

CONSTITUTION

MALAYSIA-CHINA CHAMBER OF COMMERCE

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CLAUSE 1 NAME

1. **The Association shall be known as**
DEWAN PERDAGANGAN MALAYSIA-CHINA (MALAYSIA-CHINA
CHAMBER OF COMMERCE)
Hereinafter referred to as "*the Association*".
2. **Level : Kebangsaan**

CLAUSE 2 ADDRESS

1. **The registered address is**

NO.8-2, JALAN METRO PUDU, FRASER BUSINESS PARK, OFF JALAN
YEW, 55100 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR

or at such other place as may from time to time be decided by the
Committee; and the postal address is

NO.8-2, JALAN METRO PUDU, FRASER BUSINESS PARK, OFF JALAN
YEW, 55100 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR
2. **The registered and postal addresses shall not be changed without the prior
approval of the Registrar of Societies.**

CLAUSE 3 AIMS AND OBJECTIVES

1. Objectives of the Association:

- (1) To promote interaction, cooperation and development in trade and other industrial and commercial fields between Malaysia and The People's Republic of China (hereinafter shall be called "*China*");
- (2) To provide members with information pertaining to economic relations, bilateral trade and other industrial and commercial activities between Malaysia and China;
- (3) To provide members with a platform for exchanging information pertaining to industry, commerce, finance and trade with a view to fostering and developing mutual business cooperation amongst them;
- (4) To protect and safeguard the legitimate rights and interests of the members and to provide consultation to members where necessary;
- (5) To promote a healthy business culture and to foster a prosperous, harmonious and progressive society.

CLAUSE 4 MEMBERSHIP

1. Categories of Membership

- (1) Membership of the Association shall be divided into five (5) categories:
 - (a) Life members;
 - (b) Ordinary members;
 - (c) Associate life members;
 - (d) Associate ordinary members; and
 - (e) Honorary members.

- (2) Subject to having fulfilled all the requirements stipulated in Clause 4.2 herein, any applicant whose application for admission in accordance with Clause 4.3 herein has been duly approved by the National Council (hereinafter referred to as “*National Council*”), shall become a Life Member (hereinafter referred to as “*Life Member*”) after settling the admission fee stipulated under Clause 6.1(1) herein.
- (3) Subject to having fulfilled all the requirements stipulated in Clause 4.2 herein, any applicant whose application for admission in accordance with Clause 4.3 herein has been duly approved by the National Council, shall become an Ordinary Member (hereinafter referred to as “*Ordinary Member*”) after settling the admission fee stipulated under Clause 6.1(2) herein.
- (4) Subject to having fulfilled some of the requisite requirements stipulated in Clause 4.2 herein, any applicant who is willing to abide by this Constitution as amended from time to time and agrees and undertakes to observe all the rules, regulations, by-laws and conditions made hereunder and all resolutions and decisions made by the National General Assembly (hereinafter referred to as “*National General Assembly*”), National Council and or other competent authorities of the Association, and whose application for admission in accordance with Clause 4.3 herein has been duly approved by the National Council, shall become an Associate Life Member (hereinafter referred to as “*Associate Life Member*”) after settling the admission fee stipulated under Clause 6.1(1) herein.
- (5) Subject to having fulfilled some of the requisite requirements stipulated in Clause 4.2 herein, any applicant who is willing to abide by this Constitution as amended from time to time and agrees and undertakes to observe all the rules, regulations, by-laws and conditions made hereunder and all resolutions and decisions made by the National General Assembly, National Council and or other competent authorities of the Association, and whose application for admission in accordance with Clause 4.3 herein has been duly approved by the National Council, shall become an Associate Ordinary Member (hereinafter referred to as “*Associate Ordinary Member*”) after settling the admission fee stipulated under Clause 6.1(2) herein.

- (6) The National Council may invite individuals who have or could provide meritorious services towards promoting the objects of the Association to become Honorary Members (hereinafter referred to as “*Honorary member*”).
- (7) Save and except the difference in the admission fee and annual subscription fee payable, all life members and ordinary members shall enjoy the same privileges and bear the same obligations as stipulated under Clause 4.4 herein.

2. Membership Eligibility

Any registered trade associations, corporations or firms (which expression wherever appearing in this Constitution shall include sole-proprietorships and partnerships) having been duly registered under the relevant law of Malaysia; or any individual having attained the age of twenty-one (21) years who is or was registered as a member of a professional body regulated by legislation in Malaysia and has not been struck off the register or suspended from practice of that professional body for any period of time; and are engaging or intend to engage himself in commercial activities or professional services between Malaysia and China and are willing to abide by the Constitution of the Association as amended from time to time and agrees and undertakes to observe all the rules, regulations, by-laws and conditions made hereunder and all resolutions and decisions made by the National General Assembly, National Council and or other competent authorities of the Association shall be eligible to apply to become a member;

Provided that notwithstanding the aforesaid, the National Council may if deem fit,

- (1) Admit such registered trade associations, corporations, firms or individuals which do not fulfill all of the above stated qualifications as Associate Life Members or Associate Ordinary Member accordingly in accordance with Clause 4.1(4) and Clause 4.1(5) herein respectively; and
- (2) Invite such suitable persons to be Honorary Members in accordance with Clause 4.1(6) herein.

3. Application

- (1) Any applicant desirous of being admitted as a member of the Association shall complete the prescribed application form duly supported by a nominator and a seconder and submit the same to the secretariat of the Association (hereinafter referred to as "*the Secretariat*") for consideration by the National Council.
- (2) The Secretariat of the Association shall cause the relevant application to be posted on the notice board of the Association for not less than ten (10) clear days. Any existing member who wishes to object to the said application shall do so by submitting a notice in writing to the Secretary General setting out the grounds thereof within the aforesaid period.
- (3) An applicant shall become a member of the Association only upon approval by the National Council of his application and upon payment of the relevant entrance fee and annual subscription or the lump sum subscription as provided under Clause 6.1 hereof to the Association.
- (4) The Council shall have absolute discretion in rejecting any membership application and shall not be required to assign any reason thereto.
- (5) In the case where the applicant is a trade association, a corporation or a firm, the applicant shall nominate a person in the application form to be its authorised representative;

Provided that the representative shall be

- (a) In the case of a trade association, an office bearer; in the case of a corporation, either a shareholder, director or executive; in the case of a partnership, a partner; or the sole proprietor of a sole proprietorship; and
- (b) Save and except in the personal capacity of an individual member, no one shall represent more than three (3) trade associations or corporations or firms or their combination.

4. Obligations of Members

All members of the Association shall have the obligations of

- (1) Assisting the Association in promoting and realizing its objectives;
- (2) Abiding by the Constitution and any rules, regulations, by laws, orders and directives made thereunder and / or derived therefrom and any resolutions passed by the members in the National General Assembly, the National Council and / or all other competent authorities of the Association from time to time;
- (3) Uphold the interest, reputation and positive image of the Association.

5. Rights of Members

- (1) Only Life Members and Ordinary Members as prescribed herein shall have the rights to nominate, second, vote and be nominated and elected to hold any office for which he is entitled to

Provided that no member shall be entitled to exercise any of the above-said rights until the expiry of one (1) year from the date of his admission as a member;

- (2) Save and except sub-clause 5(1) hereof, all categories of members having fulfilled the obligations as stipulated herein shall enjoy the same rights, including
 - (a) to attend, speak and vote at all meetings which he is entitled to attend, speak and vote;
 - (b) to participate in all the activities organized by the Association for the benefit of the members; and
 - (c) to use all the facilities and resources made available for the use of the members.

CLAUSE 5 RESIGNATION & TERMINATION

1. Disciplinary Rules

- (1) Under the following circumstances , the National Council shall have absolute discretion to take whatever disciplinary action it deems fit against the member concerned, including expulsion from the Association, suspension of membership or all or part of the rights of the member concerned:
- (a) When a member refuses or fails to abide by the Constitution and any rules, regulations, by laws, orders and directives made thereunder and / or derived therefrom and any resolutions passed by the members in the National General Assembly, the National Council and / or all other competent authorities of the Association for the time being;
 - (b) When a member by his statement or act causes grave damage or negative impact to the interest or reputation of the Association;

Provided that

- (a) Except in the case of expulsion, in appropriate cases, the National Council shall have the same discretion to resume the rights of the affected member as it deems fit;
- (b) Any decision to expel a member shall be carried out in accordance with the following procedures:-
 - (i) A notice setting out the complaints made against the said member shall be issued to the said member by the Secretary General after due approval by the National Council requiring the said member to furnish a written explanation within fourteen (14) days from the date of notice;
 - (ii) If no written explanation is given by the said member within the stipulated period or the National Council is of the view that the explanation is unsatisfactory, it may in its absolute discretion issue a show cause notice to the said member requiring the said member to appear before the National Council on such time and date (which shall not be less than fourteen (14) days from the date of the show cause notice) and at such venue stipulated in the notice to answer to the complaint stated therein and to

satisfy the National Council as to the reasons the said member shall not be expelled; and

- (iii) If the said member fails to satisfy the National Council by the reasons given or fails to appear at the appointed time and venue, the National Council may by a vote of two-thirds (2/3) majority of the National Council members present and voting in a National Council meeting resolve to expel the member concerned.

- (2) Any member other than Life Members and Associate Life Members, who is in arrears of subscription for a period of three (3) years consecutively, shall ipso facto cease to be a member of the Association.

2. Withdrawal of Membership

Any member desirous of withdrawing from membership shall forthwith settle in full any outstanding subscription and /or donations pledged to the Association and shall notify the National Council of his / her intention in writing. No refund shall be made in respect of any entrance fee, annual subscription paid or any donation made in the event of withdrawal of membership.

CLAUSE 6 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

1. The admission fees and annual subscriptions are:

(1) Life Member and Associate life Member

The admission fees / subscriptions for a Life Member or an Associate Life Member shall be a lump sum of not less than Malaysian Ringgit Three Thousand (RM3,000) only. No annual subscription is payable by a Life Member or an Associate Life Member after his / her admission as a Life Member or Associate Life Member.

(2) Ordinary Member and Associate Ordinary Member

The admission fees for an Ordinary Member or an Associate Ordinary Member shall be Ringgit Three Hundred (RM300) only and the annual subscriptions shall be Ringgit Two Hundred (RM 200) only, which shall be paid before 1st of April each calendar year. Annual membership shall start on 1st January and end on 31st December of each calendar year. For purpose of this succession, any part of a year shall be deemed as a membership year.

(3) Special Subscription

The Association may resolve at a national general assembly to solicit for special subscriptions for a specific course from the members from time to time.

(4) The National Council subject to Clause 20 may amend the amount of admission fees and annual subscription fees payable under this article for the various categories of members,

Provided that the Association shall notify the Registrar of Societies of the changes within fourteen (14) days from the date of such amendments.

CLAUSE 7 DELEGATES MEETING

1. Supreme Authority

The supreme authority of the Association shall be vested in the National General Assembly and all executive functions shall be carried out by the National Council.

2. National General Assembly

- (1) The National General Assembly shall meet at least once annually.
- (2) Two times the number of National Council members shall constitute a quorum for a National General Assembly.
- (3) The Annual General Meeting of the National General Assembly shall be held annually at a date after the 31st of December of each year but on or before 30th of June of the ensuing year or such extension of time not exceeding sixty (60) days thereof as the National Council may deem fit, to transact the following businesses:-
 - (a) To consider and approve the minutes of the National General Assembly held in the preceding year;
 - (b) To consider and approve the annual report presented by the Secretary General of the preceding year ending 31st of December;
 - (c) To consider and approve the annual report and the audited accounts presented by the Treasurer for the preceding year 31st of December;
 - (d) To appoint an Auditor for the ensuing year; and
 - (e) To deliberate and approve, if deemed appropriate, motions and to transact any other businesses for which twenty-eight (28) days written notice has been given to the Secretary General before the meeting and deemed appropriate to be included in the agenda by the National Council; and
 - (f) To elect thirty-three (33) National Council Members through nomination, seconding and balloting processes in accordance with the election rules stipulated by the National Council from time to time in the National General Assembly triennially.

- (4) In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and re-held on the fourteenth (14) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under Clause 7.3 herein. If the same venue is not available for the adjourned assembly, the same may be held at another appropriate venue

Provided that all members shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly.

- (5) The adjourned meeting as provided under sub-clause 2(4) hereof shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed

Provided that no resolution relating to amendment of the Constitution of the Association, dealing and / or encumbering of any real property of the Association shall be passed thereat.

3. Notice of National General Assembly

The notice calling for the Annual National General Assembly specifying the venue, time and date of the proposed Annual National General Assembly together with the agenda, documents pertaining to matters to be dealt with and the annual report and audited statement of accounts for the previous year shall be issued to the members not less than twenty one (21) days before the Annual National General Assembly.

4. Extraordinary National General Assembly

- (1) All National General Assemblies other than the Annual National General Assemblies shall be called Extraordinary National General Assemblies (hereinafter referred to as “*Extraordinary National General Assembly*”).
- (2) An Extraordinary National General Assembly may be held at any time :
- (a) if the National Council resolve to hold an Extraordinary National General Assembly; or
 - (b) if requisitioned in writing by not less than one third (1/3) of the members of the Association,

Provided that

- (i) a requisition made hereunder shall be lodged with the Secretariat and shall contain the names and signatures of the requisitionists together with agenda and reasons thereto;
- (ii) the President shall within seven (7) days from the date of delivery of the requisition to the Secretariat issue an appropriate notice of meeting to all members stating the date, time, venue of the assembly together with the agenda and reasons thereto accordingly;
- (iii) should the notice calling for the Extraordinary National General Assembly not be issued by the President for reason whatsoever within seven (7) days of receipt of the requisition, any three (3) of the named requisitionists may jointly issue the required notice of meeting to the members;
- (iv) the President shall have the right to preside over any assembly convened under Clause 7.4(2)(b) hereof,

Provided that should he refuse or decline to preside the assembly, the assembly can elect from amongst the members present a member to preside over the assembly; and

- (v) no Extraordinary National General Assembly requisitioned under Clause 7.4(2)(b) shall be held thirty (30) days after the date of receipt of the requisition by the Secretariat.

(3) All Extraordinary National General Assemblies, whether called for by the President or the requisitionists, shall be held at the Association's registered principal place of business.

(4) Notice of meeting for all Extraordinary National General Assemblies stating the date, time, venue of the assembly together with the agenda and reasons thereto shall be issued to all members, with another set displayed at the notice board at the Association's principal place of business, not less than fourteen (14) days prior to the date of the assembly,

Provided that the President may shorten the notice period to not less than seven (7) days if he shall be of the opinion that the requisitioned

Extraordinary National General Assembly is one of urgency Provided further that any such shortened notice shall be ratified by a resolution at the assembly convened under the notice.

- (5) The quorum for an Extraordinary National General Assembly shall be the same as that required for an Annual National General Assembly as stipulated in Clause 7.2(2) hereof. Notwithstanding anything herein provided, in the case of an Extraordinary National General Assembly being convened upon requisition as hereinbefore provided, the quorum required shall not be less than the number of members requisitioning the assembly. The Extraordinary National General Assembly shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed. Unless otherwise approved by the National Council, no Extraordinary National General Assembly requisitioned for the same matters shall be allowed within six months thereof;
- (6) Unless otherwise specifically provided for by this Constitution, no resolution shall be passed unless a motion is voted in favour by not less than two-thirds (2/3) of the members present and voting.

5. National General Assemblies and Rights of Members

- (1) Subject to Clause 7.5(3) herein, in both Annual National General Assemblies and Extraordinary National General Assemblies,
 - (a) the rights of all individual members to attend and vote at the assembly shall only be exercised personally;
 - (b) the rights of all trade association, corporate and firm members to attend and vote at the assemblies shall only be exercised by their authorized representatives in accordance with Clause 4.3(5) herein,

Provided that in cases where the same shall wish to replace their authorized representatives or appoint representatives / proxies for a specific assembly in the event the authorized representatives shall be unavailable to attend the assembly, the members shall notify the Secretariat of the Association of the changes in writing and duly deliver the same not less than three (3) working days before the assembly, failing which the

intended new representatives or proxies shall not have the rights to attend and or vote at the assembly.

- (2) Notwithstanding Clause 7.5(1) above and irrespective of whether acting for himself / herself as an individual member or as an official representative of or proxy for a trade association, corporation or firm, no one shall be entitled to exercise more than two voting rights in an election of the Association.
- (3) Members who have not fully settled all subscriptions due and other obligations under Clause 6.1 herein shall have neither voting rights in the Annual National General Assembly and the Extraordinary National General Assembly, nor the right to nominate or second the nomination of any candidates, or be nominated or be elected in any election.

CLAUSE 8 CENTRAL COMMITTEE

1. Functions and Powers of National Council

The National Council is empowered to manage the affairs, the office and the financial matters of the Association. Subject to the articles of this Constitution and the authority and directions of the National General Assembly, the National Council may exercise all powers, and perform all acts and matters which are not expressly empowered to the National General Assembly under this Constitution

Provided that it shall report its activities to the National General Assembly at the earliest opportunity.

2. Composition of the National Council

There shall be a National Council consisting of:

- (1) 33 National Council members elected by the National General Assembly in accordance with the articles of this Constitution;
- (2) The presiding Presidents of all State Administrative Branches;
- (3) The presiding Chairman of the Youth Wing ; and
- (4) Eight additional National Council members appointed in accordance with Clause 8.3(2) and Clause 8.5(1)(c) by the ad hoc National Council consisting of National Council members specified in sub-clause 2(1), (2) and (3) hereof.

3. Eligibility of National Council Members

- (1) Unless otherwise approved by the Registrar of Societies, no one who is not a Malaysian citizen and fulfils all the requirements stipulated under the Societies Act 1966 for the time being shall become a National Council member.

- (2) No one without the desire of assisting the Association in realising its objectives and rendering meritorious services to the Association shall be appointed as National Council members.

4. Tenure of National Council Members

Each National Council shall serve for a tenure of three (3) years. All National Council members shall resign from their positions upon the conclusion of the election for new National Council members held on the third National General Assembly after the National Council they are serving is formed and may offer themselves for re-election.

5. **Forming of National Executive Council, Appointment of National Council Members & Powers Transfer Etc**

- (1) An Ad Hoc National Council consists of the 33 National Council members elected by the National General Assembly in accordance with the Clauses of this Constitution, the presiding Presidents of all the State Administrative Branches and the presiding Chairman of the Youth Wing shall, within fourteen (14) days after the National General Assembly in which the 33 National Council members were elected,
 - (a) Elect amongst themselves the following office bearers of the National Executive Council (hereinafter referred to as “*National Executive Council*”):
 - One (1) President,
 - One (1) First Vice President,
 - Seven (7) Vice Presidents,
 - One (1) Secretary General,
 - One (1) Deputy Secretary General,
 - One (1) Treasurer,
 - One (1) Deputy Treasurer, and a Chairman and a Deputy Chairman for each working committee;
 - (b) Complete the process of transfer of powers and handing over ongoing works between the incumbents and the newly elected National Council. The responsibility of all daily affairs of the Association before the completion of the transfer of powers process shall remain with the incumbent National Executive Council members.

- (c) The National Council may appoint not more than eight (8) additional appointed National Council members; and not more than two (2) additional appointed Vice President within the unexpired tenure of office of the National Council.
- (d) Appoint two (2) Internal Auditors who are not members of the National Council.

6. Disqualification of National Council members and National Executive Council Members

- (1) A person shall ipso facto be disqualified from being or remaining as a National Council member or National Executive Council member of the Association:
 - (a) If he / she has been convicted of any offence under the Societies Act, 1966; or
 - (b) If he / she is an undischarged bankrupt; or
 - (c) if he /she is and has been found or declared to be of unsound mind; or
 - (d) If he / she ceases to be a member or a duly authorised representative of the members of the Association on whose ticket he/she has been elected; or
 - (e) In the case of a Trade Association Member or a Corporate Member or a firm, if the trade association, company or firm which he / she represents has been wound up or has its registration cancelled under the relevant law; or
 - (f) If he /she shall, without acceptable reason, fails to attend National Council meetings four times consecutively.
- (2) The National General Assembly may, at the recommendation of the National Council, resolve that a National Council member or National Executive Council member be removed from his / her office if he / she refuses or is unfit to act, or is incapable of acting; or acts in a manner detrimental or adverse to the interests of the Association .

7. Vacancy in National Council or National Executive Council

- (1) Any vacated office of a National Council member and / or an National Executive Council member occasioned by resignation, death or disqualification shall be filled in the following manner:-

- (a) for a vacancy in the National Council, the National Council may appoint the unsuccessful candidate who secured the highest number of votes in the preceding election for the office as a member of the National Council to fill up the vacancy;
- (b) for a vacancy in the National Executive Council, the National Council may appoint from amongst its members a suitable person to fill the vacancy,

Provided that the person filling the vacancy shall serve only the unexpired term of service of the office vacated as aforesaid.

- (2) The Secretary General shall submit details of all changes in the National Council or National Executive Council to the Registrar of Societies accordingly.

8. National Council Meetings

- (1) The President shall convene the National Council meetings at least once every two (2) months by giving prior written notice to the Council members. The President may call an emergency National Council meeting at any time as he may deem expedient. The National Council members shall attend the National Council meetings personally and no representatives thereof shall be allowed in the meetings.
- (2) Subject to the proviso in sub-clause 8(3) hereof, the notice calling the National Council meeting shall be given not less than seven (7) days prior to the date of the meeting. If a quorum is not present at a National Council meeting, the meeting shall be adjourned to such time, date and place as may be determined by the President. Half (1/2) of the total number of the National Council members shall form a quorum for all meetings of the National Council.
- (3) The President shall on a joint requisition by not less than ten (10) members of the National Council, proceed to convene an emergency National Council meeting as soon as practicable but in any event not later than ten (10) days after the receipt by the Secretariat of the requisition. If the President does not within twenty one (21) days after the date of delivery of the requisition proceed to convene a meeting, the requisitionists may

themselves convene an emergency meeting at the registered address of the Association, but any meeting so convened shall not be held after the expiration of thirty (30) days from the date of deposit of the requisition,

Provided that any requisition under sub-clause 8(3) hereof shall state the objectives of the emergency meeting and shall be signed by the requisitionists and delivered to the Secretariat of the Association and Provided further that not less than three (3) days notice shall be given in respect of any emergency meeting and half ($1/2$) of the number of the Council present (including not less than ten (10) of the requisitionists) shall form a quorum. The meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present at the meeting within thirty (30) minutes from the time appointed.

CLAUSE 9 DUTIES OF OFFICE - BEARERS

1. Working Committees

(1) The Council shall set up the following committees:-

- (a) The General Affairs Committee;
- (b) The Financial Affairs Committee;
- (c) The Trade Fair and Business Development Committee;
- (d) The Public Relations Committee;
- (e) The Commerce Committee;
- (f) The Fiscal and Economic Research Committee;
- (g) Publication Committee;
- (h) The Information Technology Committee; and
- (i) The Legal Committee.

(2) The functions and duties of the various committees are as follows:-

- (a) General Affairs Committee
To supervise the operation of the Association's principal place of business and the Secretariat and to plan, coordinate and oversee generally the activities of the Association in accordance with the Constitution.
- (b) Financial Affairs Committee
To make financial planning and to manage the funds and finance of the Association.
- (c) Trade Fair and Business Development Committee
To plan and organize delegations to participate in trade fairs and business development activities.
- (d) Public Relations Committee
To organize receptions and perform public relations duties.
- (e) Commerce Committee
To plan and coordinate works relating to the organization of trade fairs, business matching and the promotion of commercial activities between Malaysia and the China.
- (f) Fiscal and Economic Research Committee
To conduct research and studies pertaining to domestic and international fiscal and economic issues and to disseminate such findings amongst members by appropriate means.

- (g) Publication Committee
To be responsible for the production of the Association's bulletins and all publication works.
 - (h) Information Technology Committee
To promote the use and application of information technology amongst the members.
 - (i) Legal Committee
To study and advise the Association on legal matters related to the activities of the Association and its members.
- (3) The Chairmen of the various committees shall convene at least three (3) committee meetings every year, by giving prior notice to the committee members who shall attend the committee meetings personally and no representative thereof shall be allowed in the meetings, and periodically submit work reports to the National Council. Two (2) members of the committee present shall form a quorum for all meetings of the committees.
- (4) The Council may from time to time establish specific function committees and such other committees as it may deem necessary and appoint a chairman and a deputy chairman to be in charge of each committee so established.

2. National Executive Council

- (1) The National Executive Council shall be responsible for the execution of all resolutions and directions made by the National General Assembly and the National Council and for the planning and execution of the Association's activities. Subject to Clause 8.5 the National Executive Council members shall consist of the following office bearers:
- (a) The President;
 - (b) The First Vice President;
 - (c) The Nine (9) Vice Presidents;
 - (d) The Secretary General;
 - (e) The Deputy Secretary General;
 - (f) The Treasurer;
 - (g) The Deputy Treasurer;
 - (h) The Chairman of the Youth Wing;

- (i) The Chairman of the Trade Fairs and Business Development Committee;
 - (j) The Deputy Chairman of the Trade Fairs and Business Development Committee;
 - (k) The Chairman of Public Relations Committee;
 - (l) The Deputy Chairman of the Public Relations Committee;
 - (m) The Chairman of the Commerce Committee;
 - (n) The Deputy Chairman of the Commerce Committee;
 - (o) The Chairman of Fiscal & Economic Research Committee;
 - (p) The Deputy Chairman of the Fiscal & Economic Research Committee;
 - (q) The Chairman of the Publication Committee;
 - (r) The Deputy Chairman of the Publication Committee;
 - (s) The Chairman of the Information Technology Committee;
 - (t) The Deputy Chairman of the Information Technology Committee;
 - (u) The Chairman of the Legal Committee; and
 - (v) The Deputy Chairman of the Legal Committee.
- (2) The Secretary General and the Deputy Secretary General shall ex-officio be the Chairman and Deputy Chairman of the General Affairs Committee respectively and the Treasurer and the Deputy Treasurer shall ex-officio be the Chairman and Deputy Chairman of the Financial Planning Committee respectively.
- (3) No person shall serve for more than two (2) consecutive terms as the President or Treasurer of the Association. For the purposes of this sub-clause, any term of office or part thereof served before or after an election shall be deemed as a term.

3. Functions and Duties of National Council Members

- (1) The President shall:
 - (a) Be the official representative of the Association;
 - (b) Lead and supervise the progress of the affairs of the Association;
 - (c) Have the power in the employment and dismissal of any employee of the Association;
 - (d) Have the power to sanction expenditure not exceeding Malaysian Ringgit Ten Thousand (RM10,000) only at any one time;
 - (e) Preside all National General Assemblies, all National Council and all National Executive Council meetings; and
 - (f) Jointly sign cheques with either the Treasurer or the Deputy Treasurer in accordance with Clause 10.1(2) herein.
- (2) The First Vice President shall:
 - (a) Assist the President in attending to the affairs of the Association and shall deputise the President when the latter is absent or on leave of absence.
 - (b) Jointly sign cheques with either the Treasurer or the Deputy Treasurer in accordance with Clause 10.1(2) herein.
- (3) The Vice presidents shall assist the President and the First Vice president in attending to the affairs of the Association .The President shall appoint a Vice President to deputise the President when the President and the First Vice President are absent or on leave of absence,

Provided that the National Council shall be authorized to appoint one of the Vice Presidents to deputise the President in the event that the President and the First Vice President are absent or on leave of absence and are not in a position to appoint a vice president to deputise him in time.

- (4) The Secretary General shall:
 - (a) Lead the General Affairs Committee in planning, coordinating and executing the activities of the Association in accordance with its general objectives, attend to the affairs of the Association, supervise

- the employees and the functioning of the Secretariat in their work, and shall keep an updated register of members of the Association, and
- (b) Exercise the power to sanction expenditure not exceeding Malaysian Ringgit Five Thousand (RM5,000) at any one time.
- (5) The Deputy Secretary General shall assist the Secretary General in dealing with the affairs of the Association, and shall deputise the Secretary General during his absence or while he is on leave of absence.
- (6) The Treasurer shall be responsible for:
- (a) The planning and managing of the financial affairs of the Association;
 - (b) Taking charge of the Association's money, title deeds, accounts and submit monthly statements of income and expenditure to the National Council for approval; and prepare an annual balance sheet and financial statements for the approval of the National Council after it has been duly audited by the appointed auditor and presenting the same to the Annual General Assembly for approval;
 - (c) The submission of the Association's audited annual financial statement to the Registrar of Societies in accordance with the requirements set out in the Societies Act 1966;
 - (d) Ensure that all monies received by the Association are timely deposited into an account in the name of the Association with a bank approved by the National Council;
 - (e) Jointly sign cheques with either the President or the First Vice President in accordance with Clause 10.1(2) herein;
 - (f) Keeping in his custody a sum of cash not exceeding Malaysian Ringgit three thousand (RM 3000) for petty expenses.
- (7) The Deputy Treasurer shall:
- (a) Assist the Treasurer in the performance of his duties and shall deputise the Treasurer during his absence or while he is on leave of absence.
 - (b) Jointly sign cheques with either the President or the First Vice President in accordance with Clause 10.1(2) herein.

- (8) The Chairmen of the various working committees shall:
 - (a) Have the power to recommend suitable persons to the National Council as members of the various committees respectively.
 - (b) Lead their respective committees and endeavour to promote and further the objectives of the committees.
- (9) The Deputy Chairmen of the various committees shall assist the Chairmen of the respective committees in performing the functions of the respective committees and shall deputise their respective Chairman when the Chairman is absent or on leave of absence.
- (10) All members of the National Council shall assist the Association in realising its objectives, enhancing its performance and execute the resolutions and directions of the National General Assembly and the National Council.
- (11) The Internal Auditor shall be responsible for auditing the accounts of the Association and ensure that the same are in compliance with the approved rules and regulations.

CLAUSE 10 FINANCIAL PROVISIONS

1. Financial Matters

- (1) All monies, whether in cash, cheques or other promissory notes, received by the Association shall be deposited into a bank account approved by the National Council in the name of the Association .
- (2) All payment vouchers of the Association shall be subject to the approval of the Secretary General. All cheques drawn on the account of the Association shall be signed jointly by either the President or the First Vice President And either the Treasurer or the Deputy Treasurer.
- (3) The Treasurer may keep in his custody a sum of cash not exceeding Ringgit Malaysia Thousand (RM3,000) at any one time for petty expenses.
- (4) The Treasurer shall annually at the end of each financial year ending 31st December prepare an annual balance sheet and financial statements in accordance with approved accounting procedures and standards and submit the same duly audited by the appointed auditor to the National Council and the Annual General Assembly for approval respectively, with another copy made available at the Association's Principal Place of Business for inspection by the members.

CLAUSE 11 AUDIT

1. External Auditor

- (1) The Association shall appoint a qualified auditor who is not a member of the National Council to be its external auditor annually.
- (2) The external auditor shall be responsible for auditing the full accounts of the previous financial year and presenting the duly audited accounts together with a financial statement to the National General Assembly for its approval.
- (3) The National Council may request the appointed external auditor to submit an interim report when necessary.

CLAUSE 12 PROPERTY ADMINISTRATORS

1. Vesting of Immovable Properties

- (1) Subject to the provisions of this Constitution and sub-clause 1(2) hereof, all immovable properties of the Association shall be registered under the name of the Association and all instruments relating thereto shall be executed by the following three (3) office-bearers, namely the President, the Secretary General and the Treasurer whose identity(ies) are duly authenticated by a certificate of the Registrar of Societies.

- (2) Unless duly authorised by a resolution of three-fourths (3/4) majority of members present and voting at the Annual National General Assembly or Extraordinary National General Assembly, the designated office bearers shall not sell, transfer or mortgage or deal with the properties of the Association in any manner whatsoever.

CLAUSE 13 DISSOLUTION

1. The Association may be dissolved by a resolution of two-thirds majority of the members present and voting at an National General Assembly or Extraordinary National General Assembly attended by not less than three-fourths (3/4) of the entire memberships of the Association.
2. Upon dissolution under sub-clause 1 hereof, the Association shall, after settling all government taxes and lawful debts, donate its entire residual net assets to such charitable organisations and or educational institutions and in such manner as the National General Assembly concerned may decide.
3. The President who presides over the National General Assembly in which the Association is dissolved shall be responsible for issuing a notice thereof enclosing all relevant information to the Registrar of Societies and all relevant organisations of which the Association is a member thereof within twenty-eight (28) days thereof.

CLAUSE 14 ESTABLISHMENT AND DISSOLUTION OF BRANCHES

1. Establishment of State Administrative Branches

- (1) The Association may establish in each state in Malaysia a state administrative branch (hereinafter referred to as “*State Administrative Branch*”) to promote the objectives of the Association.
- (2) Members in the same State in Malaysia, including not less than thirty (30) life members may jointly apply to the National Council to establish a State Administrative Branch.
- (3) Subject to the articles of this Constitution and the rules and regulations made by the National General Assembly and the National Council, the ultimate power in a state administrative branch is vested in the State General Assembly; but all executive functions shall be exercised by the State Council .

2. Dissolution of State Administrative Branches

The National Council may resolve to dissolve any Administrative Branches under any one of the following circumstances:-

- (1) If it fails or neglects to obey by the articles of this Constitution or any rules or regulations made thereunder or any resolutions of the National General Assembly or the National Council;
- (2) If it shall act, either in action or through public statement, contrary to the general stand or position of the National Council, or in the opinion of the National Council, act in a manner likely to be detrimental to the interests or image of the Association.
- (3) If the number of memberships shall drop below Ten (10) for three (3) months consecutively; or
- (4) The State General Assembly resolves by three-fourth majority to dissolve the State Administrative Branch;

Provided that

- (a) Items (1), (2) & (3) above, the resolution dissolving a State Administrative Branch shall have the support of not less than two-thirds (2/3) of the number of National Council members present and voting, and shall have first completed the following process:-
 - (i) A notice setting out the complaints made against the State Administrative Branch shall be issued to the relevant State Administration Branch by the President of the Association after due approval by the Council requiring the said member to furnish a written explanation within fourteen (14) days from the date of notice;
 - (ii) If no written explanation is given by the State Administrative Branch concerned said member within the stipulated period or the National Council is of the view that the explanation given to be unsatisfactory, it may in its absolute discretion issue a show cause notice to the relevant State Administrative Branch requiring all State Executive Council members of the same to appear before the National Council on such time and date (which shall not be less than fourteen (14) days from the date of the show cause notice) and at such venue stipulated in the notice to answer to the complaint stated therein and to satisfy the National Council as to the reasons the relevant State Administrative Branch shall not be dissolved; and
 - (iii) If the State Administrative Branch concerned fails to satisfy the National Council by the reasons given or fails to appear at the appointed time and venue, the National Council may by a vote of two-thirds (2/3) majority of the Council members present and voting in a National Council meeting resolve to dissolve the State Administrative Branch concerned.
- (b) The National Council shall have absolute discretion to take over and deal with the relevant State Administrative Branch office and its assets in any manner it may deem fit upon its dissolution; and

- (c) The National Council shall have absolute discretion, before taking the necessary procedures to dissolve a State Administrative Branch, to request the same to correct or improve on or cease to continue with the matters complained of, and suspend its activities for the time being and or appoint a receiving committee to take over its operations until it is satisfied with the state of affairs of the State Administrative Branch concerned.

CLAUSE 15 GENERAL MEETING OF BRANCHES

1. **Annual General Assembly of State Administrative Branches**

- (1) All State Administrative Branches shall convene not less than one General Assembly annually. The state Annual General Assembly (hereinafter referred to as "*State Annual General Assembly*") shall be held not less than one month prior to the date of the National General Assembly.
- (2) The President of a State Administrative Branch shall, not less than twenty-one (21) days prior to the Annual General Assembly, issue a notice in writing stating the date, time and venue of the assembly together with a copy of the agenda and the annual report and audited financial statements of that state Administrative branch to all members of the state administrative branch, and shall cause a set of the same to be displayed on the notice board at the state administrative branch's principal place of business.
- (3) Two times the number of the State Council members or one half of the number of members of the State Administrative Branch of the state concerned, whichever is the lesser, shall form a quorum for the State General Assembly of that state administrative branch .
- (4) The Annual General Assembly of the State Administrative Branches shall transact the following businesses:-
 - (a) To confirm minutes of the Annual General Assembly of the preceding Annual General Assembly of the State Administrative Branch concerned;
 - (b) To consider and approve, if deemed appropriate, the records of activities of the State Administrative Branch concerned for the preceding year;
 - (c) To consider and approve, if deemed appropriate, the financial statements of the State Administrative Branch concerned which shall have first been audited by the Internal Auditor;
 - (d) To deliberate and approve, if deemed appropriate, motions and to transact any other businesses for which fourteen (14) days written notice has been given to the Secretary of the State Administrative

Branch concerned before the assembly and deemed appropriate to be included in the agenda by the State Council established in accordance with sub-clause 1(4)(f) hereof (hereinafter referred to as “*State Council*”;

- (e) To deal with all matters relation to the State Administrative Branch, its members and their interests; and
 - (f) To hold an election in accordance with the election rules drawn up by the State Council to elect fifteen (15) members of the State Council in its first General Assembly and thereafter at the Annual General Assembly of the State Administrative Branch held prior to the National General Assembly in which the National Council members are elected.
- (5) In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and be re-held on the fourteenth (14) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under Clause 15.1(2) herein. If the same venue is not available for the adjourned assembly, the same may be held at another appropriate venue

Provided that all members shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly.

The adjourned meeting as provided under sub-clause 1(5) hereof shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed.

Provided that no resolution relating to the amendment of any of the existing rules and regulations of the State Administrative Branch concerned shall be passed thereat.

2. Extraordinary General Assemblies of State Administrative Branches

- (1) All General Assemblies of the State General Assemblies other than the State Annual General Assemblies shall be called State Extraordinary General Assemblies (hereinafter referred to as “*State Extraordinary General Assembly*”)

- (2) An Extraordinary Meeting of the State General Assembly may be held at any time :
- (a) If the State Council resolves to hold an Extraordinary State General Assembly; or
 - (b) If requisitioned in writing by not less than one-third (1/3) of the members of the State Administrative Branch concerned,

Provided that,

- (i) A requisition made hereunder shall be lodged with the Secretariat of the State Administrative Branch concerned and shall contain the names and signatures of the requisitionists together with an agenda and reasons thereto;
- (ii) The President of the State Administrative Branch concerned shall within seven (7) days from the date of delivery of the requisition to the Secretariat of the State Administrative Branch concerned, issue an appropriate notice of meeting to all members stating the date, time, venue of the assembly together with the agenda and reasons thereto;
- (iii) Should the notice calling for the Extraordinary General Assembly of a State Administrative Branch not be issued by the President of the State Administrative Branch for whatsoever reason within seven (7) days of receipt of the requisition, any three (3) of the named requisitionists may jointly issue the required notice of meeting to the members;
- (iv) The President of the State Administrative Branch concerned shall have the right to preside over an assembly convened under Clause 15.2.2(b)(iii),

Provided that should he refuse or decline to preside over the assembly, the assembly can elect from amongst the members present a member to preside over the assembly; and

- (v) No Extraordinary General Assembly of the State Administrative Branch requisitioned under Clause 15.2(2)(b) herein shall be held thirty (30) days after the date of receipt of the requisition by the Secretariat of the State Administrative Branch concerned.

- (3) All Extraordinary General Assemblies, whether called by the President of the State Administrative Branch or by the requisitionists, shall be held at the State Administrative Branch's registered place of business.
- (4) A notice of meeting for all General Assemblies of the State Administrative Branch stating the date, time, venue of the assembly together with the agenda and reasons thereto shall be issued to all members of the State Administrative Branch, with another set displayed at the notice board at the State Administrative Branch's place of business, not less than fourteen (14) days prior to the date of the assembly,

Provided that the President of the State Administrative Branch may shorten the notice period to not less than seven (7) days if he shall be of the opinion that the requisitioned extraordinary general assembly is one of urgency Provided further that any such shortened notice shall be ratified by a resolution at the assembly convened under the notice.

- (5) The quorum for an Extraordinary General Assembly of a State Administrative Branch shall be the same as that required for an Annual General meeting of the State Administrative Branch as stipulated in Clause 15.1(3) herein. Notwithstanding anything herein provided, in the case of an Extraordinary General Assembly of a State Administrative Branch being convened upon requisition as hereinbefore provided, the quorum required shall not be less than the number of members requisitioning the assembly. The Extraordinary General Assembly shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed. Unless otherwise approved by the State Council of the State Administrative Branch, no Extraordinary General Assembly requisitioned for the same matters shall be allowed within six months thereof;
- (6) Unless otherwise provided under this Constitution, no resolution shall be passed at an Extraordinary General Assembly of an State Administrative Branch unless a motion is voted in favour by not less than two-thirds (2/3) of the members present and voting.

3. General Assembly of State Administrative Branch and Rights of Members

- (1) In both Annual General Assemblies and Extraordinary General Assemblies of the State Administrative Branch,
 - (a) The rights of all individual members to attend and vote at the assembly shall only be exercised personally;
 - (b) The rights of all trade association, corporate and firm members to attend and vote at the assembly shall only be exercised by its authorized representative in accordance with Clause 4.3(5) herein,

Provided that in cases where the same shall wish to replace its authorized representatives or appoint a representative / proxy for the specific assembly in the event the authorized representatives shall be unavailable to attend the assembly, the member shall notify the Secretariat of the Association of the changes in writing, with another copy extended to the Secretary of The State Administrative Branch concerned, not less than seven (7) days before the assembly, failing which the intended new representative or proxy shall not have the right to attend and vote at the assembly.

- (2) Members who have not fully settled all subscriptions due and other obligations under Clause 6.1 herein shall have neither voting rights at the Annual General Assembly or the Extraordinary General Assembly of a State Administrative Branch, nor the right to nominate, second, or be elected therein.
- (3) In addition to fulfilling all other requirements contained herein this Constitution, the following shall apply in a State Administrative Branch election :
 - (a) All individual members shall exercise their voting rights personally;
 - (b) All trade association, corporate and firm members shall exercise their voting right through their legal representatives in accordance with Clause 7.5(1)(b) herein; and
 - (c) Save and except the case of individual members exercising his / her own personal voting rights, no one shall represent more than one (1) trade association or corporate or firm member in exercising their voting rights.

4. State Council Meetings

- (1) The President of the State Administration Branch shall convene the State Council meetings at least four (4) times every year by giving prior written notice to the Council members. The President of the State Administration Branch may call an emergency State Council meeting at any time as he may deem expedient. The State Council members shall attend the State Council meetings personally and no representatives thereof shall be allowed in the meetings.
- (2) Subject to the proviso in sub-clause 4(3) hereof, the notice calling the State Council meeting shall be given not less than seven (7) days prior to the date of the meeting. If a quorum is not present at a State Council meeting, the meeting shall be adjourned to such time, date and place as may be determined by the President of the State Administration Branch. Half (1/2) of the total number of the State Council members shall form a quorum for all meetings of the State Council.
- (3) The President of the State Administration Branch shall on a joint requisition by not less than ten (10) members of the State Council, proceed to convene an emergency State Council meeting as soon as practicable but in any event not later than ten (10) days after the receipt by the Secretariat of the requisition. If the President of the State Administration Branch does not within twenty-one (21) days after the date of delivery of the requisition proceed to convene a meeting, the requisitionists may themselves convene an emergency meeting at the registered address of the Association, but any meeting so convened shall not be held after the expiration of thirty (30) days from the date of deposit of the requisition,

Provided that any requisition under Clause 15.4(3) hereof shall state the objectives of the emergency meeting and shall be signed by the requisitionists and delivered to the Secretariat of the Association and Provided further that not less than three (3) days notice shall be given in respect of any emergency meeting and half (1/2) of the number of the Council present (including not less than ten (10) of the requisitionists) shall form a quorum. The meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present at the meeting within thirty (30) minutes from the time appointed.

CLAUSE 16 COMMITTEE OF BRANCHES

1. Eligibility of Council Members of State Administrative Branch

- (1) Unless otherwise approved by the Registrar of Societies, no one who is not a Malaysian citizen and fulfils all the requirements stipulated under the Societies Act 1966 for the time being shall become a Council member of a State Administrative Branch.
- (2) No one without the desire of assisting the Association in realising its objectives and rendering meritorious services to the Association shall be appointed as an appointed Council member of a State Administrative Branch.

2. Forming of State Administration Branch Executive Council & The Appointment of Additional Council Members

The Appointment of Additional Council members The State Administrative Council shall within fourteen (14) days from the date of the State General Assembly:

- (1) Elect from amongst its council members the following office bearers of the State Executive Council (hereinafter referred to as "*State Executive Council*"):
 - One (1) President;
 - One (1) First Vice President;
 - Two (2) Vice Presidents;
 - One (1) Secretary;
 - One (1) Deputy Secretary;
 - One (1) Treasurer;
 - One (1) Deputy Treasurer;
 - One (1) Director of Commercial Affairs;
 - One (1) Deputy Director of Commercial Affairs;
 - One (1) Director of Public Relations;
 - One (1) Deputy Director of Public Relations; and

- (2) Appoint two (2) additional State Council members; In accordance with Clause 15.1(4)(f),
- (3) Appoint one (1) internal auditor; In accordance with Clause 15.1(4)(f).

3. State President as National Council Member

The President of a State Administration Branch shall, ipso facto, become a member of the National Council. Whenever there is a change in the Presidency at the State Administrative Branch, the succeeding President shall, ipso facto, replace the incumbent State President as a member of the National Council.

4. Tenure of State Council Members

- (1) Each State Council shall serve for a tenure of three (3) years. All State Council members shall resign from their positions upon the conclusion of the election for new Council members held on the third State Annual General Assembly subsequent to the State Council they are serving on is formed; and are eligible to offer themselves for re-election.
- (2) No person shall serve for more than two (2) consecutive terms as the President of a State Administration Branch. For the purposes of this sub-article, any term of office or part thereof served before or after an election shall be deemed as a term.

5. Vacancy in State Council

- (1) Any vacated office of a State Council member and / or a State Executive Council member occasioned by resignation, death or disqualification shall be filled in the following manner:-
 - (a) For a vacancy in the State Council, the State Council may appoint the unsuccessful candidate who secured the highest number of votes in the preceding election for the office as a member of the State Council to fill up the vacancy;
 - (b) For a vacancy in the State Executive Council, the State Council may appoint from amongst its members a suitable person to fill the vacancy,

Provided that the person filling the vacancy shall serve only the unexpired term of service of the office vacated as aforesaid.

- (2) The President of the State Administrative Branches shall submit details of all changes in the State Council or State Executive Council to the President and Secretary General of the Association and the Secretary General of the Association shall submit the above changes to the Registrar of Societies accordingly.

CLAUSE 17 DUTIES OF BRANCH OFFICE

1. Functions and Powers of State Council

Subject to the Clauses of this Constitution and the authorities and directions of the National General Assembly, the National Council and the State General Assembly, the State Council is empowered to manage the affairs, the office and the fund of the State Administrative Branch.

2. Transfer of Power of State Council

The State Council of a State Administrative Branch shall forthwith upon the conclusion of election for a new State Executive Council, complete the process of transfer of powers and handing over ongoing works between the incumbents and the newly elected State Council. The responsibility of all daily affairs of the State Administrative Branch before the completion of the transfer of powers process shall remain with the incumbent State Executive Council members.

3. Disqualification of State Council Membership

- (1) A State Council member shall ipso facto be disqualified from being or remaining as a State Council member upon the occurrence of any one of the events stated in Clause 8.6(1) hereof.
- (2) The State General Assembly may, at the recommendation of the State Council and by a two-thirds (2/3) majority of the members present and voting, resolve that a State Council member be removed from his / her office if he/she refuses or is unfit to act, or incapable of acting or acts in such a manner detrimental or adverse to the interests of the Association.

4. Specific Function Committees

The State Council may from time to time establish specific function committees and such other committees as it may deem necessary and appoint a chairman and a deputy chairman to be in charge of each committee so established.

CLAUSE 18 BRANCHES FINANCIAL

1. Financial Affairs of the State Administrative Branches

- (1) The Association shall allocate two-thirds (2/3) of the total sum received from admission fees and subscriptions by members of a State administrative Branch to that State Administrative Branch as operation funds of the latter.
- (2) The State Administrative Branch may open its own bank account.
- (3) All monies, whether in cash, cheques or other promissory notes, received by the State administrative Branch shall be deposited into a bank account approved by the State Council in the name of the State administrative Branch.
- (4) All payment vouchers of the State administrative Branch shall be subject to the approval of the Secretary of State administrative Branch. All cheques drawn on the account of the State administrative Branch shall be signed jointly by either the President or the First Vice President of the State administrative Branch And either the Treasurer or the Deputy Treasurer of the State administrative Branch.
- (5) The Treasurer of State administrative Branch may keep in his custody a sum of cash not exceeding Ringgit Malaysia Thousand (RM3,000) at any one time for petty expenses.
- (6) The Treasurer of State administrative Branch shall annually at the end of each financial year ending 31st December prepare an annual balance sheet and financial statements in accordance with approved accounting procedures and standards and submit the same duly audited by the internal auditor to the State Council and the State Council Meeting for approval respectively, with another copy made available at the State administrative Branch's Principal Place of Business for inspection by the members.
- (7) Save and except sub-clause 1(1) hereof, all State Administrative Branches shall be financially independent and responsible for their own profits and losses respectively. The State Councils and their members shall be jointly

responsible for any financial liabilities which they may incur and shall indemnify and keep indemnified the Association from any legal proceedings, losses and damages respectively.

- (8) All State Administrative Branches shall at all time maintain an up-to-date and full details of their financial status respectively and shall, not less than one(1) month prior to the Annual National General Assembly, submit to the Treasurer of the Association a financial statement of the State Administrative Branch duly audited by its Internal Auditor respectively, for the consideration and approval of the National Council and Annual National General Assembly and to be incorporated into the Association's Statement of account for submission to the appropriate authority in accordance with the relevant laws and regulations accordingly.
- (9) All State Administrative Branches should be responsible for the taxes arising from any gain respectively.

CLAUSE 19 GENERAL PROVISIONS REGARDING BRANCHES

1. **Branch Life Honorary Advisors and Branch Honorary Advisors**

- (1) All retiring presidents of State Administrative Branch (including all past presidents of State Administrative Branch) shall ipso facto become Branch Life Honorary Advisors (hereinafter referred to as “*Branch Life Honorary Advisors*”) of the State Administrative Branch upon his / her retirement from office.
- (2) The State Administrative Branch may appoint individuals who have made special contributions or rendered meritorious services to the State Administrative Branch to serve as Branch Honorary Advisors respectively (hereinafter referred to as “*Branch Honorary Advisors*”) for a term equivalent to the unexpired tenure of office of the State Administrative Branch making the appointments.
- (3) The Branch Life Honorary Advisors and Branch Honorary Advisors may form a Consultative Council to provide advice and suggestions to the State Administrative Branch on matters pertaining to the better realization and enhancement of the objectives, activities, development, image and influence of the Association.
- (4) The offices of Branch Life Honorary Advisors and Branch Honorary Advisors are all of an honorary nature. Branch Life Honorary Advisors and Branch Honorary Advisors may attend all meetings convened by the State Administrative Branch and speak therein

Provided that nothing herein shall confer any right on the same to vote in the aforesaid meetings.

2. **External Matters**

Unless with the prior written approval of the National Council, no State Administrative Council shall under any circumstances whatsoever act for and on behalf of or in the name of the Association in executing any documents or making any statements.

CLAUSE 20 AMENDMENTS OF RULES

All Articles herein may be amended, at the recommendation of the National Council, by a resolution of two-thirds (2/3) majority of members present and voting at a National General Assembly Provided that such amendments shall take effect only after they are duly approved by the Registrar of Societies. Any amendment to this Constitution shall be forwarded to the Registrar of Societies for approval within sixty (60) days of the passing of the said resolution by the National General Assembly.

CLAUSE 21 INTERPRETATION

1. This Constitution is written in the English and Chinese Languages. In the event of any discrepancy or conflict between the two versions, the English version shall prevail.

2. The National Council shall have the ultimate power to interpret this Constitution or any rules and regulations made thereunder or any part thereof respectively in the event of any ambiguity or differences in the interpretation thereof and such interpretation shall be binding on the State Administrative Branches, the Youth Wing and the members of the Association.

CLAUSE 22 PROHIBITIONS

Not Relevant

1. Badge



Description :

1. The Emblem

The emblem of the Association is taken from the first main letters of the name “Malaysia-China Association of Commerce”:

- (1) The blue letter “M” on the right represents “Malaysia”. The red letter “C” on the left represents “China”. Whereas the sky-blue crossing at the bottom of the two letters indicates the close relationship and bilateral trades between the two countries.
- (2) The emblem also indicates the wish of the Association to promote MalaysiaChina friendship as well as to strengthen the bilateral economic and trade development.

CLAUSE 24 ORGANIZATION STRUCTURE

1. **National General Assembly, National Council, National Executive Council and Working Committees**

The supreme authority of the Association shall vest in the National General Assembly of the members. While the National General Assembly stands adjourned, the affairs of the Association shall be managed by the National Council. The National Council shall form a National Executive Council as provided in Clause 8.5 herein to execute the business of the Association as it may delegate. The National Council may set up various working committees and committees for specific portfolio to be chaired by members of the National Executive Council as it may deem necessary.

2. **Life Honorary Presidents, Honorary Presidents, Executive Advisors and Honorary Advisors**

- (1) All retiring presidents (including all past presidents) shall ipso facto become Life Honorary President (hereinafter referred to as "*Life Honorary President*") of the Association upon his/ her retirement from office.
- (2) The National Council may appoint individuals who have made special contributions or rendered meritorious services to the Association to serve as Honorary Presidents, Executive Advisors or Honorary Advisors respectively (hereinafter referred to as "*Honorary Presidents*", "*Executive Advisors*" or "*Honorary Advisors*" respectively) for a term equivalent to the unexpired tenure of office of the National Council making the appointments.
- (3) The Life Honorary Presidents, Honorary Presidents, Executive Advisors and Honorary Advisors may form a Consultative Council to assist and advise the National Council on matters pertaining to the better realization and enhancement of the objectives, activities, development, image and influence of the Association.
- (4) The offices of Life Honorary Presidents, Honorary Presidents, Executive Advisors and Honorary Advisors are all of an honorary nature. The life

honorary presidents, honorary presidents, executive advisors and honorary advisors may attend all meetings convened by the Association and speak therein

Provided that nothing herein shall confer any right on the same to vote in the aforesaid meetings.

3. State Administrative Branches

The Association may set up state administrative branches (hereinafter referred to as “*State Administrative Branch*”) in each and every state in accordance with Clause 14.1 herein. All administrative branches shall operate within the rules and regulations as provided under the articles in Clause 14 herein. Such branches shall only be established with the prior approval of the Registrar of Societies.

4. Youth Wing

The Association may set up a Youth Wing (hereinafter referred to as “*Youth Wing*”) at its Principal Place Of Business with a view of fostering young leaders to coordinate and assist the National Council in realizing its objectives. The Youth Wing shall operate within the rules and regulations as provided under the articles in Clause 25 herein.

5. Secretariat

In furtherance of the objectives of the Association, the Council shall establish a Secretariat at the registered office of the Association to assist the Council in its execution of the business of the Association. The Secretariat shall be headed by an Executive Secretary who shall report to the Secretary General or such other person(s) as the National Council may from time to time direct and shall be accountable to the National Council.

CLAUSE 25 YOUTH WING

1. Establishment of Youth Wing

- (1) The Association may establish a Youth Wing (hereinafter referred to as "*Youth Wing*") as an administrative branch in pursuant of the objectives of uniting youth members and members' youth representatives, fostering new leaderships and assisting the Association and the National Council in carrying out their activities.
- (2) Subject to the Clauses of this Constitution and the rules and regulations made by the National General Assembly and the National Council and the Youth General Assembly, the ultimate power in the Youth Wing shall be vested in the Youth General Assembly; but all executive functions shall be exercised by the Youth Council.

2. Eligibility for Membership of Youth Wing

- (1) All members or members' youth representatives, aged between eighteen (18) and forty-five (45), who are willing to obey by this Constitution and all rules and regulations made thereunder and all resolutions made by the National Council and the Youth Council may apply to become a member of the Youth Wing.
- (2) In addition to the authorized representatives as provided under Clause 4.3(5) hereof, all trade association, corporate and firm members may nominate another two (2) representatives who are eligible under the requirements set out in sub-clause 2(1) hereof to be members of the Youth Wing.
- (3) All authorised representatives of trade association, corporate and firm members who are eligible under sub-clause 2(1) hereof may in the meantime join the Youth Wing as youth members.
- (4) Notwithstanding the fact that a youth representative of a trade association, corporate or firm is eligible as an authorised representative of that organisation under Clause 4.3(5) herein, no trade association, corporate or firm may substitute the said youth representative in place of its existing authorised representative as its authorised representative without having first notified the Association of the changes in accordance with the rules set out in Clause 7.5(1) hereof.

3. General Assembly of Youth Wing

- (1) The Youth Wing of the Association shall convene not less than one General Assembly annually. The Youth Wing Annual General Assembly (hereinafter referred to as “*Youth Annual General Assembly*”) shall be held not less than one month prior to the date of the National General Assembly.
- (2) The Chairman of the Youth Wing shall, not less than twenty-one (21) days prior to the Annual General Assembly, issue a notice in writing stating the date, time and venue of the assembly together with a copy of the agenda to all its members, and shall cause a set of the same to be displayed on the notice board at the principal place of business of the Association.
- (3) Two times the number of the Youth Council members or one-third (1/3) of the number of members of the Youth Wing, whichever is the lesser, shall form a quorum for the Youth Wing General Assembly.
- (4) The Annual General Assembly of the Youth Wing shall transact the following businesses:-
 - (a) To confirm minutes of the annual general assembly of the preceding year;
 - (b) To consider and approve, if deemed appropriate, the records of activities of the Youth Wing for the preceding year;
 - (c) To consider and approve, if deemed appropriate, the financial statements of the Youth Wing for the preceding year which shall have first been audited by the Internal Auditor;
 - (d) To deliberate and approve, if deemed appropriate, motions and to transact any other businesses for which fourteen (14) days written notice has been given to the Secretary of the Youth Wing before the meeting and deemed appropriate to be included in the agenda by the Youth Council;
 - (e) To deal with all matters in relation to the Youth Wing, Youth members and their interests;
 - (f) The Youth Wing shall hold an election to elect nineteen (19) members of the Youth Council (hereinafter referred to as “*Youth Council*”) in its first General Assembly and thereafter at the Annual General Assembly of the Youth Wing held prior to the National

General Assembly in which Youth Council members are elected in accordance with the election rules drawn up by the Youth Council;

- (5) In the event that a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned and be re-held on the fourteenth (14) day commencing the day following the adjourned meeting and at the same time and venue as specified in the notice under Clause 25.3(2) hereof. If the same venue is not available for the adjourned assembly, the same may be held at another appropriate venue

Provided that all members shall be informed of the same in writing not less than seven (7) days prior to the adjourned assembly. The adjourned meeting hereof shall proceed notwithstanding that a quorum is not present within half an hour of the time appointed

Provided that no resolution relating to the amendment of any of the existing rules and regulations of the Youth Wing shall be passed thereat.

4. Extraordinary General Assemblies of Youth Wing

- (1) All General Assemblies of the Youth Wing other than the Annual General Assembly of the Youth Wing shall be called Extraordinary General Assemblies of the Youth Wing.
- (2) An Extraordinary Meeting of the Youth Wing General Assembly may be held at any time:
- (a) If the Youth Council resolves to hold an Extraordinary General Assembly; or
 - (b) If requisitioned in writing by not less than one third (1/3) of the members of the Youth Wing,

Provided that

- (i) A requisition made hereunder shall be lodged with the Secretary of the Youth Wing and shall contain the names and signatures of the requisitionists together with an agenda and reasons thereto;
- (ii) The Chairman of the Youth Wing shall within seven (7) days from the date of delivery of the requisition to the Secretary of

the Youth Wing, issue an appropriate notice of meeting to all members stating the date, time, venue of the assembly together with the agenda and reasons thereto;

- (iii) should the notice calling for the Extraordinary General Assembly of the Youth Wing not be issued by the Chairman of the Youth Wing for whatsoever reason within seven (7) days of receipt of the requisition, any three (3) of the named requisitionists may jointly issue the required notice of meeting to the members;
- (iv) The Chairman of the Youth Wing shall have the right to preside over an assembly convened under Clause 25.4 (2) b (iii),

Provided that should he refuse or decline to preside over the assembly, the assembly can elect from amongst the members present a member to preside over the assembly ; and

- (v) No Extraordinary General Assembly of the Youth Wing requisitioned under Clause 25.4 (2)(b) shall be held thirty (30) days after the date of receipt of the requisition by the Secretariat of the Youth Wing.

- (3) All Extraordinary General Assemblies of the Youth Wing, whether called by the Chairman of the Youth Wing or by the requisitionists, shall be held at the registered principal place of business of the Association.
- (4) A notice of meeting for all Extraordinary General Assemblies of the Youth Wing stating the date, time, venue of the assembly together with the agenda and reasons thereto shall be issued to all members of the Youth Wing, with another set displayed at the notice board at the Association's principal place of business, not less than fourteen (14) days prior to the date of the assembly,

Provided that the Chairman of the Youth Wing may shorten the notice period to not less than seven (7) days if he shall be of the opinion that the requisitioned extraordinary general assembly is one of urgency Provided further that any such shortened notice shall be ratified by a resolution at the assembly convened under the notice.

- (5) The quorum for an Extraordinary General Assembly of Youth Wing shall be the same as that required for an Annual General meeting of the Youth Wing as provided in Clause 25.3 (3) hereof. Notwithstanding anything herein provided, in the case of an Extraordinary General Assembly of the Youth Wing being convened upon requisition as hereinbefore provided, the quorum required shall not be less than the number of members requisitioning the assembly. The Extraordinary General Assembly shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present within thirty (30) minutes from the time appointed. Unless otherwise approved by the Youth Council, no Extraordinary General Assembly of the Youth Wing requisitioned for the same matters shall be allowed within six months thereof;
- (6) Unless otherwise provided under this Constitution, no resolution shall be passed at an Extraordinary General Assembly of the Youth Wing unless a motion is voted in favour by not less than two-thirds (2/3) of the members present and voting.

5. General Assembly of the Youth Wing and Rights Of Members

- (1) In both Annual General Assemblies and Extraordinary General Assemblies of the Youth Wing, the rights of Youth members to attend and vote at the assembly shall only be exercised personally;
- (2) Members who have not fully settled all subscriptions due and other obligations under Clause 6.1 hereof shall have neither voting rights at the Annual General Assembly and the Extraordinary General Assembly of the Youth Wing, nor the right to nominate , second, or be elected therein.

6. Eligibility of Council Members of Youth Wing

- (1) Unless otherwise approved by the Registrar of Societies, no one who is not a Malaysian citizen and fulfils all the requirements stipulated under the Societies Act 1966 for the time being shall become a Council member of the Youth Wing.

- (2) No one without the desire of assisting the Association and the Youth Wing in realising its objectives and rendering meritorious services to the Association and the Youth Wing shall be appointed as an appointed Council member of the Youth Wing.

7. Forming of Youth Executive Council & Appointment of Additional Council Members

- (1) The Youth Council shall within fourteen (14) days from the date of the Youth Wing General Assembly elect from amongst its council members elected under Clause 25.3(4)(f) hereof the following office bearers of the Youth Executive Council:-

One (1) Chairman;

One (1) First Vice Chairman;

Two (2) Vice Chairmen;

One (1) Secretary;

One (1) Deputy Secretary;

One (1) Treasurer;

One (1) Deputy Treasurer; and

- (2) The Youth Council may appoint four (4) additional Youth Council Members from amongst its members.

- (3) The Youth Council may appoint one (1) internal auditor from amongst its members.

8. Functions and Powers of the Youth Council
Subject to the Clauses of this Constitution and the authorities and directions of the National General Assembly, the National Council and the Youth General Assembly, the Youth Council is empowered to manage the affairs, the office and the funds of the Youth Wing.

9. Youth Chairman as National Council Member

The Chairman of the Youth Wing shall, ipso facto, become a member of the National Council. Whenever there is a change in the Chairmanship at the Youth Wing, the succeeding Chairman shall, ipso facto, replace the incumbent Youth Chairman as a member of the National Council.

10. Tenure of Youth Council Members

- (1) Each Youth Council shall serve a tenure of three (3) years. All Youth Council members shall resign from their positions upon the conclusion of the election for new Council members held on the third Annual General Assembly of the Youth Wing subsequent to the Youth Council they are serving on is formed; and are eligible to offer themselves for re-election.
- (2) No person shall serve for more than two (2) consecutive terms as the Chairman of the Youth Wing. For the purposes of this sub-article, any term of office or part thereof served before or after an election shall be deemed as a term.
- (3) Notwithstanding the age limit stipulated in Clause 25.2(1) herein, once a member of the Youth Wing is elected in a General meeting or subsequently appointed as a member of the Youth Council, he / she shall continue to serve as a member for the full term of the Youth Council he / she is elected to or by which he / she is appointed.

11. Transfer of Power of Youth Council

The Youth Council shall forthwith upon the conclusion of election for a new Youth Executive Council; as provided under Clause 25.7(1) , complete the process of transfer of powers and handing over ongoing works between the incumbents and the newly elected State Council. The responsibility of all daily affairs of the Youth Wing before the completion of the transfer of powers process shall remain with the incumbent Executive Youth Council members.

12. Advisors of Youth Wing

- (1) All retiring Youth Chairmen (including all past Youth Chairmen) shall ipso facto become Advisors of Youth Wing (hereinafter referred to as "*Advisors of Youth Wing*") of the Youth Wing upon his / her retirement from office.
- (2) The Advisors of Youth Wing may form a Consultative Council to assist and advise the Youth Wing on matters pertaining to the better realization and

enhancement of the objectives, activities, development, image and influence of the Association.

- (3) The offices of Advisors of Youth Wing are all of an honorary nature. The Advisors of Youth Wing may attend all meetings convened by the Youth Wing and speak therein

Provided that nothing herein shall confer any right on the same to vote in the aforesaid meetings.

13. Youth Council Meetings

- (1) The Chairman of Youth Wing shall convene the Youth Council meetings at least once every two (2) months by giving prior written notice to the Council members. The Chairman of Youth Wing may call an emergency Youth Council meeting at any time as he may deem expedient. The Youth Council members shall attend the Youth Council meetings personally and no representatives thereof shall be allowed in the meetings.
- (2) Subject to the proviso in sub-article (3) hereof, the notice calling the Youth Council meeting shall be given not less than seven (7) days prior to the date of the meeting. If a quorum is not present at a Youth Council meeting, the meeting shall be adjourned to such time, date and place as may be determined by the Chairman of Youth Wing. Half (1/2) of the total number of the Youth Council members shall form a quorum for all meetings of the Youth Council.
- (3) The Chairman of Youth Wing shall on a joint requisition by not less than ten (10) members of the Youth Council, proceed to convene an emergency Youth Council meeting as soon as practicable but in any event not later than ten (10) days after the receipt by the Secretariat of the requisition. If the Chairman of Youth Wing does not within twenty-one (21) days after the date of delivery of the requisition proceed to convene a meeting, the requisitionists may themselves convene an emergency meeting at the registered address of the Association, but any meeting so convened shall not be held after the expiration of thirty (30) days from the date of deposit of the requisition,

Provided that any requisition under Clause 25.13(3) hereof shall state the objectives of the emergency meeting and shall be signed by the requisitionists and delivered to the Secretariat of the Association and Provided further that not less than three (3) days notice shall be given in respect of any emergency meeting and half (1/2) of the number of the Council present (including not less than ten (10) of the requisitionists) shall form a quorum. The meeting shall be deemed aborted and no adjournment shall be allowed in the event that a quorum is not present at the meeting within thirty (30) minutes from the time appointed.

14. Disqualification of Youth Council members

- (1) A Youth Council member shall ipso facto be disqualified from being or remaining as a Youth Council member upon the occurrence of any one of the events stated in Clause 8.6(1) hereof.
- (2) The Youth General Assembly may, at the recommendation of the Youth Council and by a two-thirds (2/3) majority of members present and voting, resolve that a Youth Council member be removed from his / her office if he / she refuses or is unfit to act, or incapable of acting or acts in such a manner detrimental or adverse to the interests of the Association.

15. Vacancy in Youth Council

- (1) Any vacated office of a Youth Council member and / or a Youth Executive Council member occasioned by resignation, death or disqualification shall be filled in the following manner:-
 - (a) For a vacancy in the Youth Council, the Youth Council may appoint the unsuccessful candidate who secured the highest number of votes in the preceding election for the office as a member of the Youth Council to fill up the vacancy;
 - (b) For a vacancy in the Youth Executive Council, the Youth Council may appoint from amongst its members a suitable person to fill the vacancy,

Provided that the person filling the vacancy shall serve only the unexpired term of service of the office vacated as aforesaid.

- (2) The Chairman of the Youth Wing shall submit details of all changes in the Youth Council or Youth Executive Council to the President of the Association and the Registrar of Societies accordingly.

16. Financial Matters of the Youth Wing

All financial matters of the Youth Wing shall be managed by the Treasurer of the Association.

17. External Matters

Unless with the prior written approval of the National Council, neither the Youth Wing nor the Youth Council shall under any circumstances whatsoever act for and on behalf of or in the name of the Association in executing any documents or making any statements.

18. Dissolution of the Youth Wing

The National Council may resolve to dissolve the Youth Wing under any one of the following circumstances:-

- (1) If it fails or neglects to obey by the articles of this Constitution or any rules or regulations made thereunder or any resolutions of the National General Assembly or the National Council;
- (2) If it shall act, either in action or through public statement, contrary to the general stand or position of the National Council, or in the opinion of the National Council, act in a manner likely to be detrimental to the interests or image of the Association;
- (3) If the number of memberships shall drop below Twenty (20) for three (3) months consecutively; or
- (4) A General Assembly of the Youth Wing resolves by three-fourth majority to dissolve the Youth Wing;

Provided that

- (a) items (1),(2) & (3) above, the resolution dissolving the Youth Wing shall have the support of not less than two-thirds (2/3) of the number

of National Council members present and voting, and shall have first completed the following process:-

- (i) A notice setting out the complaints made against the Youth Wing shall be issued to the Youth Wing by the President of the Association after due approval by the National Council requiring the Youth Wing to furnish a written explanation within fourteen (14) days from the date thereof;
 - (ii) If no written explanation is given by the Youth Wing within the stipulated period or the National Council is of the view that the explanation given to be unsatisfactory, it may in its absolute discretion issue a show cause notice to the Youth Wing requiring all Executive Council members of the same to appear before the National Council on such time and date (which shall not be less than fourteen (14) days from the date of the show cause notice) and at such venue stipulated in the notice to answer to the complaint stated therein and to satisfy the National Council as to the reasons the Youth Wing shall not be dissolved; and
 - (iii) If the Youth Wing fails to satisfy the National Council by the reasons given or fails to appear at the appointed time and venue, the National Council may by a vote of two-thirds (2/3) majority of the Council members present and voting in a National Council meeting resolve to dissolve the Youth Wing.
- (b) The National Council shall have absolute discretion to take over and deal with the Youth Wing's remaining business in any manner it may deem fit upon its dissolution; and
 - (c) The National Council shall have absolute discretion, before taking the necessary procedures to dissolve the Youth Wing, to request the same to correct or improve on or cease to continue with the matters complained of, and suspend its activities for the time being and or appoint a receiving committee to take over its operations until it is satisfied with the state of affairs of the same.

CLAUSE 26 SUPPLEMENTARY ARTICLES

1. Notice

- (1) Any notice sent by post by the Association which is not returned as undelivered shall be deemed to have been given on the third day after the envelope containing it was posted and any notice sent by facsimile transmission, electronic mail or similar means of communication by the Association shall be deemed to have been duly given on the date of transmission.
- (2) Any notice to be given to the Association shall be addressed to the registered address of the Association and if intended to be sent by post, it shall be by way of registered post and if transmitted by facsimile transmission shall also be confirmed by registered post. The notice is deemed to be duly served on the Association upon actual delivery of the registered post to the registered address of the Association.
- (3) Any notice to be delivered by hand to the Association shall only be deemed effective if its receipt is duly acknowledged by the Association.