



Network Malaysia

CONSTITUTION OF

JARINGAN GLOBAL COMPACT MALAYSIA

(GLOBAL COMPACT NETWORK MALAYSIA (GCMY))

Article 1. Name

The name of the Society shall be "JARINGAN GLOBAL COMPACT MALAYSIA (Global Compact Network Malaysia (GCMY))" (hereinafter referred to as "the Society").

Article 2. Registered Office

The registered office and the place of business of the Society shall be A-30-8, Tower A, Menara UOA Bangsar, No.5, Jalan Bangsar Utama 1, 59000 Kuala Lumpur. The registered office and place of business of the Society cannot be changed except with the prior approval of the Register of Societies.

Article 3. Logo

The Society's logo comprised four unique elements: (1) the wording, "UN Global Compact" (2) The "globe" symbol and (3) a customized version of the United Nations olive branches below the globe; and (4) the clear space in the area surrounding the logo.



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The clear space surrounding the logo should be equal to at least 100% of the globe's height and width. The font of the wording is Flama for "The Global Compact".

Each of the Society's logos must be treated as a unique element and resized proportionally. The reproduction of the logos should be generated from high quality artwork.

The logos may be reproduced in colour or in black and white. The preferred colour is as follows in colour reproduction systems:

- Pantone®: 540U
- CMYK: C:100, M:60, Y:40, K:20
- RGB: R:0, G:84, B:110

In all materials on which the Society's logos is used, they must appear in isolation, uncluttered by competing images. The logo should appear horizontally. The logo should not be used as part of a sentence or word phrase or associated with any non-related symbols or graphical elements.

Article 4. Objects

- (i) The Society shall provide a platform for Malaysian businesses to engage with stakeholders from public sector and civil society, as well as international agencies especially of the United Nations, to advance principles on human rights, labor standards, environment and anti-corruption, and the UN Sustainable Development Goals (SDGs).
- (ii) The Society shall undertake research and organize workshops, seminars and events to promote the objects of the Society.



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- (iii) The Society shall publish journals, magazines, newsletters, information and research papers or other documents to create awareness and for the promotion of the objects of the Society.

Article 5. Powers

Subject to the provisions of the Constitution, the Society may:

- (i) Receive and administer funds to contribute to its objects.
- (ii) Receive and grant donations and funds to local or national institutions or organizations approved by the Director General of Inland Revenue and the Director General of Welfare.
- (iii) Raise funds and collect goods for the promotion of its objects, to receive money by way of contribution, donation, affiliation fees, legacies, requests, grants, funds and gifts as may from time to time be deemed to be expedient for the purposes of procuring contribution to the funds of the Society, and when necessary to seek prior approval from the Registrar of Societies.
- (iv) Receive and accept any gifts whether movable or pecuniary or gifts of properties of any descriptions and whether or not subject to any trust for the purposes of the Society.
- (v) Takes such steps by personal appeals only or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Society in the form of donations, grants, loans, legacies, subscriptions or otherwise.
- (vi) Purchase, take on lease or exchange or otherwise acquire any movable or immovable property and any rights therein and to sell or otherwise dispose of the same.



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- (vii) Construct, improve, maintain and develop or otherwise manage any buildings for the purposes of the Society.
- (viii) Let or lease or on hire the whole or any part of the movable property as the Committee shall determine.
- (ix) Borrow or raise money and to secure the repayment thereof in any way and in particular by charging all or any of the Society's properties.
- (x) Purchase, acquire, hold and sell shares, stocks, debentures stocks, bonds, obligations, and securities issued or guaranteed by the Malaysian Government, State Government or public body or authority provided that the Society shall not develop or turn into account any interest in such properties for commercial purposes.
- (xi) Sell, dispose of, or transfer any property and undertaking of the Society or any thereof, for any consideration that the Society may see fit to accept.
- (xii) Accept stock or share, mortgage debentures or other securities of any company in payment or payment for any services rendered or for any sale made to or debt owing from any such company.
- (xiii) Draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instruments.
- (xiv) Invest in Malaysia the moneys of the Society not immediately required in such manner as from time to time may be determined, provided that the Society shall not invest in or incorporate any subsidiary company.
- (xv) Engage and appoint and pay such officers, clerks, agents, servants or persons to perform such duties or services for the proper administration and management of the Society and to remove and suspend the same.



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- (xvi) Pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of the Society and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law.
- (xvii) Borrow and raise money in such manner as the Society may think fit.
- (xviii) Do all or any of the matters hereby authorized in any part of Malaysia either alone or in conjunction with, or as trustees or agents, for any company Society or person, and by or through trustee or agents.

Article 6. Income and Property

- (i) The income and property of the Society whenever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution of the Society and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Society provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer or servant of the Society in return for any professional services to the Society nor prevent the payment of interest at the current bank rate on any loan advanced by members of the Society to promote, the object thereof or reasonable and proper rent for premises demised or let by any member of the Society; but so that no member of the Board shall be appointed to any salaried office of the Society paid by fees, and that no remuneration or the benefit in money's worth shall be given by the Society to any member of the Board except repayment of out-of-pocket expenses of the Society as aforesaid.



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- (ii) The Society shall apply at least 70% of all income and donations received or whatever percentage approved by the Director General of Inland Revenue for non-commercial purposes and solely towards the promotion of the objects of the Society as set forth in this Constitution of the Society, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise however by way of profit, to the members of the Society provided that nothing herein shall prevent the payment, in good faith of the remuneration to any officer or servants of the Society.
- (iii) No member of the Committee shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of the committee except repayment of out-of-pocket expenses.
- (iv) Every Committee member of the Society undertakes to contribute to the assets of the Society in the event of the Society being wound up during the time that he/she is a member or within one year after he/she ceased to be a member for payment of debts and liabilities of the Society contracted before the and for the adjustment, of rights of the contributories amongst themselves, such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00).

Article 7. Patrons & Advisors

The Committee may appoint persons of higher rank and distinction to be the Patrons of the Society, or on an Advisory Board, provided prior consent in writing is obtained.



Article 8. Membership

- (i) The Membership of the Society shall be limited to public, private and civil society organisations aiming to promote the objectives of the Society, and as may be approved by the Committee.
- (ii) The members of the Society shall be the subscribers to the Constitution of the Society who shall be admitted to membership in accordance with the articles and shall be entered in the Register of Members accordingly and shall be a member thereof. The associate members hereinafter mentioned shall also be deemed to be members of the Society.
- (iii) Membership of the Society shall comprise the following classes:
 - a. Ordinary Member: Membership of this class shall be open to any private sector (i.e. business) entity approved pursuant to Article 8(i). An Ordinary Member shall be entitled to one vote at any general meetings of the Society.
 - b. Associate Member: Membership of this class shall be open to any entity from public sector or civil society (i.e. not from private sector) approved pursuant to Article 8(i). An Associate Member shall not be entitled to vote at any general meetings of the Society, shall not hold any posts in the Committee but shall be eligible to be a member of any Sub-Committee provided prior approval has been obtained from the Committee, and may not enjoy the full benefits accorded to Ordinary Members.



Article 9. Admission To Membership

No organization shall be admitted to membership unless it shall first have submitted to the Society an application for membership. Every application for membership shall be in writing containing such particulars as the Committee may from time to time prescribe. Admission to membership by an organization to the Society shall be at the sole discretion of the Committee and the Committee may reject any application for membership without assigning any reason thereof. Membership of the UN Global Compact Network Malaysia requires an Annual Fee based on the size of your organisation. Fees must be submitted at the time of application which will be fully refunded if your application is unsuccessful. A non-refundable processing fee of RM200 is payable for every application.

Article 10. Annual Fees

Membership of the UN Global Compact Network Malaysia requires an Annual Fee based on the size of your organisation. Fees must be submitted at the time of application which will be fully refunded if your application is unsuccessful. A non-refundable processing fee of RM200 is payable for every application.

	Participant	Signatory
<i>What do you get....?</i>	This tier is for leaders, but also learners, to accelerate sustainability efforts and scale up impact globally.	This tier is preferred by companies focusing their sustainability efforts in Malaysia and ASEAN.
Access to specific Malaysia and ASEAN resources and activities	Full	Full
Support from GCMY to engage with the Government and UN in Malaysia and ASEAN	Full	Full
Access to UNGC resources and activities	Full	Basic
Access to UNGC digital platform and tools	Full	Basic

To be either a Participant or a Signatory to the GC in Malaysia businesses and organisations are required to join the GC Network Malaysia and pay an annual membership fee (based on their annual gross revenue/sales).



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		Participant	Signatory
Company revenue tiers by annual gross sales/revenue	>RM 20 billion	RM 100,000	RM 50,000
	RM 4 - 20 billion	RM 75,000	RM 35,000
	RM 1 - 4 billion	RM 50,000	RM 25,000
	RM 200 million – 1 billion	RM 20,000	RM 15,000
	RM 100 – 200 million	RM 10,000	RM 5,000
	<RM 100 million	RM 5,000	RM 2,000

Notes:

1. All Signatories and Participants to the Global Compact in or operating from Malaysia join Jaringan Global Compact Malaysia (Global Compact Network Malaysia), registered under the Akta Pertubuhan 1966 (Peraturan-Peraturan Pertubuhan 1984) (Societies Act), No. PPM-006-10-18032011.
 2. All membership and other fees in support of Global Compact activities in Malaysia are invoiced and collected in Malaysia by Global Compact Network Malaysia
- (i) Annual Fees referred in Article 10(i) shall be due and payable in advance upon joining or renewal, and applicable to the period of one calendar year immediately following the date of joining or renewal.
 - (ii) Any Ordinary or Associate Member failing to pay the annual fees due within 30 days of the date of renewal shall cease to be a member unless reinstated by the Committee.



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- (iii) The Society shall have the power to reduce, increase or vary the fees as may be decided at any General Meeting by a majority of three quarters of the members present and voting in person.

Article 11. Cessation Of Membership

- (i) A Member shall cease to be a member of the Society and the organization's name shall be removed from the Register of Members in any one of the following events:
 - a. If the organization gives one (1) month's notice in writing to the Society to cease its membership.
 - b. If the organization shall be adjudged bankrupt or make any composition or arrangement with its creditors.
 - c. If the organization is convicted or indicted of any criminal offences.
 - d. If the organization ceases to be a member under Article 10(iii) or is expelled under Article 12.
- (ii) The decision of the Committee as to whether any Member, has come within the provision of this article shall be final and binding on any such Member.
- (iii) An organization so ceasing to be a Member shall forfeit all the rights and privileges of a Member in respect of the Society and the organization shall continue to be liable for any liabilities and obligations to the Society undertaken or incurred while the organization was a member, whether liquidated or continuing.



Article 12. Expulsion Of Members

- (i) There shall be a Disciplinary Committee consisting of a Chairman and two (2) other Members, who shall be elected at the Annual General Meeting.
- (ii) It shall be the function of the Disciplinary Committee:
 - a. To make the investigations and inquiries referred to in Article 12 (iv); and
 - b. To make a determination and when appropriate, censure, suspend or expel the Member concerned.
- (iii) The Disciplinary Committee may subject to Article 12(iv) expel from the Society or suspend the membership or impose a censure on any Member whose conduct in or out of the Society is in its opinion injurious to the interest of the Society or renders the Member unfit to associate with Members of the Society.
- (iv) The conduct of the Member complained of shall be investigated and inquired into by the Disciplinary Committee and the Member shall be given full opportunity to defend himself at the inquiry.
- (v) Any Member expelled or suspended pursuant to Article 12(iii) shall, within fourteen (14) days of the decision being communicated to him in writing may appeal in writing to the Committee against the said decision. The Committee shall consider the appeal and decide either to confirm the decision of the Disciplinary Committee or to make such other decision as it deems fit. Any Member whose expulsion is not rescinded by the Committee shall with the support of at least ten (10) Ordinary Members of the Society in writing, have the right to require the Committee to convene an Annual General Meeting of the Society and the Committee shall within fourteen (14) days of receipt of such requisition convene such meetings. The convened meeting shall be called to order only if 50% of the Members who requisitioned the meeting are present at the meeting.



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- (vi) The only business at such meeting shall be to consider the expulsion.
- (vii) If deemed by five (5) or more Ordinary Members present, the voting at the meeting shall be by ballot.
- (viii) A Member who has been expelled under Article 12(iii) and whose expulsion has not been rescinded shall not be entitled to any refund of fees paid under Article 10(i).

Article 13. General Meeting

- (i) The Annual General Meeting of the Society shall be held in the month of April in each year or soon thereafter, but not later than June, for the following purposes:
 - a. To receive and, if approved, pass the Accounts for the year ended 31 December last preceding and to receive the Report of the Committee on the affairs of the Society.
 - b. To elect, the President, three (3) Vice Presidents, Secretary, Treasurer and three (3) Ordinary Members.
 - c. To elect External Auditors and fix their remuneration.
 - d. To transact any other business of which due notice shall have been given.
- (ii) All General Meeting other than Annual General Meetings shall be called Extraordinary General Meetings.



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- (iii) The Committee may convene any Extraordinary General Meeting of the Society whenever it deem it necessary to do so or shall do so upon the receipt of a written requisition signed on behalf by not less than one third (1/3) members of the Society stating the reason for convening such meeting.
- (iv) If within 21 days of receipt of such requisition, the Committee does not proceed to begin the process of holding a meeting, those requisitioning a meeting may themselves convene the meeting.
- (v) At every general meeting, one half of the Ordinary Members personally present shall form a quorum.

Article 14. General Meetings

- (i) Notice of every General Meeting, specifying the business to be dealt with, shall, not less than thirty (30) days before the date of the meeting be displayed at a prominent place or places in the Society and a copy thereof shall within the like period be sent by post to all members of the Society to their last known address of place of business.
- (ii) Such notice shall be accompanied by:
 - a. Any motion or resolution of which due notice has been given; and
 - b. In the case of any Annual General Meeting:
 - A copy of the duly Audited Statement of Accounts and Balance Sheet of the preceding year; and
 - A copy of the Annual Report of the Committee.



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- (iii) No motion or resolution shall be brought at any General Meeting unless written notification of its term has been given to the Secretary not less than two weeks (14 days) before the date of the Meeting. Provided that at an Annual General Meeting, any Member with the consent of the President address the Meeting on any matter concerning the Society.

Article 15. Procedures of General Meetings

- (i) Nominations for Committee shall be given by Ordinary Members to the Secretary not later than fourteen (14) days before the General Meeting. Nominations must be duly proposed and seconded by Ordinary Members or Committee Members with the written consent of the nominee. Seven (7) clear days notice shall be given by the Secretary to the Ordinary Members and the Committee Members of any name which is submitted by an Ordinary Member or a Committee Member for election to the Committee. All Committee Members shall be full-time employees or duly accredited representatives of the Ordinary Members they represent on the Committee.
- (ii) At all General Meetings, Ordinary Members shall be entitled to be represented by one delegate and each delegate shall have one vote.
- (iii) A delegate shall be personally appointed and duly accredited in writing by that Ordinary Member and the delegate must be a full-time employee of the Ordinary Member. The name of the delegate shall be served in writing by the Secretary at least seven (7) days before any General Meeting.
- (iv) Each Committee Member and delegate present in person shall have one (1) vote.



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- (v) All business transacted at an Extraordinary General Meeting or at Annual General Meeting shall be special, with the exception of the consideration of the Accounts, Balance Sheet, and the Report of the Members of the Committee and Auditors, the election of members of the Committee in the place of those retiring and the appointment of, and fixing of the remuneration of the Auditors.
- (vi) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (vii) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by the requisition of Ordinary Members, shall be dissolved; in any other case it shall stand adjourned to the same day for half an hour, at the same place, and if at the quorum is not met again, the Ordinary Members present shall constitute a quorum.
- (viii) The Chairperson may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned, for more than fourteen (14) days, notice in writing of the adjourned meeting shall be sent as soon as possible to all members.
- (ix) All motions at the General Meeting shall be decided by a majority vote. In the case of equality of votes, the Chairperson shall have a casting vote.



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- (x) A declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or any entry to that effect in the Minutes of a General Meeting shall be conclusive evidence of the fact without proof of the number or proportion of votes in favor or against that resolution.
- (xi) The President of the Committee shall preside as Chairperson at every General Meeting of the Association, or in his/her absence, a Vice-President. If at any meeting, the President or a Vice-President are not present within fifteen (15) minutes after the time appointed for holding of the meeting, or is unwilling to act as Chairperson, the Ordinary Members present shall choose one of their number to be the Chairperson of the meeting.
- (xii) At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - a. by the Chairperson; or
 - b. by at least three (3) Ordinary Members present in person.
- (xix) Unless a poll be so demanded a declaration by the Chairperson that resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of against such resolution. The demand for a poll may be withdrawn.

Article 16. Committee

- (i) Only an individual who is an employee of the Ordinary Member shall be eligible to hold office as elected and/or appointed Committee member.
- (ii) The management of the Society shall be vested in a Committee comprising of not more than eleven (11) members holding the posts of a President, three (3) Vice Presidents, a Secretary, a Treasurer and three (3) Ordinary Members.
- (iii) The President so elected represents the Society and is the 'Network Representative'. The President shall appoint a 'Contact Point' for the Society.
- (iv) The President or his/her appointed representative shall represent the Society at all local, regional and international meetings.
- (v) Each Committee Member so elected at the first General Meeting shall hold office for two (2) years. A retiring Committee Member shall be eligible for re-election.
- (vi) The Committee Members shall be elected at the Annual General meeting of the Society save for Committee Members appointed under Article 18 (x) hereof.
- (vii) The members of the Committee shall hold office for a maximum of three (3) consecutive terms for two (2) years each but these members may be re-elected after a lapse of one (1) term except where such members are unanimously appointed by Ordinary Members at the Annual General Meetings of the Society.
- (viii) Any vacancy occurring in the Committee may be filled by the members thereof who may act notwithstanding any vacancy in their body. If the post of President becomes vacant it shall be filled by a Vice-President.



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- (ix) Any person appointed to fill any vacancy or post shall retire at the next Annual General Meeting of the Society.
- (x) The Committee may at any time appoint up to two (2) additional members who shall be employees of the Ordinary Member to the Committee. Any Committee Members so appointed shall retire at the next Annual General Meeting of the Society following this appointment but shall be considered a Committee Member at such General Meeting. Such a retiring Committee Member shall be eligible for election at any General Meeting or for re-appointment under this Article.
- (xi) The Committee shall meet at least once a month. At any such meeting, five (5) members shall form a quorum. Quorum for any meeting of working sub-committees appointed by the Committee shall be three (3).
- (xii) A member of the Committee shall not vote in respect of any contract in which he/she has an interest in or any matter arising therefrom.

Article 17. Borrowing Powers

The Committee may exercise all powers of the Society to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the Society.



Article 18. Committee Powers and Duties

- (i) The supreme authority of the Society shall be vested in the Society in general meetings except where otherwise provided in the Constitution and the instruments therefore, the business of the Society shall be managed by the Committee, who may pay all the expenses incurred in promoting and registering the Society and may exercise all such powers of the Society as are not, by the Act or these articles, required to be exercise by the Society in General Meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Society in General Meeting; but no regulation made by the Society in General Meeting shall invalidate any prior act of the Committee which would have been valid if that regulation had not been made.
- (ii) The Committee may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Society for such purpose and such powers, authorities and discretions (not exceeding those vested in or exercisable by the Committee under these articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit.
- (iii) All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to the Society shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Committee shall from time to time by resolution determine.

Article 19. Minutes Of Meetings

The Committee shall cause minutes to be made in books provided for the purpose:

- (i) Of all appointment of officers made by the Committee;
- (ii) The names of all the members of the Committee present at each meeting of the Committee or Sub-Committee of the Committee;
- (iii) Of all resolutions and proceedings at all meetings of the Society, and of the Committee or Sub-Committee of the Committee and every member of the Committee present at any meeting of the Committee or Sub-Committee of Committee shall sign his/her name in a book to be kept for that purpose.

Article 20. Disqualification of Committee Members

The office of the members of the Committee shall be vacated if the member of the Committee:

- a. Holds any office of profit under the Society;
- b. Becomes bankrupt or makes any arrangement or compromise with his/her creditors generally;
- c. Becomes prohibited or disqualified from being a member of the Committee under any provisions of the Act;
- d. Becomes of unsound mind;
- e. Resign their office by notice in writing to the Society;
- f. If they cease to be an employee of the Ordinary Member;
- g. If the Ordinary Member in which they are employed resigns and/or is expelled from the Society;



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- h. If they or the organization/firm of which they are an employee is convicted of an indictable offence;
- i. Is removed by ordinary resolution of the Society;
- j. Is absent from three (3) consecutive meetings of the Committee held during that period without permission of the Committee;
- k. Is directly or indirectly interested in any contract with the Society and fails to declare the nature of their interest.

Article 21. Accounts

- (i) The Committee shall keep proper books of accounts with respect to:
 - a. all sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place;
 - b. all sales and purchases of goods by the Society ; and
 - c. the assets and liabilities of the Society.
- (ii) The books of account shall be kept at the registered office of the Society or at such other place or places as the Committee think fit and shall always be open to the inspection of the members of the Committee.
- (iii) The Committee shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Committee.
- (iv) The Committee shall from time to time cause to be prepared and to be laid before the Society in the general meeting such profit and loss accounts, balance sheets and any other reports as the Committee think fit.



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- (v) A copy of every balance sheet which is to be laid before the Society in general meeting, together with a copy of the auditor's report, shall not less than twenty-one (21) days before the date of the meeting be sent to every member of, and every holder of debentures of, the Society.
- (vi) The financial year of the Society shall commence on the 1st January and end on the 31st December every year.

Article 22. Audit

An external auditor, licensed by the Ministry of Finance, shall be appointed at a general meeting to conduct an audit of the books and accounts of the Association.

Article 23. Notices

- (i) Any notice may be given by the Society to any member either personally or by sending to them or to their registered or electronic address or to the address, if any, within Malaysia supplied by them to the Society for the giving of notice. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice in the ordinary course of post.
- (ii) Notices of every general meeting shall be given in any manner herein after authorized to:
 - a. every member except those members who have not supplied to the Society an address within Malaysia for the giving of notices to them, and
 - b. the auditors for the time being of the Society.
- (iii) No other person shall be entitled to receive notices of general meetings.



Article 24. Indemnity of Committee Members

- (i) Any persons who may be or from time to time a member of the Committee or Sub-Committee of the Society shall be entitled to be indemnified out of the assets of the Society against all obligations and liabilities incurred as a result or by virtue of such committee or sub-committee, provided he/she has acted in good faith in the exercise of any power or in the performance of any duty for the Society.
- (ii) No member of the Committee or Sub-Committee shall use the name of the Society or his/her position in the Society for his/her business or personal gain. Whenever a conflict of interests situation arises, the person involved shall immediately declare his/her interest and not be involved in any deliberations or decisions in respect of thereof.

Article 25. Trustees

Immovable properties belonging to the Society and other securities so purchased shall be in the name of the Society which shall not convey, transfer or charge any or all of the said properties unless it has the approval of its members by way of a resolution passed by a majority of at least three fourth (3/4) of the votes of the members present and voting.

Article 26. Alteration of Constitution

- (i) The articles may from time to time be rescinded, added to, amended or otherwise altered by a resolution of not less than three fourths (3/4) of the Ordinary Members present at a general meeting.



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- (ii) No resolution to rescind, add to, amend or otherwise to alter the articles shall be brought before or moved at a general meeting unless it has had the support of not less than two thirds (2/3) of the Committee:
 - (a) Provided that such a resolution, which does not have such support shall, if requisitioned by not less than 10 Ordinary Members be included by the Committee in the agenda for the next general meeting.
- (iii) All alterations to this Article shall be referred, pursuant to Section 11 of the Society's Act 1966, to the Registrar of Society, within sixty (60) after they have been made.

Article 27. No Gaming or Politics

Gambling of any kind and the playing of cards or mahjong whether for stakes or otherwise is prohibited. The Society shall not make any statements or cast any opinions on political matters and affairs.

Article 28. By-Laws

The Committee may make, alter or repeal by-laws not inconsistent with the provisions of the Constitution. Any by-laws so made in any alteration or repeal shall be confirmed at the next or subsequent Committee meeting. Upon such confirmation the by-law alteration or repeal shall be binding on all members.

Article 29. Dissolution

- (i) The Society shall not be dissolved except by a resolution passed at a general meeting convened for such purpose by a majority of not less than three fourth (3/4) of all members eligible to vote at general meeting at Article 27.



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- (ii) In the event of the Society being dissolved, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged or shall be given or transferred to some other body or association having similar objects to the objects of the Society and approved by the General Director of Inland Revenue and the General Director of Welfare.
- (iii) The notice of the dissolution of the Society pursuant to Article 30 shall be sent to the Registrar of Societies within fourteen (14) days of the general meeting.

Article 30. Disputes

Any dispute between a member and the Association, or with any other member of the Society, shall be resolved amicably in the first instance through mediation or alternate dispute resolutions and if amicably resolved at this stage, the matter shall be deemed fully settled with no further recourse. If mediation fails, then such dispute shall be referred to an Arbitration Tribunal within Malaysia where an Arbitrator(s) are appointed with the consent of the parties concerned.

Article 31. Interpretation

- (i) The Committee shall be the sole authority to interpret these Articles and the By-Laws including in respect to any questions or facts arising thereof; and the decision of the Committee thereon shall be final and binding on all members, except that at any General Meeting, and where the Chairman is the President, then he/she shall be the sole authority in respect of any such question that arises in the cause of such a meeting.



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- (ii) The Committee shall have full power to determine upon a question or to act on any matter with respect to which no provision has been made in these Articles or the By-Laws; and the decision of the Committee thereon shall be final.
- (iii) Every member of the Association shall be bound by these Articles and the By-Laws and shall be deemed to have full notice thereof whether or not he/she has obtained or been supplied with a copy thereof.

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