Meeting or until the election of the next Executive Committee, whichever period comes first, and it does not include a monthly stipend. Subsequently if a vacancy arises during the said period, then such a vacancy shall be filled at its next General Meeting.
- 9.3 The Honorary Advisory Board members shall have no executive powers in the Association.

## **CLAUSE 10: EXECUTIVE COMMITTEE**

### **10.1 STRUCTURE:**

The Executive Committee shall consist of fifteen (15) elected members made up of:

- One (1) Hon. Chairman (Principal Office Bearer)
- One (1) Vice Chairman I (Principal Office Bearer)
- One (1) Vice Chairman II (Principal Office Bearer)
- One (1) Hon. Secretary (Principal Office Bearer)
- One (1) Hon. Treasurer (Principal Office Bearer)
- One (1) Deputy Secretary
- One (1) Deputy Treasurer
- Eight (8) other Committee Members.

### **10.2 TENURE**

All Executive Committee members are to be elected once in every three (3) years at the General Meeting of the Association.

### **10.3 EXECUTIVE POWERS:**

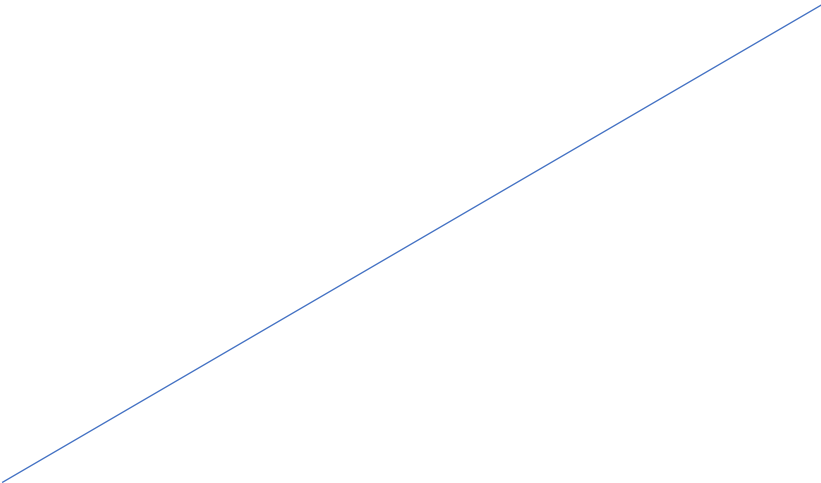
- 10.3.1 The affairs of the Association shall be conducted by the Executive Committee subject to such regulations as may from time to time as determined by the Association at the General Meeting.
- 10.3.2 The Executive Committee shall have discretionary powers to issue a written caution to any member based on the findings of the Discipline & Ethics sub-committee empowered under Clause 11 of this Constitution.
- 10.3.3 The Executive Committee shall have absolute power to regulate, manage and control all the affairs of the Association and to carry out its objects and may exercise all such powers and do all such acts and things if they are for the benefit of the Association.
- 10.3.4 The Executive Committee shall communicate with the members of the Association by Newsletter and/or electronic means to keep them informed of activities in the Association and in the Tourism industry.
- 10.3.5 The Executive Committee may consider and pass a resolution by circulation to its Executive Committee members (Proposed and Seconded) via electronic means provided that seven (7) days' notice has been given for discussion, and a majority vote taken.

#### 10.4 DUTIES OF PRINCIPAL OFFICE BEARERS (POB)

##### 10.4.1 Hon. Chairman

- a. The Hon. Chairman shall preside over:
  - i. All General Meeting agenda up to and before the Election of Office Bearers, Internal Auditor and Hon. Advisors of the Association
  - ii. Meetings of the Executive Committee.
- b. Exercise supervision over the affairs of the Association and perform such other functions as are incidental to his/her office.
- c. The Hon. Chairman shall decide specific portfolios related to the Objects of the Association stated in Clause 3 above and appoint any Executive Committee member to manage such portfolios for any specific duration of the Executive Committee's term.
- d. The Hon. Chairman shall have authority, subject to the ratification of the Executive Committee, to appoint, direct, suspend or remove any employee of the Association as he/she may deem necessary.
- e. The Hon. Chairman shall make full reports of the administration of his/her office and of the affairs of the Association to the Executive Committee at every meeting of the said body, and to the members at the Annual General Meeting.
- f. The Hon. Chairman, with the consent of the Executive Committee members, is authorized to assign or withdraw any member/members to represent the Association at any meeting, conference, invitation, and/or individual portfolio that assists in the operation of the Association.

##### 10.4.2 Vice-Chairman I (VC I)

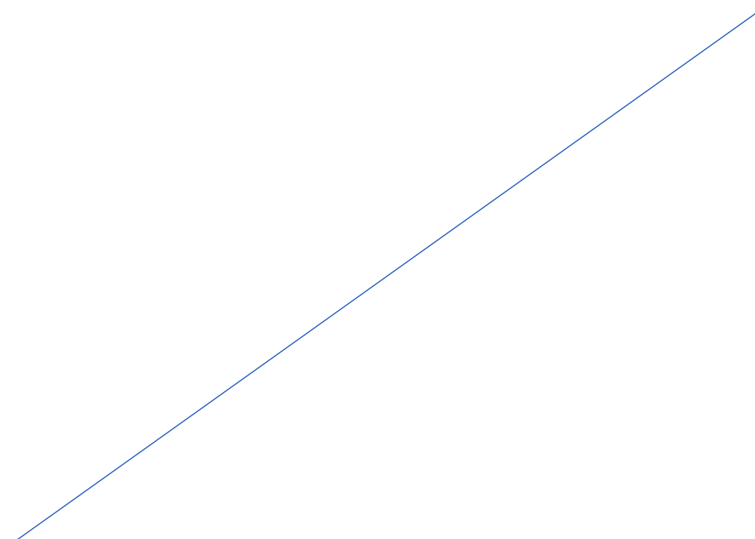
- a. The Vice-Chairman I shall be responsible for the internal administration of the Association and shall have administrative control over such Officers and all other salaried staff of the Association.
  - b. In the absence of or temporary disqualification of the Hon. Chairman, the Vice-Chairman I shall assume the Chairmanship and is authorized to execute full functions of that office.
  - c. The Vice-Chairman I shall also carry out such responsibilities as may be delegated by the Hon. Chairman.
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#### **10.4.3 Vice-Chairman II (VC II)**

- a. The Vice-Chairman II is responsible for:
  - i. The welfare of the members,
  - ii. Maintaining good external relations amongst the Association, the Ministry of Tourism, Arts & Culture Malaysia (or its successor-in-title), the Council and other governmental bodies/NGO
  - iii. Conducting outreach programmes and public relations between the Association and members of the Association, other Tourist Guides Associations, members of travel trade and the members of public.
- b. The Vice-Chairman II, with the consent of the Executive Committee, shall plan, create, prepare and execute timely activities, campaign or programmes of such nature that will benefit the members of the Association and/or is able to raise the image of the Association in the tourism industry.
- c. The Vice-Chairman II shall be responsible for giving tourist information, replying enquiries concerning travel and shall also carry out such responsibilities, as may be delegated by the Hon. Chairman or the Executive Committee.
- d. The Vice-Chairman II shall always obtain prior consent of the Executive Committee before issuing any press release or public statement or granting interview in any printed media or social media in the capacity of representing the Association.

#### **10.4.4 Hon. Secretary**

- a. The Hon. Secretary shall cause to be recorded the proceedings of all General Meetings and meetings of the Executive Committee.
- b. The Hon. Secretary shall have charge of and preserve the books, records, files, documents and effects of the Association.
- c. The Hon. Secretary shall also carry out such responsibilities as may be delegated by the Hon. Chairman or the Executive Committee.





#### 10.4.5 Hon. Treasurer

- a. The Hon. Treasurer shall be responsible for the financial affairs of the Association.
- b. The Hon. Treasurer shall issue notices of dues payable, be responsible for their collection and keep books of account of the Association.
- c. The Hon. Treasurer shall prepare:
  - i. The Association's Annual Finance Report comprising a Balance Sheet and Income & Expenditure Account as well as the Report as to the financial state and condition of the Association for the preceding financial year, to be presented at the General Meeting
  - ii. The quarterly Statement of Accounts for presentation in the Executive Committee Meeting.
- d. The Hon. Treasurer shall be the custodian of the funds of the Association as prescribed in Clause 7 above and shall make disbursements in accordance with such rules as well as by-laws as may be prescribed by the Executive Committee.
- e. The Hon. Treasurer shall initiate, co-ordinate and complete by 31 December of the current financial year, the Association's tentative Annual Income and Expenditure forecast for the next financial year to be approved by the Executive Committee for subsequent presentation at the General Meeting
- f. The Hon. Treasurer may be allowed a petty cash advance of Ringgit Malaysia One Thousand (RM1,000.00) only at any time.
- g. The Hon. Treasurer shall also carry out such responsibilities as may be delegated by the Hon. Chairman, or the Executive Committee.

## **10.5 DUTIES OF DEPUTIES**

### **10.5.1 Deputy Secretary**

- a. The Deputy Secretary shall assist the Hon. Secretary in the discharge of his/her duties effectively.
- b. The Deputy Secretary shall cause a written manual of "Standard Operations Procedures" to be maintained for the Association and to update the same from time to time and ensure compliance with all decisions made by the Executive Committee.
- c. The Deputy Secretary shall also carry out such responsibilities as may be delegated by the Hon. Chairman, Hon. Secretary or the Executive Committee

### **10.5.2 Deputy Treasurer**

- a. The Deputy Treasurer shall assist the Hon. Treasurer in the discharge of his/her duties effectively.
- b. The Deputy Treasurer shall maintain proper written records of the correspondence and remittance of KLTGA members':
  - i. Personal Accident (P.A) Insurance premiums to the designated organization approved by the Executive Committee as well as all related claims and their settlement/closure.
  - ii. PCD payments to the Council, as well as all related claims to the Council and their settlement/closure.
  - iii. Statutory contributions to Malaysian Government as required by the relevant laws as well guidance to KLTGA members for settlement/closure of their related claims/entitlements.
- c. The Deputy Treasurer shall also carry out such responsibilities as may be delegated by the Hon. Chairman, Hon. Treasurer or the Executive Committee.

## **10.6 ALTERNATE CHAIRMAN**

In the absence of the Hon. Chairman, the Vice Chairman I will deputize and in his/her absence, the Executive Committee shall elect another Chairman from amongst themselves who shall conduct the affairs of the Association temporarily.

## **10.7 MEETINGS:**

The Executive Committee shall meet once a month and shall fix the time and place of meeting. At least seven (7) days' notice in writing or by electronic means or telephone call shall be given to each member of the Executive Committee.

## **10.8 QUORUM:**

The quorum for its meetings shall be one third (1/3) of the Executive Committee.

## **10.9 VOTING:**

- 10.9.1 Each elected Executive Committee Member shall be entitled to one (1) vote in any Executive Committee meeting but the Hon. Chairman at such meeting shall have an original as well as a casting vote.
- 10.9.2 Motions before the Executive Committee at an Executive Committee meeting shall be deemed passed if voted in favour by the majority of those present in person at such meeting and eligible to vote.

**10.10 MINUTES TO BE RECORDED:**

- 10.10.1 The Executive Committee shall cause proper minutes to be made of proceedings of all meetings of the Association and of the Executive Committee and all business transacted at such meeting.
- 10.10.2 Any such minutes of any meeting if purported to be signed by the Chairman of the meeting, shall be conclusive evidence without any further proof of the facts stated therein.
- 10.10.3 The minutes shall be of public record and will be made available to the members to view upon a reasonable written request to the Executive Committee for access to the Minutes.

**10.11 CESSATION TO BE EXECUTIVE COMMITTEE MEMBER**

- 10.11.1 The office of a member of the Executive Committee shall be vacated:
  - a. by notice in writing from the Executive Committee member to the Hon. Chairman or the Hon. Secretary of the Association.
  - b. if the person ceases to be a member of the Association.
  - c. if the member fails to attend three (3) successive meetings of the Executive Committee, without first having obtained the permission of the Hon. Chairman of the Association in writing or by email/electronic communication.
- 10.11.2 In the event of Clause 10.11.1.c above, then it shall be lawful for the Hon. Chairman to issue a letter terminating the tenure of such member with immediate effect.

**10.12 CO-OPTED POST:**

The Executive Committee may from time to time, for a particular purpose or duration, co-opt such other Ordinary or Life member(s) with valid Tourist Guide licence into the Executive Committee but who will not have eligibility to vote at Executive Committee meetings.

**10.13 VACANCY**

The Executive Committee may invite an Ordinary or Life member with valid Tourist Guide licence to fill a casual vacancy, but the person so appointed shall hold office only for the remaining term of the Executive Committee and will not have eligibility to vote at Executive Committee meetings.

## **CLAUSE 11: DISCIPLINE & ETHICS COMMITTEE**

- 11.1 There shall be a Discipline and Ethics Committee (DEC) consisting of:
  - 11.1.1 Hon. Chairman
  - 11.1.2 Vice-Chairman I
  - 11.1.3 Hon. Secretary
  - 11.1.4 Two (2) Executive Committee members to be appointed by the Executive Committee.
- 11.2 The duties of this Discipline & Ethics Committee are to:
  - 11.2.1 Determine if a KLTGA member has breached/violated any Clause of the Association's Constitution or Code of Ethics of the Council as stipulated in the Malaysian Akta 482 (Akta Industri Pelancongan 1992)
  - 11.2.2 Discipline the KLTGA member who has violated any Clause of the Association's Constitution or Code of Ethics of the Council.
- 11.3 NOTICE TO MEMBERS**
  - 11.3.1. At least ten (10) working days' notice by the Hon. Chairman to the member involved in the alleged offence shall be sent to his/her last recorded address with the Association and as well as to all Discipline & Ethics Committee members prior to the actual proceeding.
  - 11.3.2 The notice must mention the particulars of the complaint and provide copies of the relevant documents or lists of witness and specify the time and place of investigative proceeding.
  - 11.3.3. The said notice shall also inform the member of consequences of non-appearance and the right of Appeal against any decision.
- 11.4 The quorum of such investigative proceeding shall be three (3) members present. Minutes of the investigative proceedings shall be taken.
- 11.5 A member is compelled to appear before the Discipline & Ethics Committee on the date of the investigative proceeding. In the absence of the said member without any reasonable excuse given to the Discipline & Ethics Committee, the Discipline & Ethics Committee may in its absolute discretion deliberate and decide based on the facts/witnesses appearing before it.
- 11.6 After the investigative proceedings, the Discipline & Ethics Committee shall report its findings and recommendation in writing to the Executive Committee within 7 working days of the investigative proceedings.
- 11.7 EXECUTIVE COMMITTEE REVIEW**
  - 11.7.1 The Executive Committee will decide on the matter after a review of the findings and recommendations of the investigative proceedings submitted by the Discipline & Ethics Committee.
  - 11.7.2 Such decision will be conveyed to the Discipline & Ethics Committee within 7 working days of receiving the findings and recommendations.
- 11.8 Based on the Executive Committee decision as in Clause 11.7 above, the Hon. Secretary, on behalf of the Discipline & Ethics Committee, shall write to the member to inform of the decision on the alleged offence by the member.

#### **11.9 RIGHT OF APPEAL**

- 11.9.1 Where the member wishes to Appeal against any decision of the Discipline & Ethics Committee, the member must send a notice in writing to the Executive Committee stating out the grounds of Appeal.
- 11.9.2 This Appeal shall be lodged with the Hon. Secretary not later than seven (7) working days from the date of receipt of the Hon. Secretary's notice of the Discipline & Ethics Committee decision.
- 11.9.3 A non-refundable Ringgit Malaysia Fifty (RM50.00) payment to KLTGA for administrative costs must be made by the member when filing the Appeal. The Association's official receipt shall be issued for such payments received.

#### **11.10 DECISION ON THE APPEAL.**

- 11.10.1 The Executive Committee's conclusion of an Appeal, shall be final and binding.
- 11.10.2 The Hon. Secretary shall, within seven (7) working days from decision of an Appeal:
  - a. Write to the member on the decision.
  - b. Write to inform the Council and/or the Ministry of Tourism, Arts & Culture, Malaysia (or its successor-in-title), where required/necessary.

#### **CLAUSE 12: SPECIAL SUB-COMMITTEE(S)**

- 12.1 The Executive Committee shall have power to appoint, any one or more of its members or such member of the Association as may be co-opted by the Executive Committee, at their discretion to be in a Sub-Committee for any purpose or purposes, general or specific, to be specified in the resolution appointing such Sub-Committee.
- 12.2 Any decision made by such Sub-Committee shall be reported to the Hon. Secretary within seven (7) days and the decision shall be valid and binding unless overruled by a decision of the Executive Committee.

#### **CLAUSE 13: REPRESENTATION OF THE ASSOCIATION**

- 13.1 It shall be the duty of the Association to be represented at all Meetings called upon by the Council.
- 13.2 The Association shall be entitled to send the required number of representative(s), as stipulated by the Council, to take part in the activities of the Council and such representative(s) shall have the mandate to vote on any such proposal submitted for decision.
- 13.3 Nomination of the representative(s) shall be submitted to the Council in meeting.
- 13.4 The Association has the absolute discretion to nominate and to replace the representative so nominated to attend in the activities of the Council.
- 13.5 The nomination and replacement of the representative shall be made by the Association by giving notification in writing to the Council prior to any relevant meeting.

#### **CLAUSE 14: REGISTER OF ASSOCIATION MEMBERS**

- 14.1 The Hon. Secretary shall keep at the Registered Office a physical or electronic record to be called "The Register of Members of Kuala Lumpur Tourist Guides' Association". The Register shall contain the following particulars of members:
- 14.1.1 The name, identity card number, valid licensed TG badge number(s), address, contact details such as mobile number and email address, including and other occupation of each member as well as details of emergency contacts and beneficiaries.
- 14.1.2 The date on which the name of any member was inscribed in the Register as such, and the date on which such person ceased to be a member, shall be duly recorded.
- 14.1.3 Such other particulars that the Executive Committee may from time to time direct.
- 14.2 All entries in the Register and all amendments to entries thereon shall be subject to the approval of the Executive Committee. The Register shall be open to inspection by office bearers of the Association during normal hours of business at the Registered Office.

#### **CLAUSE 15: ASSOCIATION'S STAFF**

- 15.1 The Executive Committee shall have power to appoint an Administrative Officer or such other paid employees for such period on such terms and conditions as may from time to time to be determined by the Executive Committee.
- 15.2 These Officers and employees of the Association shall act under the general direction of the Hon. Chairman or in his absence the Vice-Chairman I and shall be responsible only to the Committee and save as herein provided, shall not be obliged to carry out the wishes and instructions of individual members.
- 15.3 The Executive Committee, at its' discretion, shall remove or suspend any Administrative Officer or other paid employees of the Association in accordance with the Malaysian Employment Act 1955.
- 15.4 The Office Administrative Officer shall, and the other paid staff may attend all Executive Committee and General Meetings as required by the Executive Committee.

## **CLAUSE 16: ELECTION OF OFFICE BEARERS**

### **16.1 ELIGIBILITY TO CONTEST**

- 16.1.1 Only those Ordinary and Life members with valid Tourist Guide's licences by the Ministry of Tourism, Arts & Culture, Malaysia (or its successor-in-title) who are physically present during voting at the General Meeting shall be eligible for election to the Executive Committee.
- 16.1.2 Members who offer to contest for the position of Hon. Chairman must have first served as one of the four (4) Principal Office Bearers or as an Executive Member for at least one term.
- 16.1.3 The five (5) Principal Office Bearers of the Executive Committee shall hold tenure of that same designated post for a maximum of consecutive two (2) terms of service only, while there is no limit to the tenure for the ordinary Executive Committee posts.
- 16.1.4 On completing a continuous two-term tenure as Hon Chairman or Hon. Treasurer, a member can offer himself/herself again for election to any Principal Office Bearer only after a one-term interval.
- 16.1.5 Candidates must also comply the following:
  - a. Ordinary members who have completed one (1) year membership in the Association and have also fully paid their Annual Membership Subscription, PCD and where applicable statutory contributions as required by the Malaysian Government, up to the year during which the Office Bearers' elections is held.
  - b. Active Life members who have fully paid their PCD and, where applicable, the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association and statutory contributions as required by the Malaysian Government, up to the year during which Office Bearers' elections is held.

### **16.2 NOMINATION FORMS**

- 16.2.1 One (1) nomination form to be used only for one position contested.
- 16.2.2 When a candidate submits more than one (1) nomination form, a processing fee of Ringgit Fifty (RM50.00) is payable for every subsequent nomination form after the first one.
- 16.2.3 The Association's official receipt will be issued for such payments and this amount is non-refundable if the candidate opts to subsequently withdraw the nomination after the closing date of the nominations or if the nomination is disqualified due to non-compliance to Clauses 16.1.2, 16.1.3, 16.1.5 above, and 16.2.4, 16.2.5 and 17.8.1 below.
- 16.2.4 Each nomination form must be supported by the candidate's:
  - a. Copy of Valid Tourist Guide License (front side),
  - b. Copy of Valid Identity Card (front side)
  - c. Completed CV template
  - d. Malaysian Passport-sized colored photograph (on original photograph paper)
  - e. Latest eligibility status confirmation from the Malaysian Insolvency Department
  - f. "Vision and Mission Statement" on his/her plans on how to benefit the Association and its members, for nominees intending to contest the post of Hon. Chairman.

- 16.2.5 Proposer and Seconder of each nomination must also meet the criteria as in Clause 17.8.1 below.

### **16.3 NOMINATIONS CLEARANCE COMMITTEE**

- 16.3.1 During an election year, the Honorary Secretary shall call for five (5) candidates to be approved by the Executive Committee, to form the Nomination Clearance Committee (hereinafter known as “NCC”).
- 16.3.2 All members appointed to serve in the NCC shall fulfill the following criteria:
- a. Shall not contest in the elections
  - b. Free of any existing outstanding Insolvency Department record.
  - c. Spouse, siblings, children or parent(s) are not contesting in the elections
  - d. Possess a valid Tourist Guide License at the time of nomination up to the completion of the Office Bearers election
  - e. Current member in benefit of the Association and have fully paid up all dues to Association and the Council at the time of taking up the position of NCC member.
- 16.3.3 Once selected after meeting the above criteria, the NCC members shall be invited by the Hon. Secretary of the Association for a preliminary briefing by the Executive Committee at the Association’s office. At this briefing:
- a. The Executive Committee shall explain and clarify, among others:
    - i. The need for NCC
    - ii. Updated Nomination Forms and supporting documents required
    - iii. Eligibility requirements of members to contest
    - iv. Guidelines/checklist for NCC to process Nomination Forms
    - v. Guidelines for witnesses to observe Nominations Forms processing
    - vi. Handling and decision by NCC on appeals regarding disqualified nominations
    - vii. Timelines to observe till FINAL nominations cleared by NCC are announced
    - viii. Level of support from the Association’s office staff
    - ix. Report by NCC to Executive Committee of the Association
    - x. Communication process to members till the final nominations are announced
  - b. The Chairman of the NCC shall be appointed from amongst the five NCC members
- 16.3.4 The Executive Committee shall officially announce the NCC team to the Association members through the Association’s website, existing electronic broadcast communication channel of the Association.



#### 16.3.5 Role of NCC

- a. Announce the details of the Association' office bearers' elections and the related timelines via a notice of nomination for candidates, which shall be posted on the Association website, electronic broadcast channel and the Association's premises for fourteen (14) days.
- b. The NCC members shall ensure on the day of the announcement that the candidacy criteria, nomination forms and rules are made available to all eligible members interested to contest in the election of the Association.
- c. Ensure full quorum of NCC members in the Association's office on the day, date and time for processing the nominations.
- d. When processing Nomination Forms:
  - i. Verify if a candidate nominated to contest meets all related provisions of this Constitution and complies to ALL rules stated in the Nomination Form.
  - ii. Ensure every nomination complies to the following:
    - 1) Completed in the prescribed original Nomination Form, proposed in writing by one (1) member and seconded in writing by one (1) other member who meet the eligibility criteria stated in Clause 17.8.1 below.
    - 2) All mandatory supporting forms and photographs are attached to the Nomination Form(s).
- e. Report Submission

Immediately after processing the Nomination Forms, the NCC Chairman shall prepare and submit an official report to the Executive Committee of the Association within 1 day after the Nominations Clearance processing. The report shall include:

  - i. Total nominations received, with breakdown by positions
  - ii. List of successful nominations
  - iii. List of disqualified nominations and reasons
- f. Once cleared by the Executive Committee, the NCC Chairman shall officially announce the final list of eligible contestants within forty-five (45) days from date of the NCC formation.
- g. The NCC Chairman shall also receive from the Association's Hon. Secretary, all official notifications of withdrawals of contesting candidates received within the timeline specified in Clause 16.3.7 below
- h. Within three (3) days of receiving the details as in Clause 16.3.7 below, the NCC will issue an official announcement of the revised list of contestants within three (3) days after the candidate(s) withdrawal(s)

#### **16.3.6 Observers During Nominations Clearance Process**

- a. Candidates nominated for elections and Association members who comply the requirements stated in Clause 17.8.1 below shall witness the Nominations Forms Clearance by the NCC.
- b. Candidates and Observers shall always allow the NCC to execute its duties independently and maintain confidentiality of the entire proceedings during the Nominations clearance till the outcome is officially announced to members by the NCC.
- c. Photography, video calls, voice calls and video recordings of the Nominations Clearance proceedings is strictly not allowed.

#### **16.3.7 Withdrawal of Nominations**

- a. Any candidate whose nomination has been cleared by the NCC can reconsider and withdraw his/her nomination within 7 days after the official announcement of the contesting candidates.
- b. Withdrawal of nominations is only allowed after the official announcement of the successful nominations to contest in the election.
- c. This shall be done in writing by the candidate, addressed to the Hon. Secretary, either by e-mail to the Association's official e-mail address or hard copy of the letter submitted to the Association's office at the registered address.
- d. The Hon. Secretary shall immediately inform the Executive Committee of such withdrawals and channel these decisions to the NCC Chairman who will then formally update the NCC on the withdrawals.
- e. Fees paid, if any, for the submission of nomination forms are non-refundable.

#### **16.3.8 Disqualification of Nomination(S)**

- a. On the day of Nominations Forms processing, the NCC shall verify if all Nomination Forms received meet all the requirements stated in this Constitution and the guidelines stated in the Nomination Forms.
- b. If any Nomination Form does not meet the requirements, the NCC shall deliberate to confirm the disqualification, state the reasons in writing and attach to the disqualified Nomination Form.
- c. After the processing of the Nomination Forms, the NCC Chairman shall officially write to the nominee(s) on the reasons for the disqualification and provide the nominee(s) a copy of the disqualified nomination form as evidence.
- d. The original copy of the disqualified Nomination Form shall be kept in file by the NCC for reference

## **CLAUSE 17: GENERAL MEETING**

- 17.1 Once in every calendar year and not later than 30<sup>th</sup> April of each year, the Executive Committee shall call a General Meeting of the members at such time and place as may be expedient. Such meetings shall be called Annual General Meetings.
- 17.2 All other General Meetings of the members shall be called Extraordinary General Meetings.
- 17.3 Should the Executive Committee fail to call an Annual General Meeting, on the requisition in writing of any ten (10) members duly lodged with the Hon. Secretary, the Hon. Secretary shall forthwith call an Extraordinary General Meeting, with the consent of the Executive Committee.
- 17.4 If within twenty-one (21) days of receipt of such requisition, the Executive Committee does not proceed to cause a meeting to be held, the persons presenting the requisition may themselves convene the meeting.
- 17.5 Fourteen (14) days' notice of every Annual or Extraordinary General Meeting shall be sent to each member by prepaid post or electronic means to the address given in the Register of Association Members specifying the time and place of the meeting and the business to be transacted thereat.
- 17.6 During the General Meeting for election of office bearers, the Association shall together with the notice calling for the General Meeting send particulars of each candidate so nominated to each member and shall simultaneously post the particulars of such candidates on the Association's website and the Notice Board of the Association's premises.
- 17.7 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive such notice shall not invalidate any resolution or business transacted at that meeting.

### **17.8 MEMBERS' RIGHTS**

#### **17.8.1 Candidate(s) Nomination(s)**

The following members shall have the right to nominate candidates for election of the Association's Office Bearers, Internal Auditor(s) and Hon. Advisors:

- a. Ordinary members who have completed one-year membership with the Association and fully paid their Annual Membership Subscription, PCD and where applicable the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association and statutory contributions as required by the Malaysian Government, up to the year during which the General Meeting is held.
- b. Active Life members who have fully paid their PCD and where applicable statutory contributions as required by the Malaysian Government, up to the year during which the General Meeting is held.

### 17.8.2 Participation in General Meeting

The following members shall have the right to participate in General Meetings:

- a. Ordinary Members who have fully paid their membership subscription, PCD and where applicable statutory contributions as required by the Malaysian Government, up to the for the year during which the General Meeting is held.
- b. Active Life members who have fully paid their PCD and where applicable the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association and statutory contributions as required by the Malaysian Government, up to the year of during which the General Meeting is held.
- c. Trade and Individual Associate members who have fully paid their membership subscription for the year during which the General Meeting is held.

### 17.8.3 Right to Vote

The following members shall have the right to vote in any General Meeting:

- a. Ordinary Members who have completed at least one-year membership with the Association and fully paid their Annual Membership Subscription, PCD and where applicable statutory contributions as required by the Malaysian Government AND have paid similar dues within the deadline as per Clauses 5.2.1, 5.4 and 5.5 above for the year of the General Meeting.
- b. Active Life members who have fully paid their PCD and where applicable the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association and statutory contributions as required by the Malaysian Government, within the deadline as per Clauses 5.3, 5.4 and 5.5 above for the year of the General Meeting.
- c. Non-active Life members

### 17.8.4 The following members are **NOT ALLOWED** to vote in any General Meeting:

- a. Ordinary Members who have not fully paid their Annual Membership Subscription, PCD and where applicable statutory contributions as required by the Malaysian Government, as at the expiry date of the preceding year's Financial Year of Account as defined herein.
- b. ACTIVE LIFE members who have not fully paid all their PCD and where applicable the stipulated amount for the annual Group Personal Accident Insurance coverage arranged by the Association and statutory contributions as required by the Malaysian Government, as at the expiry date of the preceding year's Financial Year of Accounts as defined herein.
- c. Ordinary and Life members who joined/rejoined the Association in the current year of the General Meeting
- d. All Trade and Individual Associate members

## **17.9 QUORUM AND GENERAL MEETING ADJOURNMENT**

- 17.9.1 The quorum at any General Meeting shall be either:
- a. Ten percent (10%) of the total Ordinary & Life Memberships as at 31<sup>st</sup> December of the previous year **OR**
  - b. Three (3) times the number of Executive Committee members, whichever is lesser.
- 17.9.2 If there is no minimum quorum to hold the planned General Meeting within 15 minutes after the time stipulated in the Notice of General Meeting, the Association shall hold the same meeting on the following week, preferably at the same time and same venue regardless of the minimum quorum and without amending the Constitution.
- 17.9.3 The Hon. Chairman shall, with the consent of the meeting at which a quorum is present, adjourn a meeting from time to time and from place to place, as the meeting shall determine.
- 17.9.4 Whenever a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting.
- 17.9.5 Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 17.9.6 No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

## **17.10 GENERAL MEETING PROCEEDINGS**

- 17.10.1 The business of a General Meeting, amongst others, shall be:
- a. To receive the Minutes of the previous year General Meeting, Executive Committee's Report and Annual Finance Report for the previous year together with the Auditor's Report thereon and if approved, to pass them
  - b. Election of Chairman to conduct Office Bearers elections
  - c. To elect five (5) Principal Office bearers (Hon. Chairman, Vice-Chairman I, Vice-Chairman II, Hon. Secretary and Hon. Treasurer) as well as Deputy Secretary and Deputy Treasurer
  - d. To elect eight (8) members to form the Executive Committee members
  - e. To elect an Internal auditor
  - f. To appoint an External Auditor who must be qualified, licensed and registered with an Auditing Firm
  - g. To appoint the Hon. Legal Advisors
  - h. To consider any other business of which not less than seven (7) clear days' notice has been deposited in writing with the Hon. Secretary.
- 17.10.1 All businesses other than that prescribed in Clause 17.10.1 above, shall be conducted at the Extraordinary General Meeting and shall be known as Special Business.

#### **17.11 CHAIRMAN FOR OFFICE BEARERS' ELECTIONS**

- 17.11.1 Once the Association's Executive Committee's Report, Annual Finance Report comprising a Balance Sheet and Income & Expenditure Account for the previous year together with the Auditor's Report is tabled, discussed and concluded in the General Meeting, the outgoing Hon. Chairman of the Association will invite nominations for this position from members present.
- 17.11.2 Once nominations are proposed and seconded, if there is more than one (1) candidate, the Hon. Chairman will call for voting by show of hands that will decide the person selected to Chair the General Meeting.
- 17.11.3 Where there is not more than one (1) nomination, and there is no objection from members present, the person proposed will take charge as Chairman of the Office Bearers' Election and proceed with the business of the day at the General Meeting

#### **17.12 VOTING FOR OFFICE BEARERS**

- 17.12.1 Each member eligible to vote as stated in Clause 16.8.3 above and present personally at a General Meeting for election of Office Bearers shall be entitled to one (1) ballot paper for each position to be voted.
- 17.12.2 In the event of equality of votes the Chairman of the outgoing or existing Executive Committee shall be entitled to a casting vote in addition to his own vote as a member.
- 17.12.3 A contesting member must be physically present at the elections' proceedings.

#### **17.13 VOTING ON RESOLUTIONS**

- 17.13.1 Any resolution received by the Hon. Secretary of the Association at least seven (7) days before the General Meeting, either Annual or Extraordinary, shall be first tabled and discussed at the General Meeting.
- 17.13.2 After discussion, if the resolution requires members' decision, it shall be put to a vote and decided by a show of hands, unless a ballot paper poll be demanded by the Chairman of the General Meeting or by at least five (5) members present in person and entitled to vote.
- 17.13.3 A declaration by the Chairman of the General Meeting that a resolution has been carried by the majority, or lost, or not carried out by a majority, shall be conclusive.

#### **17.14 MINUTES OF GENERAL MEETING**

The proceedings of all General Meetings shall be entered in a Minute Book, which on being signed by the Chairman at the next General Meeting shall be conclusive evidence of the business done and passed at the aforesaid General Meeting.

#### **CLAUSE 18: PROPERTY**

- 18.1 Pursuant to Section 9(b) of the Societies Act, 1966, The Association shall appoint three (3) officers from the current Executive Committee members, viz the Hon. Chairman, Hon Secretary and Hon. Treasurer to administer the property of the Association. They will serve in this capacity for the duration of their term of office in the Executive Committee.
- 18.2 The officers so appointed under this provision are not empowered to sell, mortgage or transfer the property of the Association unless authorized by a special resolution given in an Extraordinary General Meeting or an Annual General Meeting with a two-third (2/3) majority of eligible voting member present. Special notice of fourteen (14) days shall be given for such a resolution.
- 18.3 In the event that any of the above posts in this provision falls vacant, the Executive Committee shall have the power to co-opt any other members of the Association to fill the vacancy until the next General Meeting is held.

#### **CLAUSE 19: ALTERATION TO RULES**

- 19.1 Any proposed, alteration, addition or amendment to the Constitution, Rules or any subsequent Rules, which may be adopted hereafter shall be submitted to the Executive Committee in writing. The Hon. Secretary shall thereupon circulate the same to members of the Executive Committee which shall consider the proposal and, if deemed fit, convene an Extraordinary General Meeting to consider and to add such proposal, with or without modification. The notice convening any such meeting shall set forth the proposal and the reasons therefore if such has been given and the recommendations of the Executive Committee in connection therewith. Any proposal which is adopted by resolution passed by a two-thirds (2/3) majority of those present in the Extraordinary General Meeting and entitled to vote thereon shall be valid and binding upon all members forthwith.
- 19.2 The Association shall not adopt any by-laws that are inconsistent with the Constitution of the Council. Any provision in the Association's Rules and by-laws or any condition imposed which conflicts with this section is considered null and void and without effect.
- 19.3 The Association may approve new provisions in its Rules and by-laws proposed to comply with local laws or customs or in the exceptional circumstances but only upon approval by the Council.
- 19.4 To remove any doubt, no alterations or additions to these Rules shall be made except at an Annual or Extraordinary General Meeting and they shall not come into force without the prior sanction of the Registrar of Societies.

#### **CLAUSE 20: NOTICES**

- 20.1 All notices sent or required by these Rules to be sent to members shall be deemed to have been duly served if sent by the Hon. Secretary through the post by pre-paid letter or postcard addressed to the members at their addresses shown in the Register of Association Members. In the case of notices sent by electronic mail or by telephone, then the notice shall be deemed to have been duly served on the member at the expiry of forty eight (48) hours from the time such notice is communicated to the member at the last known electronic mail address or last known telephone number of that member.
- 20.2 Where a given number of days' notice or notice extending over any other period is required to be given, neither the day of delivery of the notice nor the day upon which such notice expires shall be included in such number of days or other period.

#### **CLAUSE 21: INDEMNITY**

If any prosecution, action or suit at law be commenced against any member or members of the Executive Committee, The Hon. Secretary, or any servant or agent of the Association for anything done by him/her/them in the proper and reasonable discharge of their duty of the Association, such person or persons shall be defended and indemnified by and at the cost of the Association 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 Association may be applied for such purpose as may be directed by the Executive Committee from time to time. Provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon such person by sentence or order of a Court of Justice.

#### **CLAUSE 22: DISSOLUTION**

The Association shall not be dissolved except with the consent of not less than two-third (2/3) of the membership entitled to vote in an Extraordinary General Meeting held for this purpose solely.

#### **CLAUSE 23: APPLICABLE LAW & OTHER PROVISIONS**

- 23.1 The Association will adopt the provisions of the Societies Act, 1966 and its regulations applicable from time to time as part of its by-laws should any dispute arises in future.
- 23.2 The Association shall where applicable or in the absence of specific provisions contained herein shall have reference and be bound by the Council's constitution, rules and regulations as amended from time to time.

END