



**JABATAN PENDAFTARAN PERTUBUHAN MALAYSIA**  
**WILAYAH PERSEKUTUAN KUALA LUMPUR**  
**KEMENTERIAN DALAM NEGERI**  
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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.