

**RULES  
OF  
MALAYSIAN ASSOCIATION OF ASSET MANAGERS**

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**1. DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

1.1.1 In these Rules unless there be something in the subject or context inconsistent therewith:

“**ACT**” means the Societies Act, 1966 and any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other enactment for the time being in force concerning societies and affecting the Association and any reference to any provision of the Act is to that provision so modified, amended or re-enacted or contained in any such subsequent enactment;

“**AFFILIATE**” means the member who is for the time being an Affiliate of the Member of the Association;

“**Alternate Committee member**” means the alternate Committee member appointed by the Committee member in accordance with Rule 6.4;

“**Asset Management**” means the undertaking on behalf of any other person or persons, whether on a discretionary authority granted by such person or persons or otherwise, the management of a portfolio of securities or future contracts;

“**Associate Member**” means the member who is for the time being an associate member of the Association as described in Rule 3.3.3;

“**Association**” means the registered society governed by these Rules known as “Persatuan Pengurus Aset Malaysia (Malaysian Association of Asset Managers (MAAM))”;

“**Chairman**” means the Committee representative appointed by the Committee to perform the duties of chairman of the Association;

“**Committee**” means the Committee of the Association for the time being constituted under these Rules;

“**Committee member**” means the member of the Committee for the time constituted in accordance with Rule 6.2;

“**Conglomerate Organisation**” means an Organisation or a group of not more than three (3) Affiliate Organisations, where at least one (1) Organisation is a Founding Member or an Ordinary Member as described in Rule 3.3.1(a) or in Rule 3.3.2(a) respectively;

“**Executive Committee**” means the executive committee comprising the Chairman, Vice Chairman, Treasurer, Secretary, Executive Officer and such number of persons (who need not be a Member) as may be appointed from time to time by the Committee;

“**Executive Officer**” means the Executive Officer appointed in accordance with Rule 10.1;

“**Founding Member**” means an Organisation accepted as a Member at the inaugural meeting of the Association on 6 November 1996 and includes its successor-in-title;

“**General Meeting**” means a general meeting, whether annual or extraordinary of the Ordinary Members of the Association who by these Rules are entitled to vote at such general meeting;

“**Honorary Member**” means an honorary member as described in Rule 3.3.4;

“**Joint Working Group**” means the Joint Working Group appointed in accordance with Rule 9.1;

“**Members**” means the Founding Members, Ordinary Members, Associate Members and Honorary Members;

“**month**” means calendar month;

“**Ordinary Member**” means a member which is for the time being a regular member of the Association who is entitled to vote at General Meetings;

“**Organisation**” means any partnership, corporation, trust, unincorporated organisation or association;

“**Payment Date**” means the date on which the annual subscription becomes due and payable;

“**Register of Members**” means the register of Members of the Association;

“**Registrar**” means the Registrar of Societies;

“**Rules**” means these rules (as from time to time amended or modified in accordance with the provisions herein contained);

“**Seal**” means the common seal of the Association;

“**Secretary**” means the secretary or secretaries appointed under these Rules and shall include the deputy or assistant secretary and person appointed to perform the duties of the Secretary temporarily;

“**Sub-committee**” means the sub-committee of the Association for the time being constituted under these Rules;

“**Treasurer**” means the treasurer appointed in accordance with Rule 6.2 to perform the duties of the Treasurer;

“**Trustee**” means the trustee appointed in accordance with Rule 11.2; and

“**year**” means a calendar year.

## **1.2 Interpretation**

- 1.2.1** Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic

and digital prints and other modes of representing or reproducing words in a visible form.

**1.2.2** Words importing the singular number only shall include the plural number and vice versa.

**1.2.3** Words importing the masculine gender only shall include the feminine gender.

## **2. BACKGROUND**

### **2.1 Name**

2.1.1 The name of this Association is “Persatuan Pengurus Aset Malaysia (Malaysian Association of Asset Managers)”.

### **2.2 Registered Place of Business**

2.2.1 The registered place of business of the Association is c/o Boardroom Corporate Services Sdn Bhd, 12<sup>th</sup> Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or such other address as may subsequently be decided upon by the Committee and approved by the Registrar.

### **2.3 Logo**

2.3.1 The Association shall adopt a logo bearing the initials of the Association “MAAM” in gold contained within a solid green rectangle.

2.3.2 The logo is to symbolize the initials of the Association “MAAM” in close, orderly and symmetrical form so as to signify the close and constant relationship between the Members and their mutual respect for each other. The symmetry of the logo portrays the fair and balanced treatment of the interests and views of all Members.

2.3.3 The rectangle around the logo emphasizes the preservation of the business of the Asset Management industry through a strong unified medium which is the Association.

2.3.4 The colour green symbolizes the life, growth and continuity of the Asset Management industry in Malaysia of which the Association aspires to promote whereas gold symbolizes wealth, purity and solid strength of the nation on which the Asset Management industry depends on for its livelihood.

## **2.4 Objects**

**2.4.1** The objects of the Association shall be to:-

- (a) build public trust and confidence in firms and individuals by focusing on the sound and trustworthy principles, practices, and conduct of the Asset Management industry;
- (b) provide authoritative expertise and industry views on the Asset Management industry to governments, market participants, media and the general public;
- (c) fill a prominent and constructive role in the development of a coherent regulatory framework for the Asset Management industry;
- (d) lead the industry in the formulation and adoption of market solutions, standards and practices for the Asset Management industry;
- (e) provide a forum for firms and individuals to meet, discuss, resolve, evaluate, canvass, comment upon and generally to deal with any issue pertaining to the Asset Management industry;
- (f) conduct and hold meetings, conferences, seminars, researches, talks, courses, workshops, examinations, lectures and academic programmes pertaining to the theory and practice of Asset Management and to prescribe and receive fees for such events;
- (g) engage with rules makers, regulators, standard setters and professional organisations to further the matters, issues and questions affecting the Asset Management industry; and
- (h) sponsor, assist in, and encourage the adoption of codes of ethical conduct as well as standards of practice in Asset Management.

## **3. MEMBERSHIP**

### **3.1 Classes**

**3.1.1** The Association shall have the following classes of Members:-

- (a) Founding Members;
- (b) Ordinary Members;
- (c) Associate Members; and

- (d) Honorary Members.

### **3.2 Number of Members**

- 3.2.1 The number of Members of the Association is unlimited.

### **3.3 Eligibility**

#### **3.3.1 Founding Member**

- (a) Any Organisation that was accepted as a Member at the inaugural meeting of the Association being the following:-

- (i) Affin Fund Management Sdn Bhd;
- (ii) AMMB Asset Management Sdn Bhd;
- (iii) Bumiputra Merchant Bankers Bhd;
- (iv) Commerce Asset Fund Managers Sdn Bhd;
- (v) Malaysian International Merchant Bankers Bhd;
- (vi) Mayban-UBS Asset Management Sdn Bhd;
- (vii) Pheim Asset Management Sdn Bhd;
- (viii) Rashid Hussain Asset Management Sdn Bhd;
- (ix) SBB Asset Management Sdn Bhd;
- (x) Seacorp-Schroder Capital Management Sdn Bhd; and
- (xi) Utama Merchant Bank Bhd;

or

- (b) Any Conglomerate Organisation.
- (c) Save in respect of the entrance fee, a Founding Member shall have all rights and liabilities of an Ordinary Member.

#### **3.3.2 Ordinary Member**

- (a) Any Organisation that is incorporated or organised under the laws of Malaysia that carries on the business of Asset Management and is:

- (i) the holder of a current fund managers' licence under the Capital Markets and Services Act 2007; or
- (ii) an exempt fund manager under Capital Markets and Services Act 2007; or
- (iii) such like-minded Organisations which, at the discretion of the Committee, qualifies for membership of the Association; or
- (iv) approved by any other legislation which regulates the Asset Management industry;

or

- (b) Any Conglomerate Organisation.

### 3.3.3 Associate Member

- (a) Any Organisation which is interested in promoting and furthering the objectives of the Association and is suitably qualified shall, with the consent of the Committee, be eligible for membership. The Organisation must be willing to bind itself to observe the Rules of the Association.
- (b) An Associate Member shall not be eligible for representation on the Committee or Sub-committee nor shall it be entitled to vote or move resolutions at General Meetings but it shall be entitled to receive notices of and attend General Meetings.

### 3.3.4 Honorary Member

- (a) Any Organisation who in the opinion of the Committee is interested in promoting and furthering the objectives of the Association and is able to contribute towards the advancement of the Association.
- (b) An Honorary Member may be invited to General Meetings and shall have no rights or liabilities under these Rules.

## 3.4 Application of Membership

- 3.4.1 Every application for membership must be made in writing in the prescribed form to the Secretary who shall circulate such application to the Committee. The Committee, after making any enquiries it may deem necessary, may accept or reject such application as it deems fit in its absolute discretion, as soon as practicable after the receipt of such application. The Committee may reject any application without assigning any reason for such rejection.

3.4.2 If the Committee approves an application for membership, the Committee will notify the applicant of the approval, the entrance fee and the annual subscription fee payable by the applicant.

### **3.5 Admission**

3.5.1 Subject to Rule 3.8, an applicant becomes a Member upon payment, where applicable, of the entrance fee and annual subscription or upon the approval by the Committee of a transfer of membership from an existing Member to its Affiliate in accordance with Rule 3.7.

### **3.6 Entries in the Register of Members**

3.6.1 The Secretary shall cause to be entered the name and address of each Member in the Register of Members upon its admission to membership.

3.6.2 The Association shall keep a Register of Members containing the following information:

- (a) the names and addresses of the Members;
- (b) the names and addresses of the nominated representatives;
- (c) the date of admission and cessation of membership;
- (d) the date of last payment by each Member of that Member's annual subscription; and
- (e) any other information as the Committee may from time to time require.

### **3.7 Transfer of Membership**

3.7.1 Any Member other than an Honorary Member, may apply in writing to the Committee to transfer its membership to its Affiliate, subject to transfer between the same class of Members, and upon the Committee being satisfied that: -

- (a) the Affiliate falls within any of the categories of Organisation eligible for membership of the Association under Rule 3.3;and
- (b) the annual subscription of that Member is not in arrears for more than one (1) month at the date of receipt by the Committee of the application from that Member under this Rule; and

the Committee shall approve the transfer without payment of the entrance fee by that Affiliate. Any annual subscription paid in advance by the Member who is applying for the transfer of membership pursuant to this Rule shall be apportioned as at the date of approval of the transfer by the Committee and credited to the Affiliate to which the membership is to be transferred. Any Member, which transfers its membership under this Rule shall cease to be a Member on the date of the admission to membership of the Affiliate.

3.7.2 Any admission to membership of the Association of an Affiliate of any Founding Member shall be deemed to be a transfer of membership from that Founding Member to its Affiliate as at the date of the admission of the Affiliate and all entrance fees paid by that Affiliate on its admission to membership shall be not refunded.

3.7.3 Reference to 'Affiliate' of a Member shall mean: -

- (a) that Member holds more than fifty percent (50%) of its issued share capital (excluding any part thereof which consists of preference shares) or a corporation where the holding company of that Member holds more than fifty percent (50%) of its issued share capital (excluding any part thereof which consists of preference shares); or
- (b) in any other case, any Organisation in which legal control is held directly or indirectly by that Member or by the majority legal owner of that Member.

### **3.8 Conditions of Membership**

3.8.1 Every Organisation on becoming a Member binds itself to observe all the Rules and regulations of the Association, whether contained in these Rules or made pursuant to any power granted hereby.

### **3.9 Entrance Fee**

3.9.1 Founding Member

- (a) A Founding Member shall be exempted from the requirement to pay the entrance fee.
- (b) Any Affiliate of the Founding Member which apply for membership as an Ordinary Member of the Association shall pay entrance fee of RM5,000 for the first Affiliate of the Conglomerate Organisation and RM2,000 for the second Affiliate of the Conglomerate Organisation or such other sum as the Committee may from time to time prescribe subject to the prior approval of the Registrar.
- (c) Any new entrance fee imposed shall take effect the following year. All entrance fee paid shall not be refundable.



### 3.9.2 Ordinary Member

- (a) The applicant for membership of the Association as an Ordinary Member shall pay entrance fee of RM10,000 for a single Organisation. An applicant shall pay entrance fee of RM10,000 for a Conglomerate Organisation, RM5,000 for the first Affiliate of the Conglomerate Organisation and RM2,000 for the second Affiliate of the Conglomerate Organisation or such other sum as the Committee may from time to time prescribe subject to the prior approval of the Registrar.
- (b) Any new entrance fee imposed shall take effect the following year. All entrance fee paid shall not be refundable.

### 3.9.3 Associate Member

- (a) The applicant for membership of the Association as an Associate Member shall pay entrance fee of RM1,000 or such other sum as the Committee may from time to time prescribe subject to the prior approval of the Registrar.
- (b) Any new entrance fee imposed shall take effect the following year. All entrance fee paid shall not be refundable.

## **3.10 Annual Subscription**

### 3.10.1 Founding Member

- (a) The payment of annual subscription by a Founding Member shall be RM7,500 or such other sum determined by the Committee from time to time subject to the prior approval of the Registrar. The annual subscription must be paid by 15 January of each year. All annual subscription paid shall not be refundable.
- (b) The payment of annual subscription by an Affiliate of the Conglomerate Organisation shall be RM4,500 for the first Affiliate of the Conglomerate Organisation and RM3,000 for the second Affiliate of the Conglomerate Organisation or such other sum as the Committee may from time to time prescribe subject to the prior approval of the Registrar. All annual subscription paid shall not be refundable.
- (c) Any applicant whose application for membership is accepted at any time after 1 January of any year shall pay a pro-rated sum of the annual subscription. Such sum shall be calculated by reference to the number of quarters remaining from the date of admission to membership until 1 January of the following year. Any part of a quarter shall be deemed to be a full quarter.
- (d) Any new annual subscription imposed shall take effect the following year.

### 3.10.2 Ordinary Member

- (a) The payment of annual subscription by an Ordinary Member shall be RM7,500 or such other sum determined by the Committee from time to time subject to the prior approval of the Registrar. The annual subscription must be paid by 15 January of each year. All annual subscription paid shall not be refundable.
- (b) The payment of annual subscription by an Affiliate of the Conglomerate Organisation shall be RM4,500 for the first Affiliate of the Conglomerate Organisation and RM3,000 for the second Affiliate of the Conglomerate Organisation or such other sum as the Committee may from time to time prescribe subject to the prior approval of the Registrar. All annual subscription paid shall not be refundable.
- (c) Any applicant whose application for membership is accepted at any time after 1 January of any year shall pay a pro-rated sum of the annual subscription. Such sum shall be calculated by reference to the number of quarters remaining from the date of admission to membership until 1 January of the following year. Any part of a quarter shall be deemed to be a full quarter.
- (d) Any new annual subscription imposed shall take effect the following year.

### 3.10.3 Associate Member

- (a) The payment of annual subscription by an Associate Member shall be RM7,500 or such other sum determined by the Committee from to time subject to the prior approval of the Registrar. The annual subscription must be paid by 15 January of each year. All annual subscription fee paid shall not be refundable.
- (b) Any applicant whose application for membership is accepted at any time after 1 January of any year shall pay a pro-rated sum of the annual subscription. Such sum shall be calculated by reference to the number of quarters remaining from the date of admission to membership until 1 January of the following year. Any part of a quarter shall be deemed to be a full quarter.
- (c) Any new annual subscription imposed shall take effect the following year.

### 3.10.4 Honorary Member

- (a) An Honorary Member shall be exempted from the requirement to pay the annual subscription.

### **3.11 Suspension and Termination for Non-payment of Subscription**

**3.11.1** A Member whose annual subscription remains unpaid for two (2) months of its Payment Date shall be suspended from membership automatically for so long as its annual subscription continues in arrears.

**3.11.2** A Member whose annual subscription has not been paid within four (4) months of its Payment Date shall cease automatically to be a Member of the Association.

**3.11.3** The Committee shall have the power to reinstate any Member whose membership has been terminated under the provisions of this Rule upon payment of the arrears.

### **3.12 Motion for Suspension or Termination**

**3.12.1** In addition to the provisions of Rule 3.11, the Committee may in its absolute discretion determine that a Member ceases to be a Member if:

- (a) the Member does any act or omits to do any act in breach of the Act, Companies Act 1965, the Capital Markets and Services Act 2007 or any other legislation which regulates the relevant Member; or
- (b) the Member is in breach of any of the Rules, regulations, standards, codes or bye-laws of the Association; or
- (c) a receiver or manager is appointed to the Member of the whole or any part of its asset or undertaking; or
- (d) the fund manager's license or the futures fund manager's license issued to or held by the Member under the Capital Markets and Services Act 2007 or such other license under any other legislation which regulates the relevant Member as the case may be, is revoked or suspended or becomes non-current for any reason.

**3.12.2** No motion for the suspension or termination of a membership under Rule 3.12 shall be considered except at a meeting of the Committee. Such a motion shall not be deemed carried except by a majority of the Committee members present and voting.

**3.12.3** A Member shall be given at least seven (7) working days' notice of the meeting at which suspension or termination of its membership is to be considered and of the grounds on which suspension or termination of its membership is sought and such Member shall be entitled to submit representations to that meeting orally or in writing.

### **3.13 Consequences of Suspension and Termination**

- 3.13.1 During the continuance of any period of suspension of the membership, a Member shall be prohibited from enjoying the rights and privileges of membership of the Association.
- 3.13.2 The Secretary shall as soon as practicable after termination of a Member's membership, remove the former Member's name from the Register of Members and notify the former Member in writing of its removal.
- 3.13.3 The Member remains liable to pay the Association any monies which the Member is liable to pay.

### **3.14 Bankruptcy or Liquidation**

- 3.14.1 A Member which has had a trustee, receiver or liquidator appointed or makes a composition with its creditors shall automatically cease to be a Member provided that it shall be in the discretion of the Committee to reinstate the Member on such conditions as the Committee shall think fit.

### **3.15 Resignation by Notice**

- 3.15.1 A Member, which decides to resign or retire from the Association shall give written notice to the Secretary at the registered address of the Association, but shall not be entitled to any refund of the entrance fee or annual subscription or any part thereof.

## **4. CODE OF CONDUCT**

### **4.1 Power of the Committee**

- 4.1.1 The Committee may from time to time exercise all the necessary powers to promulgate and establish regulations, standards, code of conduct, rules for disciplinary proceedings and bye-laws as it considers necessary to regulate the professional conduct of its Members.
- 4.1.2 Any such regulations, standards, code of conduct, rules for disciplinary proceedings and bye-laws shall take into account international practices and standards commonly practised or prevailing in the Asset Management industry and shall not be inconsistent with these Rules.
- 4.1.3 All regulations, standards, code of conduct, rules for disciplinary proceedings and bye-laws made by the Committee under this Rule shall be binding on the Members upon the approval by a majority of Three-Fourths ( $\frac{3}{4}$ ) of the Ordinary Members present and voting at a General Meeting of the Association.

## **4.2 Compliance**

- 4.2.1 All Members shall comply fully with all applicable regulations and the code of ethics and standards of professional conduct as adopted by its own relevant industry and shall adhere to all applicable regulations, standards, codes and bye-laws and other rules relating to the Association.

## **5. GENERAL MEETINGS**

### **5.1 Annual General Meetings**

- 5.1.1 The annual General Meeting (“**Annual General Meeting**”) of the Association shall take place each year not later than 31 March of each year at such time and place as the Committee may determine for the purposes of:

- (a) adopting and confirming the minutes of the previous Annual General Meeting;
- (b) receiving the Committee’s report on the activities of the Association for the previous year;
- (c) receiving the Treasurer’s report and audited financial statements of the Association for the previous year;
- (d) electing the Committee Members;
- (e) appointing an approved auditor; and
- (f) considering and if thought fit, approve the proposed annual budget of the Association for the following year.

### **5.2 Extraordinary General Meetings**

- 5.2.1 An extraordinary General Meeting (“**Extraordinary General Meeting**”) may be convened by:

- (a) the Committee; or
- (b) a majority in number of the Ordinary Members having the right to attend and vote at the meeting requisitioning that a General Meeting be convened and setting out the business of the meeting.

5.2.2 A requisition by Ordinary Members must be in writing signed by the Ordinary Members or their nominated representatives as the case may be and must be delivered to the Secretary.

5.2.3 The Committee will determine the time and place of a general meeting requisitioned by Ordinary Members. Such a meeting must be held within fifty (50) days after the date on which the requisition is received by the Secretary.

### **5.3 Notice of General Meetings**

5.3.1 The Secretary shall send to all Ordinary Members at least twenty one (21) days' written notice of the time and place of any Extraordinary General Meeting and of any business deemed by these Rules to be special business.

5.3.2 The Secretary shall send to all Ordinary Members at least fourteen (14) days' written notice before the date of each Annual General Meeting.

5.3.3 Without prejudice to any other provision of these Rules, there must be circulated with the notice of each Annual General Meeting:

- (a) the notification of the number of Committee Member position which is available to be filled at the General Meeting determined in accordance with Rule 6;
- (b) the names of the Committee Members who are retiring;
- (c) if so retiring, whether such persons offered themselves for re-election;
- (d) a request for nominations for election to the vacant positions of the Committee;
- (e) a copy of the audited annual accounts of the Association for the previous year; and
- (f) a copy of the proposed annual budget, if any, of the Association for the following year.

### **5.4 Entitlement to Attend General Meetings**

5.4.1 All Members of the Association and not more than two (2) representatives appointed in writing by each Member shall be entitled to attend the General Meeting of the Association. Subject to Rule 5.9.1, such representative shall be entitled to vote unless authorised by the necessary corporate representation or proxy filed with the Association.

## **5.5 Nature of Business that may be Transacted**

5.5.1 All business that is transacted at an Extraordinary General Meeting shall be deemed special. All business that is transacted at an Annual General Meeting shall be deemed special, except for the approval and signature of the minutes of the previous Annual General Meeting, the consideration of the accounts, balance sheet and the reports of the Committee and auditors, consideration of the proposed annual budget, the election of the Committee and the appointment and fixing of the remuneration of the auditors.

## **5.6 Chairman**

5.6.1 At all General Meetings, the chair shall be taken by the Chairman or in his absence, by the Vice-Chairman. If neither the Chairman nor the Vice-Chairman shall be present within thirty (30) minutes after the time appointed for holding the meeting, the Ordinary Members and the representatives of Ordinary Members present and entitled to vote shall choose one of their numbers to chair the meeting.

## **5.7 Quorum**

5.7.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

5.7.2 The quorum shall be:

- (a) twenty five percent (25%) in number of the Ordinary Members who are present in person or through its corporate representative or by proxy; or
- (b) ten (10) Ordinary Members who are present in person or through its corporate representatives or by proxy;

whichever is the higher constitutes a quorum and except where the total membership of Ordinary Members shall be less than ten (10) then the quorum shall be all the Ordinary Members.

5.7.3 If within thirty (30) minutes from the time appointed for the meeting, a quorum is not present, the meeting if requisitioned by the Ordinary Members shall be dissolved and in any other case shall stand adjourned to such other day, time and place as may be appointed by the chairman with the consent of the meeting. At any such adjourned meeting the Ordinary Members present and entitled to vote, whatever their number, shall have the power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

## **5.8 Adjournment**

5.8.1 The chairman may, with the consent of the meeting, adjourn any General Meeting from time to time, and from place to place (not exceeding thirty (30) days), but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

## **5.9 Who may Vote**

5.9.1 Only an Ordinary Member, or through its proxy or corporate representative shall be entitled to vote at the General Meeting in the manner hereinafter provided. No appointed corporate representative or proxy of an Ordinary Member shall be entitled to vote at any General Meeting if the annual subscription of that Ordinary Member is more than two (2) months in arrears at the date of the meeting. One (1) Ordinary Member shall be entitled one (1) vote.

## **5.10 Voting**

5.10.1 At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded by the chairman of the meeting or by at least two (2) Ordinary Members present in person or by proxy and entitled to vote and voting. If a poll is demanded as aforesaid it shall be taken in such manner as the chairman of the meeting directs.

5.10.2 Unless otherwise specified in the Act or by these Rules, any resolution put to vote at any General Meeting decided by a majority of the Ordinary Member present and voting by proxy or through the corporate representative of the Ordinary Member.

## **5.11 Equality of Votes**

5.11.1 In addition to his own vote, the chairman of the meeting shall have a second or casting vote in case of an equality of votes.

## **5.12 Validity of Resolution**

5.12.1 All resolutions passed at any General Meeting for which due notice has been given or to which Rule 16.5 applies shall be binding on all Members.

## **5.13 Voting and Proxies**

5.13.1 Subject to the provisions of Rule 5.9, only one (1) appointed representative of an Ordinary Member present shall have one (1) vote. Votes may be given either under seal or under the hand of an officer or attorney duly authorized. A proxy shall be appointed in writing under the name of the appointor. The instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled



to vote on the resolution except as specified in the instrument. The instrument appointing a proxy shall be delivered to the Secretary or deposited at the registered office of the Association not less than forty-eight (48) hours before the time for holding the meeting at which the person named in such instrument proposes to vote.

#### **5.14 Form of Appointment of Proxy**

5.14.1 Any instrument appointing a proxy shall be, substantially, in the following form:

<b>PERSATUAN PENGURUS ASET MALAYSIA (MALAYSIAN ASSOCIATION OF ASSET MANAGERS)</b>
We, _____ of _____ being an Ordinary Member of the above-named Association, hereby appoint _____ of _____ or failing him, _____ of _____, as our proxy to vote for us on our behalf at [annual or extraordinary, as the case may be] General Meeting of the Association, to be held on the _____ day of _____ 20 _____, and at any adjournment thereof.
Signed this day of _____ 20 _____
This proxy form is to be used in *favour or/against the following resolution(s) or if not so instructed the proxy may vote or abstain as he or she thinks fit.
*Strike out whichever is not required.

#### **5.15 Validity of Appointment of Proxy and Vote**

5.15.1 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at the meeting shall be valid for all purposes. Any such objections made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

#### **5.16 Circular Resolutions**

5.16.1 Except as otherwise provided, a resolution in writing (which may consist of several documents in like form) which has been circulated to all Members and which is signed by those Members indicating that they are in favour of the resolution shall be as valid and effectual as if it has been passed at a meeting duly convened and held, provided that no such resolution shall be valid and effectual unless and until it has

been signed by a majority of Three-Fourths ( $\frac{3}{4}$ ) of the Ordinary Members. Such resolution is deemed to be passed at the time which the resolution was last signed by the Ordinary Member.

- 5.16.2 The expression 'in writing' and 'signed' shall include approval by telefax, telex, cable, telegram and electronically communicated scanned copy by the Members.

## **6. THE COMMITTEE**

### **6.1 Membership**

- 6.1.1 The Committee shall consist of not more than ten (10) and shall consist of:

- (a) a Chairman;
- (b) a Vice-Chairman;
- (c) a Treasurer;
- (d) a Secretary; and
- (e) two (2) to six (6) Committee members.

### **6.2 Election of Committee members**

- 6.2.1 The Committee must elect among its members a Chairman, a Vice-Chairman, a Treasurer and a Secretary who will serve for a term of two (2) years from their respective dates of appointment.

- 6.2.2 Committee members elected at the General Meeting in accordance with Rule 5.1 will serve for a term of two (2) years from their respective dates of appointment.

- 6.2.3 Each Member entitled to vote and voting thereat may cast a number of votes not exceeding the number of vacant positions but no Member may cast more than one (1) vote in favour of any candidate.

- 6.2.4 Subject to Rule 6.1.1, the candidate receiving the greatest number of votes in his favour will be declared by the chairman of the General Meeting to be elected or re-elected as the case may be.

### **6.3 Eligibility of Committee member**

- 6.3.1 Each candidate, to be eligible to stand for election must:

- (a) be a director of the Member, or if not a director, a senior executive of the Member;
- (b) attain the age of 21;
- (c) not be convicted of any punishable criminal offences except for minor traffic offences;
- (d) not be declared a bankrupt or makes any arrangement or composition with his creditors generally; and
- (e) not be of unsound mind or is liable to be dealt with in any way under the law relating to mental disorder.

#### **6.4 Alternate Committee member**

6.4.1 Any Committee member may with the approval of the Committee, appoint any other person from his Organisation to be an Alternate Committee member in his place during such period as he thinks fit. Any Alternate Committee member while he holds the office shall be entitled to notice of meetings of the Committee and to attend and vote thereat, accordingly and to exercise all powers of the appointing Committee member in his place (including the right to appoint an alternate in his place) save that the Alternate Committee member of the Chairman shall not be entitled to chair any meetings of the Committee or of any General Meeting.

6.4.2 Any Alternate Committee member appointed shall *ipso facto* vacate the office if the Organisation to which the appointing Committee member is attached ceases to be a Member or if the appointing Committee member removes the Alternate Committee member from his office.

6.4.3 Any appointment or removal under this Rule shall be effected by notice in writing under the hand of the Committee member making the same.

#### **6.5 Re-election**

6.5.1 A retiring Committee Member shall be eligible for re-election.

#### **6.6 Application of Election / Re-election**

6.6.1 Any nomination for election or re-election as a Committee member must be in writing in such form as the Committee may determine and to be signed by the candidate, the proposer and the seconder.

6.6.2 Each candidate standing for election must:

- (a) be proposed by a Member; and
- (b) be seconded by another Member,

both of which must be entitled to vote at the meeting to elect that Committee member at the time of nomination.

- 6.6.3 A Member may not propose more than two (2) candidates for the position as Committee members but may second more than two (2) candidates to such position.
- 6.6.4 The nomination must be received by the Secretary not later than 5.00 p.m. on the fourteenth (14<sup>th</sup>) day before the date of the General Meeting at which the candidate seeks election or re-election.
- 6.6.5 A list of candidates' names in an alphabetical order, together with the proposers' and seconders' names must be placed in a conspicuous place in the registered office of the Association for not less than seven (7) days immediately preceding the General Meeting.

## **6.7 Retirement/ Resignation**

- 6.7.1 Each Committee member who is elected at an Annual General Meeting of the Association may retire from the Committee upon giving notice in writing to the Committee of his intention and such retirement / resignation takes effect upon the expiration of the notice or its earlier acceptance.
- 6.7.2 The retiring Committee member shall be entitled to nominate any person who fulfils the eligibility requirement under Rule 6.4 to replace that Committee member PROVIDED in the case where the retiring Committee member holds the post of Chairman, Vice-Chairman, Treasurer or Secretary, the Committee shall re-elect among its members the persons to hold those posts.
- 6.7.3 The Committee may remove the Committee member if he becomes ineligible under Rule 6.3.1.

## **6.8 Removal of Committee members**

- 6.8.1 The Association may by a resolution by majority vote of which special notice has been given remove any Committee member before the expiration of his period of office, notwithstanding any provisions in these Rules.

## **6.9 Replacement**

- 6.9.1 The Association may by a resolution by majority vote appoint another person in his stead and the person so appointed will hold office only until the next following Annual General Meeting.

6.9.2 The Committee may also appoint any person to the Committee to fill a casual vacancy.

## **6.10 Remuneration**

6.10.1 Committee members will not receive any remuneration for his service in his capacity as a member of the Committee.

## **6.11 Power and Duties of the Committee members**

### **6.11.1 Chairman**

- (a) The Chairman shall during his term of office, preside at all General Meetings and all meetings of the Committee and shall be responsible for the proper conduct of all such meetings. He shall sign the minutes of each meeting as soon as practicable after they are approved.

### **6.11.2 Vice-Chairman**

- (a) The Vice-Chairman will deputise for the Chairman during the latter's absence.

### **6.11.3 Secretary**

- (a) The Secretary shall:
  - (i) conduct the business of the Association in accordance with these Rules;
  - (ii) carry out the instructions of the General Meeting and of the Committee required to be carried out by the Secretary;
  - (iii) be responsible for conducting all correspondences and keeping all books, records and documents of the Association other than the accounts and financial records of the Association;
  - (iv) attend all meetings and record the proceedings;
  - (v) cause minutes to be made of the names of the members of the Committee present at each meeting of the Committee and Members at each General Meeting, all resolutions passed at each meetings and all elections and appointments of chairman and Sub-Committee and other appointments made by the Committee; and
  - (vi) maintain the Register of Members.

#### 6.11.4 Treasurer

- (a) The Treasurer shall be:
  - (i) responsible for supervising the collection of the fees, annual subscriptions and settlement of the debts of the Association;
  - (ii) responsible for keeping a record of the finances of the Association; and
  - (iii) maintain accounts of all its financial transactions and shall be responsible for their correctness.

#### 6.11.5 Powers and Duties of the Committee

- (a) The Committee members shall carry out such duties set out in these Rules and as, may be directed by the Chairman of the Committee.

#### 6.11.6 Subject to the Act, the Committee shall also be responsible for managing the business and general affairs of the Association and shall have the following powers and duties in addition to any powers and duties conferred elsewhere in these Rules:

- (a) to exercise all such powers of the Association and do on behalf of the Association all such acts as the Committee considers necessary or expedient for carrying into effect the objects of the Association as may be exercised and done by the Association and as are not required by statute or by these Rules to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Rules and to the provisions of the statutes for the time being in force and effecting the Association and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in General Meeting, provided however that no such regulations made by the Association shall invalidate any prior acts of the Committee which would have been valid if such regulation has been made;
- (b) to decide on all matters affecting or concerning the Association or any of its Members;
- (c) to guide overall strategy and objectives of the Association;
- (d) to delegate to Sub-committee such of the powers and duties of the Committee, including the power to regulate its own procedures and to appoint additional Sub-committee members and to delegate powers and duties to each Sub-Committee as it shall think fit, provided that the powers so delegated are specified in each case;

- (e) to purchase or otherwise acquire for the Association any property rights or privileges which the Association is authorised to acquire provided however that the acquisition of any real property must first be sanctioned by a General Meeting of the Association;
- (f) to secure the fulfilment of any contracts or engagements entered into by the Association by mortgaging or charging or otherwise granting security over all or any of the property of the Association;
- (g) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound or allow for payment and satisfaction of any debts due to and any claims or demands by or against the Association and to refer any claims or demands by or against the Association to arbitration and to observe and perform the award;
- (h) to invest and deal with any of the monies of the Association not immediately required and in such manner as may be permitted by law for the investment of trust funds;
- (i) to borrow or accept any financial accommodation from any person or organisation whether with or without security and to comply with its terms and conditions of use of such funds, if any;
- (j) to make such policies, procedures, bye-laws or regulations not inconsistent with these Rules, as in the opinion of the Committee are necessary or desirable for the proper control, verifications, administration and management of the Association's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Members of the Association and to amend or rescind from time to time any such bye-law, rules and regulations;
- (k) to promulgate and establish regulations, standards, code of conducts, rules for disciplinary proceedings and bye-laws to regulate the professional conduct of its Members;
- (l) to make and enforce Rules for the administration and control of the Association;
- (m) to appoint any delegate(s) to represent the Association for any purpose with such powers as the Committee may think fit;
- (n) by power of attorney, appoint any person to be the attorney of the Association for such purposes and with such powers, authority and discretion for such period and subject to such conditions as it may think fit;

- (o) to appoint and dismiss advisers or such other persons, who may be invited to attend the meetings of the Committee or Sub-committees but shall not be entitled to vote at such meetings;
- (p) to authorise any Member to enter into and execute any contract, undertaking or other document on behalf of the Association; and
- (q) to vest any part of its power and/or to delegate any part of its duties to the Executive Officer and such number of persons (who need not be a Member) as may be appointed from time to time by the Committee.

6.11.7 All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Association, shall be signed drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two (2) Committee members, one of whom must be one (1) of the following:

- (a) Chairman;
- (b) Vice-Chairman;
- (c) Treasurer; or
- (d) Secretary;

or in such other manner as the Committee may from time to time determines.

## **7. COMMITTEE MEETING**

### **7.1 Number and Frequency of Meetings**

7.1.1 The Committee shall meet not less than two (2) times each year with not more than six (6) months between meetings.

### **7.2 Proceedings of Meetings of the Committee**

7.2.1 The Committee may meet together for the despatch of business, adjourn and otherwise regulates its meetings as it thinks fit.

7.2.2 A Committee member may at any time, and the Secretary must on the requisition of a Committee member, summon a meeting of the Committee.

7.2.3 Except where contrary or inconsistent with the resolutions laid down by the General Meeting, the decisions of the Committee are binding on all Members unless and until countermanded by a resolution of a General Meeting.



### **7.3 Notice**

7.3.1 The Secretary shall cause to be sent to every member of the Committee, notice of each meeting of the Committee, together with an agenda for the meeting, at least five (5) days before it is due to be held. A meeting shall, notwithstanding that it is called by shorter notice than is required by these Rules, be deemed to be duly called if it is so agreed by all the members of the Committee entitled to attend and vote thereat.

### **7.4 Quorum**

7.4.1 Four (4) Committee members shall constitute a quorum at a meeting of the Committee. If the number of the Committee is reduced below the number required for the quorum, the continuing Committee members may continue to act for the purpose of increasing the number of the Committee members to the number required for a quorum or for calling a General Meeting of the Association but for no other purpose. If there is no quorum present, the meeting must stand adjourned to the same day in the following week, and if there is no quorum present at such subsequent meeting, the meeting must be dissolved.

7.4.2 In the event that there is vacancy in the Committee where the number falls below the number fixed pursuant 7.4.1 as the quorum for meeting, the continuing Committee members may act only for the purposes of:

- (a) increasing the number of Committee members to such number; or
- (b) summoning a General Meeting of the Association.

### **7.5 Mode of Meeting**

7.5.1 Any Committee member may participate at a meeting of Committee by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such Committee member shall be deemed to be physically present at the meeting. A Committee member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the Committee members attending the meeting provided that at least one (1) of the Committee member present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to at/or during the meeting.

### **7.6 Chairman**

7.6.1 The Chairman shall preside at all meetings of the Committee and in his absence by the Vice-Chairman. If neither the Chairman nor the Vice-Chairman shall be present within ten (10) minutes after the time appointed for holding the meeting, the Committee members present shall choose one of their numbers to chair the meeting.

## **7.7 Equality of Votes**

7.7.1 In addition to his own vote, the chairman of the meeting shall have a second or casting vote in case of an equality of votes.

## **7.8 Voting**

7.8.1 Voting on all motions at meetings of the Committee shall be by a show of hands, unless directed otherwise by the chairman of the meeting.

## **7.9 Majority**

7.9.1 Questions arising at any meeting of the Committee must be decided by a special majority of votes of no less than Three-Fourths ( $\frac{3}{4}$ ) of those present and voting.

## **7.10 Circular Resolution**

7.10.1 Except as otherwise provided, a resolution in writing (which may consist of several documents in like form) which has been circulated to all Committee members and which is signed by those Committee members indicating that they are in favour of the resolution shall be as valid and effectual as if it has been passed at a meeting duly convened and held, provided that no such resolution shall be valid and effectual unless and until it has been signed by a majority of no less than Three-Fourths ( $\frac{3}{4}$ ) of the Committee members. Such resolution is deemed to be passed at the time which the resolution was last signed by a Committee member.

7.10.2 The expression 'in writing' and 'signed' include approval by telefax, telex, cable, telegram and electronically communicated scanned copy by the Committee members. The expression 'Committee member' in this Rule does not include a Committee member which at the meeting of the Committee is not entitled to vote on the resolution.

## **7.11 Minutes of Meeting**

7.11.1 The Committee must cause minutes to be made:

- (a) of all appointments of office-bearers;
- (b) of the names of members of the Committee present at all meetings of the Association and of the Committee; and

(c) of all proceedings at all meetings of the Association and of the Committee.

## **8. SUB-COMMITTEE**

### **8.1 Composition**

8.1.1 The Committee may appoint among its members or its nominated representatives to be a member of Sub-committee for any purpose which from time to time it may think desirable.

8.1.2 Each Sub-committee appointed must have at least one (1) Committee member as a member of that Sub-committee.

**8.1.3** The Chairman shall be the ex-officio member of all Sub-committees.

### **8.2 Delegation of Powers**

8.2.1 The Committee may delegate to any Sub-committee such powers as it may think fit. Any Sub-committee must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee.

### **8.3 Meeting**

8.3.1 A Sub-committee may meet and adjourn any meeting as it thinks proper.

### **8.4 Voting**

8.4.1 Voting on all motions at meetings of Sub-committees shall require only a simple majority of those members present and voting.

### **8.5 Validity of Appointment of Sub-Committee**

8.5.1 All acts done by any meeting of the Sub-Committee or by any person acting as a Sub-committee member are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Sub-committee member or person acting as aforesaid, or that the Sub-committee members or any of them were disqualified, valid as if every such person had been duly appointed and was qualified to be a Sub-committee member.

### **8.6 Quorum**

8.6.1 The quorum necessary for the transaction of the business of the Sub-committee is three (3) Sub-committee members consisting as follows:

- (a) The chairman of the Sub-committee, who must be a nominated representative of an Ordinary Member of the Association; and
- (b) Two (2) other members of the Sub-committee who:-
  - (i) Ordinary Members of the Association; or
  - (ii) Affiliates of the Ordinary Members of the Association.

## **8.7 Appointment of Chairman of Sub-Committee**

8.7.1 Notwithstanding the foregoing Rule 8.1.2, the chairman of the Sub-committee shall be appointed by the Committee for such period as may be determined by the Committee.

8.7.2 The Chairman of the Association should not be the chairman of the Sub-committee.

## **9. JOINT WORKING GROUP**

### **9.1 Composition**

9.1.1 The Association may constitute a Joint Working Group which shall consist of the appointed representatives of Members of the Association, representatives of Organisation from professional bodies, the Government and the private sector. Where appropriate, the Committee may nominate one (1) or more distinguished person(s) as the advisor(s).

### **9.2 Duties of Joint Working Group**

9.2.1 The Joint Working Group may, from time to time call for a meeting for the purposes of:

- (a) establishing a standard(s) within the given scope and in accordance with the objects of the Association;
- (b) gathering and the analysing of such Asset Management information as may be required;
- (c) reviewing and, where necessary, proposing revisions to the existing standards, procedures, mechanisms and bases for Asset Management; and
- (d) any other tasks within its area of responsibility and competence, as may from time to time be requested by the Committee.

### **9.3 Meeting of Joint Working Group**

9.3.1 The Joint Working Group may at any time attend the General Meetings and meetings of the Committee and advise and express its opinion and findings on projects undertaken by the Joint Working Group.

### **9.4 Quorum**

9.4.1 The quorum necessary for the transaction of the business of the Joint Working Group shall be more than half (½) in number of the participating entities in the Joint Working Group.

### **9.5 Appointment of Chairman and Joint Working Group**

9.5.1 The chairman of the Joint Working Group maybe appointed by consensus among the participating entities.

## **10. COMMITTEE / EXECUTIVE OFFICER**

### **10.1 Composition**

10.1.1 The members of the Executive Committee shall consist of the Chairman, Vice-Chairman, the Treasurer, the Secretary, the Executive Officer and such number of persons (who need not be a Member) as may be appointed from time to time by the Committee. Notwithstanding anything to the contrary, the Executive Committee shall only exercise all powers and duties as permitted by these Rules and/or as expressly delegated to the Executive Committee by the Committee from time to time as the Committee may determine.

### **10.2 Power and Duties of Executive Officer**

10.2.1 The Executive Officer shall be vested with the powers to manage and conduct the day-to-day management of the Association and subject to directions and restrictions as the Committee may, from time to time, impose.

10.2.2 The Executive Officer shall be entitled to attend all meetings of the Committee and to receive all notices convening such meetings as if he is a Committee member but he shall not be entitled to vote at any meetings of the Committee.

## **11. TRUSTEES**

### **11.1 Number**

11.1.1 The Trustees of the Association shall not be more than three (3).

### **11.2 Eligibility**

- 11.2.1 Any individual who has attained the age of 21 years and must be appointed from the nominated representatives of Ordinary Members at a General Meeting by a resolution of a majority of the Members present and entitled to vote thereat.

### **11.3 Assets under Trusteeship**

- 11.3.1 Upon execution of a trust deed, the Trustees will have vested in them all immovable property belonging to the Association. The Trustees shall not sell, withdraw or transfer any property of the Association vested in them without the consent and authority of the General Meeting of Members.

### **11.4 Removal of Trustee**

- 11.4.1 A Trustee may be removed from his office by a General Meeting on the grounds that, owing to ill health, unsoundness of mind, absence from country or for any other reasons, he is not able to perform his duties or not able to do so satisfactorily.

### **11.5 Vacancy**

- 11.5.1 In the event of death, resignation or removal of a Trustee, the vacancy should be filled by a new Trustee appointed by the General Meeting as soon as practicable.

## **12. GENERAL**

### **12.1 Declaration of Interest**

- 12.1.1 A member of the Committee or any Sub-committee of the Association, or any official or employee shall declare his interest in any matter in which he is interested other than as a member of the Committee, Sub-committee, official or employee.

### **12.2 Vacation of Office**

- 12.2.1 The office of a member of the Committee or any Sub-committee or official shall be vacated automatically if:
- (a) a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (b) he becomes of unsound mind;
  - (c) he ceases to be a Member or the appointed representative of the Member, or if its membership is suspended;
  - (d) by notice in writing to the Association he resigns his office;

- (e) he ceases to hold office by a resolution duly passed at a General Meeting of the Association;
- (f) he is absent from three (3) consecutive meetings of the Committee or any Sub-committee of which he is a member without reasonable cause, as determined by the Committee;
- (g) he is disqualified or becomes prohibited from being an office bearer of the Association under the Act or any applicable law; or
- (h) he holds any office or profit under the Association.

### **12.3 Validity of Acts**

- 12.3.1 All acts done by any meeting of the Committee, any Sub-committee appointed by the Committee or any duly appointed official shall, notwithstanding that there was some defect in the appointment or election of any member of the Committee, Sub-committee or Member or representative of an Ordinary Member acting as aforesaid or that they or any of them were disqualified, be as valid as if every such Member or representative of an Ordinary Member had been duly appointed or elected and was qualified as a Committee member, Sub-committee member or official.

### **12.4 Custody of Seal**

- 12.4.1 The Committee shall provide for the safe custody of the Seal of the Association.

### **12.5 Who may Affix the Seal of the Association**

- 12.5.1 The Seal of the Association shall not be affixed to any instrument, writing or document except by the authority of a resolution of the Committee. The Committee may from time to time make regulations regarding the use and the affixing of the Seal of the Association. Until such regulations are made all instruments, writings or documents requiring the Seal of the Association to be affixed thereto shall be signed by any two (2) of the Chairman, Vice-Chairman, Treasurer or Secretary.

### **12.6 Application of Assets of the Association**

- 12.6.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in these Rules and no portion thereof shall during the existence of the Association be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons or Organisations who at any time are or have been Members of the Association or any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any official or servant of the Association or to any Member thereof or any other person in return for services actually rendered.

## **12.7 Supply of Copies of Rules**

12.7.1 Every Member of the Association is entitled a copy of the Rules of the Association for any sum not more than RM5.00 as may be determined by the Committee.

## **13. AMENDMENT OF RULES**

### **13.1 Amendment of Rules**

13.1.1 Subject to Rule 5.3, no Rules of the Association shall be altered or revoked nor a new Rule introduced unless at least twenty one (21) days' notice of such intention has been given to all Ordinary Members and a resolution in favour of such alteration or new Rule has been passed by a majority of Three-Fourths ( $\frac{3}{4}$ ) of those present and entitled to vote at a General Meeting convened for such purpose.

### **13.2 Effective Date of Amendment**

13.2.1 The change or amendment approved under Rule 13.1.1 shall take effect upon the approval of the same by the Registrar.

### **13.3 Filing of Amendment with Registrar**

13.3.1 Any amendment to these Rules shall be filed with the Registrar within sixty (60) days of it being passed by the Association at General Meeting.

## **14. CHANGE OF NAME**

### **14.1 Change of Name**

14.1.1 Subject to Rule 5.3, the name of the Association shall not be altered or revoked nor a new name introduced unless at least twenty one (21) days' notice of such intention has been given to all Ordinary Members and a resolution in favour of such alteration or new name has been passed by a majority of Three-Fourths ( $\frac{3}{4}$ ) of those present and entitled to vote at a General Meeting convened for such purpose.

### **14.2 Effective Date of Amendment**

14.2.1 The change or amendment approved under Rule 14.1.1 shall take effect upon the approval of the same by the Registrar.

### **14.3 Filing of Amendment with Registrar**

14.3.1 Any amendment to the name of the Association shall be filed with the Registrar within sixty (60) days of being passed by the Association at General Meeting.

## **15. ACCOUNTS AND AUDITS**



## **15.1 Financial Year**

15.1.1 The financial year of the Association shall be from 1<sup>st</sup> January to 31<sup>st</sup> of December.

## **15.2 Use of Funds of the Association**

15.2.1 The funds of the Association may be expended for any purpose for the carrying out of the objects of the Association, including the expenses of its administration and the audit of its accounts, but shall on no account be used to pay the fine of any Member who may be convicted in a court of law.

## **15.3 Books of Account**

15.3.1 15.3.1 The Committee shall cause proper books of account to be kept in accordance with Malaysian Accounting Standards Boards (MASB) with respect to:

- (a) all sums of money received and expended by the Association and the matters in respect of which receipts and expenditures shall take place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

15.3.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its financial transactions. The books of account shall be kept at the registered place of business of the Association or at such other place or places as the Committee shall think fit and shall be made available for inspection by the members of the Committee at reasonable times. Copies of every profit and loss account and balance sheet made up annually to a date not more than five (5) months before the date of the Annual General Meeting must be distributed to Members.

## **15.4 Inspection of Books of Account by Members**

15.4.1 The Committee shall, from time to time, determine at what time and place and under what conditions or regulations the accounts and books of the Association shall be open for inspection to Members not being members of the Committee.

## **15.5 Inspection of Books of Account by Auditors**

15.5.1 Subject to section 26 of the Act, once at least in every year, the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one (1) or more properly qualified auditor or auditors as soon as possible after the end of each financial year. The auditor is required to audit the accounts for any period within the tenure of its office and to make a report to the Committee.

## **15.6 Inspection of Books of Account by Non-Members**

- 15.6.1 The Committee shall, from time to time, determine whether and to what extent and under what conditions or regulations the accounting and other records of the Association or any of them may be open to inspection of non-Members of the Association.

## **15.7 Money in Excess of the Association**

- 15.7.1 The Treasurer may hold a petty cash advance not exceeding RM500 at any time. All money in excess of this sum shall, within seven (7) days of receipt, be deposited in an account opened with a licensed financial institution approved by the Committee.

## **15.8 Expenditure of the Association**

- 15.8.1 15.8.1 Expenditure exceeding RM5,000 shall not be incurred at any one (1) time without prior sanction of the Committee, and no expenditure exceeding the annual budget for the relevant year approved at the General Meeting by RM5,000 at any one (1) time shall be incurred without prior sanction from the General Meeting. Any expenditure not exceeding RM5,000 at any one (1) time shall be approved by any two (2) Committee members, one of whom must be:

- (a) the Chairman; or
- (b) the Vice-Chairman; or
- (c) the Treasurer.

## **15.9 Internal Audit**

- 15.9.1 The Committee shall maintain an independent audit function to report on the adequacy, effectiveness and efficiency of the management, operations, risk managements and internal control. The internal audit function shall-

- (a) follow clearly defined terms of the internal audit framework which set out the scope, objectives, approach and reporting requirements;
- (b) adequately plan, control and record all audit work performed, and record the findings, conclusions and recommendations; and
- (c) report to the General Meeting on all matters highlighted in the audit report, which should be resolved satisfactorily in a timely manner.

## **16. NOTICES**

## **16.1 Members' Addresses**

16.1.1 Every Member shall register with the Association an address either in Malaysia or elsewhere to which notices can be sent. Every Member shall notify the Secretary in writing of any change of its registered address. If any Member shall fail to register an address or to give notice of any change of its address in accordance with this Rule, notice may be given to such Member by sending the same in any of the manner hereinafter mentioned to its last known place of business if there be none, by posting the same for three (3) days at the registered office of the Association.

## **16.2 Giving Notice**

16.2.1 A notice may be given by hand delivery, courier, prepaid letter (airmail in the case of a registered address outside Malaysia), cable, telex, facsimile message or electronic mail.

## **16.3 Time of Service of Notice**

16.3.1 A notice delivered to the registered address by hand or courier shall be deemed to have been served at the time of delivery.

16.3.2 A notice sent by prepaid letter to an address in Malaysia shall be deemed to have been served on the day following its posting.

16.3.3 A notice sent by prepaid airmail letter to an address outside Malaysia shall be deemed to have been served on the fifth (5<sup>th</sup>) day following its posting.

16.3.4 A notice sent by cable shall be deemed to have been served on the day following the dispatch of the cable.

16.3.5 A notice sent by telex or facsimile shall be deemed to have been served at the time of sending provided that the outgoing telex or facsimile shows its receipt of the notice through the automatic response of the addressee's telex or facsimile machine, except that if a telex or facsimile notice is sent on a day which is not a business day in the country of the addressee it shall be deemed received on the next day after sending which is a business day.

16.3.6 A notice sent by electronic mail shall be received upon the sender's receipt of an acknowledgement from the intended recipient (such as by the "return receipt requested" function, as available, return e-mail or other written acknowledgement), provided that if such notice or other communication is not sent during the normal business hours of the recipient, such notice or communication shall be deemed to have been sent at the opening of business on the next business day for the recipient.

- 16.3.7 In the case of a notice sent by prepaid letter, in proving service thereof, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and stamped and was deposited in a post box or at the post office.

#### **16.4 Counting of Days' Notice**

- 16.4.1 Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, but the day upon which such notice will expire shall not, be included in counting such manner of days or other period. The signature to any notice to be given by the Association may be written or printed.

#### **16.5 Accidental Omission to Give Notice**

- 16.5.1 The accidental omission to give notice of a meeting or to send any other document to or the non-receipt of such notice or other document by any Member entitled to receive such notice or document shall not invalidate any resolution passed or the proceedings at any meeting.

#### **16.6 Entitlement to Receive Notices**

- 16.6.1 Every Member, Committee member and auditor for the time being of the Association shall be entitled to receive one (1) copy of every general notice, newsletter or bulletin issued by the Association.

### **17. DISSOLUTION**

#### **17.1 Dissolution of Association**

- 17.1.1 The Association may be dissolved at any time by a resolution of a General Meeting of the Association and passed by a majority of Three-Fourths ( $\frac{3}{4}$ ) of the Ordinary Members present through its corporate representative(s) or through its proxy present and voting.

#### **17.2 Discharge of Liabilities**

- 17.2.1 Liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds disposed in such manner as may be decided by the Association at General Meeting.

#### **17.3 Appropriation of Assets**

- 17.3.1 Upon the dissolution of the Association there shall remain, after the satisfaction of all its debts and liabilities, any property or assets, such surplus, property or assets may be disposed in such manner as may be decided by the Association at General Meeting.

**17.4 Effective Date of Dissolution**

17.4.1 The dissolution of the Association approved under Rule 17.1 shall takes effect on the approval of the same by the Registrar.

**17.5 Filing of Dissolution with Registrar**

17.5.1 The dissolution of the Association shall be filed with the Registrar within fifty (50) days of the resolution being passed by the Association at General Meeting.

(Raymond Chee Kin Tang)

(Gerald Michael Ambrose)

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**CHAIRMAN**

**DATE 26 March 2013**

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**Vice Chairman**

**DATE 26 March 2013**