

***THE COMPANIES ACT, 2016  
MALAYSIA***

---

***COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL***

---

***CONSTITUTION***

***OF***



**INSTITUTE OF APPROVED COMPANY SECRETARIES  
[199601015175 – (387525-X)]**

***(Incorporated on the 16<sup>th</sup> May 1996)***

***Amended as at 29<sup>th</sup> July, 2022***

---



**SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA**

BORANG 13  
AKTA SYARIKAT 1965  
[Seksyen 23 (2)]

No. Syarikat

387525	X
--------	---

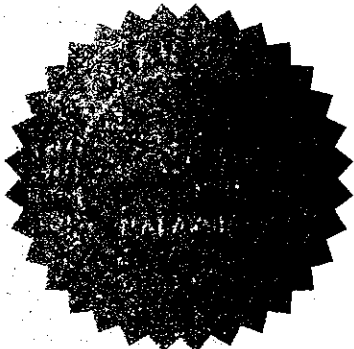
**PERAKUAN PEMERBADANAN ATAS  
PERTUKARAN NAMA SYARIKAT**

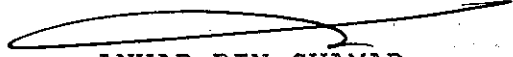
Adalah diperakui bahawa

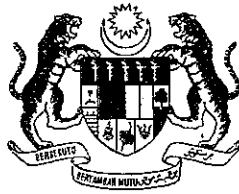
THE ALLIANCE OF APPROVED COMPANY SECRETARIES  
yang telah diperbadankan di bawah Akta Syarikat 1965, pada  
16 haribulan Mei 1996, sebagai sebuah syarikat  
Awam, pada 13 haribulan Jun 2003,  
telah menukar namanya kepada

INSTITUTE OF APPROVED COMPANY SECRETARIES  
dan bahawa syarikat ini adalah sebuah syarikat Awam  
dan adalah sebuah syarikat berhad menurut Jaminan

Diberi di bawah tandatangan dan meterai saya di Kuala Lumpur  
pada 13 haribulan Jun 2003



  
ANUAR BIN SHAMAD  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA



**PEJABAT PENDAFTAR SYARIKAT**  
*(Registry of Companies)*  
**MALAYSIA**

Akta Syarikat 1965

**PERAKUAN PEMERBADANAN SYARIKAT AWAM**

[ Menurut Seksyen 11(2)(b) ]

No. Syarikat

<b>387525</b>	<b>X</b>
---------------	----------

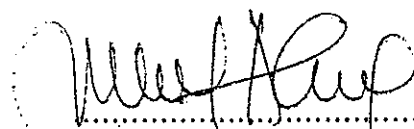
Adalah diperakui bahawa

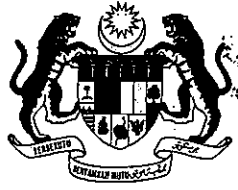
**THE ALLIANCE OF APPROVED COMPANY SECRETARIES**

telah diperbadankan di bawah Akta Syarikat, 1965 pada dan mulai dari **16** haribulan **Mei 1996**, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Dibuat di bawah tandatangan dan meterai saya di Kuala Lumpur pada **13** haribulan **Oktober 1998**.



  
( **NAZILA BINTI ALIAS** )  
Penolong Pendaftar Syarikat  
Malaysia



MENTERI PERDAGANGAN DALAM NEGERI  
DAN HAL EHWAL PENGGUNA MALAYSIA

AKTA SYARIKAT 1965

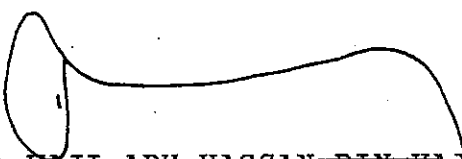
PERSETUJUAN DI BAWAH SEKSYEN 22(1)

THE ALLIANCE OF APPROVED COMPANY SECRETARIES

Menurut Seksyen 22(1), Akta Syarikat 1965, saya Dato' (Dr) Haji Abu Hassan bin Haji Omar, Menteri Perdagangan Dalam Negeri dan Hal Ehwai Pengguna Malaysia, dengan ini memberi persetujuan saya untuk sebuah syarikat Berhad Menurut Jaminan yang akan dipemerbadankan iaitu THE ALLIANCE OF APPROVED COMPANY SECRETARIES dan menggugurkan perkataan "BERHAD" di dalam namanya.

Bertarikh:

26 April 1966

  
( ~~DATO' (DR) HAJI ABU HASSAN BIN HAJI OMAR~~ )  
Menteri Perdagangan Dalam Negeri  
dan Hal Ehwai Pengguna Malaysia



MENTERI PERDAGANGAN DALAM NEGERI  
DAN HAL EHWAL PENGGUNA MALAYSIA

BORANG 15

AKTA SYARIKAT 1965

LESEN DI BAWAH SEKSYEN 24(1)

Bahawasanya telah dibuktikan dengan puashati saya :

- (a) bahawa suatu syarikat bernama THE ALLIANCE OF APPROVED COMPANY SECRETARIES (kemudian daripada ini disebut sebagai "THE COMPANY" tersebut) hendak ditubuhkan sebagai suatu syarikat berhad bagi menganjurkan tujuan-tujuan khairat atau berguna yang dinyatakan dalam Tatawujud Persatuan "THE COMPANY" tersebut;
- (b) bahawa "THE COMPANY" tersebut bercadang hendak menggunakan semua keuntungannya dan lain-lain pendapatan untuk menganjurkan tujuan-tujuan khairat dan berguna yang tersebut itu;
- (c) bahawa "THE COMPANY" tersebut adalah dilarang oleh Perlembagaannya dari membayar apa-apa dividen kepada ahli-ahlinya.

Maka dengan ini saya, Dato' (Dr) Haji Abu Hassan bin Haji Omar, Menteri Perdagangan Dalam Negeri dan Hal Ehwat Pengguna Malaysia, dengan ini mengarahkan, menurut kuasa-kuasa yang diberi kepada saya oleh Seksyen 24(1) Akta Syarikat 1965, bahawa "THE COMPANY" tersebut didaftarkan sebagai suatu syarikat dengan tanggungan berhad tanpa perkataan "BERHAD" kepada namanya.

Bertarikh:

26 April 1986

( DATO' (DR) HAJI ABU HASSAN BIN HAJI OMAR )  
Menteri Perdagangan Dalam Negeri  
dan Hal Ehwat Pengguna Malaysia



**MENTERI PERDAGANGAN DALAM NEGERI,  
KOPERASI DAN KEPENGGUNAAN MALAYSIA**

**AKTA SYARIKAT 1965**

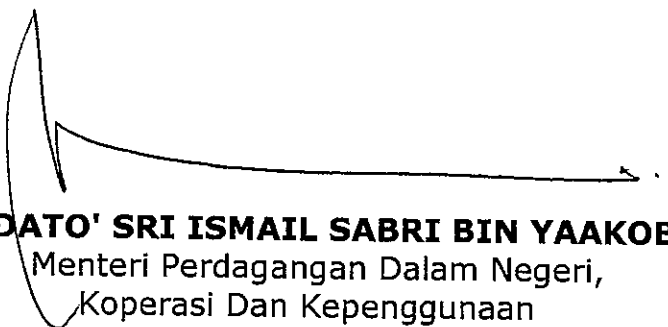
**IZIN BAGI MEMINDA MEMORANDUM DAN ARTIKEL**

**INSTITUTE OF APPROVED COMPANY SECRETARIES  
387525 - X**

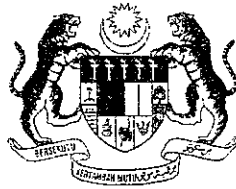
Pada menjalankan kuasa di bawah seksyen 24(4) Akta Syarikat 1965 dan menurut Fasal 7 Memorandum, saya, Dato' Sri Ismail Sabri Bin Yaakob, Menteri Perdagangan Dalam Negeri, Koperasi Dan Kepenggunaan Malaysia dengan ini memberi izin kepada **INSTITUTE OF APPROVED COMPANY SECRETARIES** untuk meminda Memorandum dan Artikelnya seperti di **Lampiran A**.

Walaupun Keizinan diberikan, salinan resolusi dan **Lampiran A** perlu diserahkan simpan di Suruhanjaya Syarikat Malaysia.

Tarikh: 23 NOV 2011



**DATO' SRI ISMAIL SABRI BIN YAAKOB**  
Menteri Perdagangan Dalam Negeri,  
Koperasi Dan Kepenggunaan  
Malaysia



**MENTERI PERDAGANGAN DALAM NEGERI,  
KOPERASI DAN KEPENGGUNAAN MALAYSIA**

**AKTA SYARIKAT 1965**

**IZIN BAGI MEMINDA MEMORANDUM ATAU ARTIKEL**

**INSTITUTE OF APPROVED COMPANY SECRETARIES  
387525-X**

Pada menjalankan kuasa di bawah seksyen 24(4) Akta Syarikat 1965 dan menurut Fasal 8 Memorandum, saya, DATO' HASAN BIN MALEK, Menteri Perdagangan Dalam Negeri, Koperasi Dan Kepenggunaan Malaysia dengan ini memberi izin kepada **INSTITUTE OF APPROVED COMPANY SECRETARIES** untuk meminda Memorandum dan Artikelnya seperti di **Lampiran A**.

Walaupun Keizinan diberikan, salinan resolusi dan **Lampiran A** perlu diserahkan simpan di Suruhanjaya Syarikat Malaysia.

Tarikh: 09 OCT 2013

**DATO' HASAN BIN MALEK**  
Menteri Perdagangan Dalam Negeri,  
Koperasi Dan Kepenggunaan  
Malaysia



**MENTERI PERDAGANGAN DALAM NEGERI,  
KOPERASI DAN KEPENGGUNAAN MALAYSIA**

**AKTA SYARIKAT 2016**

**IZIN BAGI MEMINDA PERLEMBAGAAN**

**INSTITUTE OF APPROVED COMPANY SECRETARIES  
387525 - X**

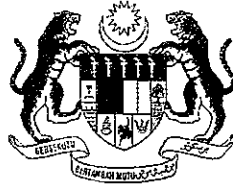
Pada menjalankan kuasa di bawah Fasal 9 Perlembagaan dan seksyen 45 Akta Syarikat 2016, saya, Dato' Seri Hamzah Zainudin, Menteri Kementerian Perdagangan Dalam Negeri, Koperasi Dan Kepenggunaan Malaysia dengan ini memberi izin kepada **INSTITUTE OF APPROVED COMPANY SECRETARIES** untuk meminda Perlembagaan seperti di **Lampiran A**.

Walaupun Keizinan diberikan, salinan lengkap Perlembagaan dengan memasukkan pindaan yang diluluskan, salinan resolusi dan **Lampiran A** perlu diserahkan simpan di Suruhanjaya Syarikat Malaysia.

Tarikh: **15 MAR 2018**

**DATO' SERI HAMZAH ZAINUDIN**  
Menteri Kementerian Perdagangan Dalam Negeri,  
Koperasi Dan Kepenggunaan  
Malaysia





**MENTERI PERDAGANGAN DALAM NEGERI  
DAN HAL EHWAL PENGGUNA**

**AKTA SYARIKAT 2016**

**KELULUSAN BAGI MEMINDA PERLEMBAGAAN**

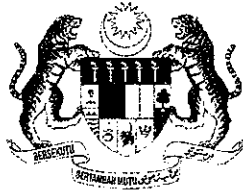
**INSTITUTE OF APPROVED COMPANY SECRETARIES  
387525-X**

Saya, Dato Sri Alexander Nanta Linggi, Menteri Perdagangan Dalam Negeri Dan Hal Ehwai Pengguna dengan ini memberi kelulusan kepada **INSTITUTE OF APPROVED COMPANY SECRETARIES** untuk meminda Perlembagaan seperti di **Lampiran A**.

Walaupun kelulusan diberikan, salinan lengkap Perlembagaan dengan memasukkan pindaan yang diluluskan, salinan resolusi dan **Lampiran A** perlu diserahkan simpan di Suruhanjaya Syarikat Malaysia.

Tarikh: 22/02/2022

**DATO SRI ALEXANDER NANTA LINGGI**  
Menteri Perdagangan  
Dalam Negeri Dan Hal Ehwai  
Pengguna



**MENTERI PERDAGANGAN DALAM NEGERI  
DAN HAL EHWAL PENGGUNA**

**AKTA SYARIKAT 2016**

**KELULUSAN BAGI MEMINDA PERLEMBAGAAN**

**INSTITUTE OF APPROVED COMPANY SECRETARIES  
387525 – X**

Saya, Dato Sri Alexander Nanta Linggi, Menteri Perdagangan Dalam Negeri Dan Hal Ehwal Pengguna dengan ini memberi kelulusan kepada **INSTITUTE OF APPROVED COMPANY SECRETARIES** untuk meminda Perlembagaan seperti di **Lampiran A**.

Walaupun kelulusan diberikan, salinan lengkap Perlembagaan dengan memasukkan pindaan yang diluluskan, salinan resolusi dan **Lampiran A** perlu diserahkan simpan di Suruhanjaya Syarikat Malaysia.

Tarikh: *29/Julai/2022*

**DATO SRI ALEXANDER NANTA LINGGI**  
Menteri Perdagangan  
Dalam Negeri Dan Hal Ehwal  
Pengguna

**COMPANIES ACT 2016**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**THE CONSTITUTION**  
**OF**  
**INSTITUTE OF APPROVED COMPANY SECRETARIES**  
=====

**INTERPRETATION**

1. In this Constitution the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act 2016 [ <i>Act 777</i> ], Companies Regulations 2017 and Companies Commission Act 2001 for the time being in force, and future amendments concerning companies and affecting the Company.
The Statutes	The Act and every other Act for the time being in force concerning companies and affecting the Institute.
These presents	This Constitution and the regulations of the Institute from time to time in force.
The Institute	Institute Of Approved Company Secretaries.
The Registrar	The Registrar of Companies under the Act and includes any Regional Deputy or Assistant Registrar of Companies.
The Council	The Board of Directors for the time being of the Institute.
The Office	The registered office for the time being of the Institute
The Common Seal	The Common Seal of the Institute
The Secretary	The Secretary (subject to the provisions of Sections 102, 235 and 241 of the Act) includes a deputy or assistant Secretary appointed by the Institute or any

Company No: 199601015175 (387525-X)

person acting in such capacity by the direction of the Institute including an honorary secretary.

Month                      Calendar month.

In Writing                Written, printed, photographed or lithographed, or partly one and partly another and other modes of representing or reproducing in visible form.

Any words importing the singular number only shall include the plural number, and vice versa.

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

Words importing persons shall not include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof and the Interpretation Act, 1967 in force at the date of the adoption of these presents shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2.     The name of the Company is **INSTITUTE OF APPROVED COMPANY SECRETARIES** (hereinafter called "the Institute").
3.     The registered office of the Institute will be situated in Malaysia
4.     The objects for which the Institute is established are: -
  - (a)    To provide an organisation for persons who are practising as company secretaries or who are interested in or concerned with secretarial practice in Malaysia.
  - (b)    To advance the status and interest of the profession of company secretaries and to work in close co-operation with and be guided by the relevant regulating authorities in enhancing the professionalism and conduct of company secretaries.
  - (c)    To exercise professional supervision over the members of the Institute and to frame and establish rules and bye-laws for observance in matters pertaining to professional conduct.
  - (d)    To take over and assume on such terms as the Institute may deem expedient all or any of the assets and liabilities of any other body or organisation which is representative of, or which has been formed to promote the interests of those whose work is in any way similar to that of members of the Institute.

- (e) To promote and encourage the study of the theory and practice of the work performed by members of the Institute and to establish and/or provide facilities for the holding of classes and examinations (under either the jurisdiction of the Institute or that of any colleges or universities or other suitable body accredited by the Institute), and for the award of medals, scholarship and such other rewards in connection with the study of such theory and practice as the Institute shall deem necessary, and to award certificates.
- (f) To provide an avenue for company secretaries to get together to improve and advance their interest and professional status and to provide a vehicle for regulating the conduct and professional ethics of company secretaries.
- (g) To conduct seminars, conferences and meetings for the presentation of papers and delivery of lectures, and for the acquisition and dissemination by other means of information connected with the profession of company secretaryship and other related corporate practice.
- (h) To form a library for the use of members and to collect, collate and publish information of service and/or interest to members of the profession and to establish and maintain libraries and collection of documents, papers, research materials and other effects.
- (i) To submit either independently or jointly with other representations, etc; to the relevant authorities pertaining to any legislation either enacted or otherwise for the purpose of promoting the position of members or the professional conduct of company secretaries.
- (j) To afford opportunities for social contact amongst members.
- (k) To print and publish newsletters, periodicals, books or otherwise that are desirable for the benefits of members and the public with the approval of the authority concerned.
- (l) To purchase, take on lease or on exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, equip, maintain and alter any buildings or erections necessary or convenient for the work of the Institute, subject to the prior consent of the Minister for the time being administering the Companies Act.

- (m) To sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Institute as may be thought expedient, subject to the prior consent of the Minister for the time being administering the Companies Act.
- (n) To accept, undertake, or execute any trust or gift, which may be deemed to be in accordance with or may further or benefit the objects of the Institute or any of them.
- (o) To set up branches or regional offices throughout Malaysia.
- (p) To invest and deal with monies of the Institute not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being imposed or required by law and subject also as hereinafter provided.
- (q) To establish, undertake, superintend or administer any charitable or benevolent fund from which donations or advances may be made to assist necessitous Members, and the widows and children of, and/or other persons previously dependent on, deceased Members, or other deserving persons (whether Members or not) who may be or may have been connected with the company secretaryship profession; and (subject to the provisions of Clause 5 of this Constitution) to make any contribution out of the surplus assets or income of the Institute from time to time to any such benevolent fund or funds; and to establish and support, or aid in the establishments and support of, any charitable or benevolent associations or institutions, and to subscribe or guarantee money for charitable or benevolent associations or institutions, and to subscribe or guarantee money for charitable or benevolent purpose in any way connected with the purpose of the Institute or calculated to further its objects.
- (r) To aid and support or make donations to any associations, institutions or bodies which promote the profession of company secretaryship.
- (s) To subscribe to, become a member of or co-operate with any lawful Association whether incorporated or not whose objects are wholly or in part similar to those of the Institute.
- (t) To do all such other things as are incidental or the Institute may think conducive to the attainment of the above objects or any of them.

Provided always that: -

- (i) The Institute shall not support with its funds any political organisation or any activities or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if made an object of the Institute would make it a trade union within the meaning of the Trade Unions Act;
  - (ii) In case the Institute shall take or hold any property which may be subject to any trusts the Institute shall only deal with the same in such manner as is allowed by law having regard to such trust;
  - (iii) The Institute shall not make any donation to or support with its funds or amalgamate with any institution, society or association which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Institute under or by virtue of Clause 5 of this Constitution.
  - (iv) The Institute shall not purchase any land or building or any estate or interest therein without the consent in writing from the Minister for the time being administering the Companies Act.
5. The income and property of the Institute wheresoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Institute. Provided nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any Members, officer or servant of the Institute in return for any services actually rendered to the Institute, or reasonable and proper rent for premises demised or let by any Member of the Institute.

5A The Council Member appointed by the Institute may be paid a fixed allowance of not more than RM600.00 per month as approved by the Council from time to time. Any change to the amount of the fixed allowance is subject to the approval by the members of the Institute and Minister charged with the responsibility for companies. The said fixed allowances shall be paid to the Council Members who hold positions as President, Secretary, Treasurer and Regional Office Representatives.

- 5B The conditions which allow fixed allowance to be given are:
- (a) The Institute must be financially sound. (Based on the annual audited financial statements of the Institute);
  - (b) The Council members are satisfied, before entering the agreement, that it is in the interest of the Institute for that person to provide those services for that amount; and
  - (c) The maximum amount is reasonable in the circumstances and is set out in written agreement and should not exceed the amount provided in the Constitution.
- 5C Any change to the amount of the fixed allowance is subject to the approval by the members of the Institute and Minister charged with the responsibility for companies.
- 5D The Council may establish regional offices as deemed fit and make payment on all reasonable expenses incurred by them.
6. The liability of the members is limited.
7. Every Member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a Member or within one year afterwards for payment of the debts and liabilities of the Institute contracted before he ceases to be a Member and of the costs and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Ringgit Malaysia One Hundred.
8. If upon the winding up or dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members of the Institute but shall be given or transferred to some other associations or bodies having objects similar to the Institute to be determined by Members of the Institute at or before the time of dissolution and in default thereof by a judge of the High Court of Malaysia.
9. True accounts shall be kept of the sums of moneys received and expended by the Institute and the matter in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Institute and subject to any reasonable restrictions in accordance with the Constitution of the Institute for the time being, shall be opened to the inspection of Members. Once at least in every year the accounts of the Institute shall be examined by one or more approved Company Auditor or Auditors who shall report to the Members in accordance with the provisions of the Companies Act 2016.



10. No addition, alteration or amendment shall be made to or in the Constitution of the Institute for the time being in force unless the same shall have been previously submitted to and approved by the Minister for the time being administering the Companies Act.

### OBJECTS

11. The Institute is established for the purpose expressed in the Constitution.

### MEMBERSHIP

12. For the purpose of registration the Institute is declared to consist of an unlimited number of members.

*Authorised  
Membership*

13. The subscribers to the Constitution and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall, subject as provided by these presents, be Members of the Institute.

### CATEGORIES OF MEMBERS

14. The composition of membership of the Institute shall be classified according to the entry to the categories of members by the applicants as follows: -

*Classes and Status  
of Members*

- (a) **Ordinary Member** – comprising persons: -
- (i) who are the subscribers to the Constitution and the existing Members of the Institute at the date of adoption of this Constitution; or
  - (ii) who hold the licence issued by the Commission under Section 20G of the Companies Commission of Malaysia Act 2001; or
  - (iii) who hold the practising certificate issued by the Registrar under Section 241 of the Companies Act 2016.
- (b) **Fellow Member** – comprising persons who are Ordinary Members with at least five (5) years standing of the Institute and has had ten (10) or more years of relevant company secretarial experience and in the opinion of the Council is deemed fit and proper to be a Fellow.
- (c) **Honorary Member**

The Council may admit and confer an Honorary Membership to any person of distinction who has rendered such invaluable service to the Institute or upon whom the Council desires to confer such distinction

Company No: 199601015175 (387525-X)

because of his contribution towards society, commerce, banking and industry, and may hold other qualifications.

- (d) **Associate Member** – comprising persons:-
- (i) who hold tertiary qualifications (basic degrees or advanced diplomas) or qualifications recognised by the Institute and have not less than three (3) years' experience in company secretarial practice or other equivalent employment acceptable to the Council; or
  - (ii) who are members of other Professional Bodies and do not hold the practising certificate issued by the Registrar under Section 241 of the Companies Act 2016; or
  - (iii) who have retired as practising company secretaries or other Professional Bodies.
- (e) **Graduate Member** – comprising persons who have passed the examinations prescribed under Clause 46 (unless the Council shall have granted exemptions from such examinations or parts thereof in accordance with Clause 47), but without adequate experience in the corporate administration, company secretarial practice or other employment acceptable to the Council.
- (f) **Student Member** – comprising persons who are pursuing or intending to pursue a course of study leading to membership qualification of the Institute.

15. The provision of Section 50 of the Act shall be observed by the Institute and the name of every Member for the time being shall according to his category of membership be entered in the Register of Members and every Member shall either sign written consent to become a Member or sign the Register of Members on becoming a Member.

16. A subscriber to the Constitution and/or a Member referred to in the first Council shall not be liable for any registration or admission fee or annual subscription to the Institute. Any person who serves as a Council Member for a calendar year or part thereof shall not be liable to pay the annual subscription for that particular calendar year.

17. No person shall be admitted (other than the subscribers to the Constitution and the Members of the first Council) as a Member of each category of membership unless and until: -

- (i) he shall have delivered to the Secretary an application in writing in that behalf, being an application signed by that person in such form as the Council may from time to time prescribe (either generally or with regard to any particular case

*Conditions of  
Membership*

or class of cases), and verified and/or supported by such references (if any) as the Council may in its discretion from time to time require; and

- (ii) he has complied with such requirements as to educational standards, practical experience, professional standards and otherwise applicable to membership of the respective categories of membership applied for as may be prescribed in the regulations from time to time promulgated by the Council.
- (iii) the Council (whose discretion shall in every case be absolute) shall have resolved that he be elected a Member. In no case shall the Council be required to give any reason for the rejection of an applicant.

18. Every category of Member, other than a Student Member, shall be entitled to receive a Certificate of Membership. Every such Certificate shall remain the Property of the Institute and every Member shall upon Election to membership be deemed, if he has not already done so, to have entered into an undertaking with the Institute to return such Certificate to the Institute upon cessation of his membership. A Student Member shall be accorded a Registration Number during his tenure as a Student Member with the Institute.

*Certificate of Membership*

19. Every Member shall from time to time notify the Secretary his place of employment or his place of residence, and such place shall be registered as his address and the place so from time to time registered shall, for the purpose of the Act and these presents, be deemed his place of residence. Any Member who fails to notify such place of employment or residence shall not be entitled to receive notice of any General Meetings or other proceedings of the Institute and no such General Meetings or other proceedings shall be invalidated by reason of his not having received such notices aforesaid.

*Change of Address*

20. Neither membership nor any of the rights of membership shall be in any way either transferable or transmissible.

#### **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

21. The entrance fee and annual subscription shall be such sums as the Council may from time to time prescribe.

*Subscription Fee*

22. Entrance fee and annual subscriptions are payable in advance upon application for membership and thereafter all annual subscriptions shall be due and payable on 1<sup>st</sup> January of each calendar year.

23. No entrance fee and annual subscriptions shall be payable by an Honorary Member.

### ARREARS OF SUBSCRIPTIONS AND OTHER DISQUALIFICATIONS

24. Any Member who falls into arrears with his annual subscriptions (including any part of subscription and any reduced subscription) for six (6) months or more shall, unless the Council otherwise resolves, cease to be a Member of the Institute, and accordingly, his name shall be removed from the register upon approval of the Council.

*Arrears of  
Subscriptions*

25. A Member who is removed under Clause 24 shall be entitled to apply for re-registration as a Member upon payment of the entrance fee at the time in force and all the arrears payable including that period when he was not in the register.

*Removal and  
re-registration*

26. The membership of a Member shall cease if he: -

- (a) becomes a bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) becomes prohibited from being a Company Secretary by reason of any order under the Act and/or any Court of Law; or
- (c) resigns his membership by notice in writing to the Institute; or
- (d) is removed as a Member due to disciplinary action by the Council; or
- (e) becomes of unsound mind or dies.

*Cessation of  
Membership*

### RESIGNATION

27. Without prejudice to the rights of the Institute to recover all sums due from a Member to the Institute including any sum due under Clause 7 of the Constitution or to secure the return of all Certificates of membership relating to such Member, any Member may by giving to the Institute notice in writing of his resignation of membership of the Institute and on its acceptance by the Council but not until then he shall cease to be a Member.

*Return of  
Certificates*

### ANNUAL LIST OF MEMBERS

28. The Council may, if it thinks fit, publish an annual list of Members classified into different categories, copies of which may be made available to members on payment of such charge, if any, as the Council thinks fit.

*Membership List*

### **DISTINGUISHING LETTERS AND DESIGNATION**

29. The distinguishing letters to be used by a Member who has been granted membership of the Institute shall be as follows :-

*Designations of Members*

- (a) Ordinary Member – MIACS
- (b) Fellow Member – FIACS
- (c) Honorary Member – HIACS
- (d) Associate Member – AIACS
- (e) Graduate Member – GIACS
- (f) Student Member – no distinguishing letters shall be accorded.

### **PROHIBITION OF CERTAIN ACTS AND CONDUCT**

30. The Council may make rules and regulations for the conduct of sound secretarial practice and promotion of the interests of the secretarial profession and may prohibit such acts and regulate the conduct of Members in that regard as it thinks fit and it may provide penalties (including forfeiture of Membership) for those Members who may commit a breach or who may not observe the provisions of any such rules.

*Regulations on Conduct of Members*

31. The Council shall devise a Professional Code of Conduct and Ethics for the purpose of providing as a guideline and as a basis of professional conduct, ethics and standard for Members of the Institute to be observed and bound by.

*Code of Conduct and Ethics*

32. The code or any amendment thereof shall supplement the Constitution, and shall be interpreted as being part of the Constitution. The compliance of the code is mandatory on all Members of the Association. Non-compliance will lead to disciplinary proceedings being instituted against the Members concerned. The burden of proof of compliance shall rest on the Member.

### **DISCIPLINARY POWERS**

33. The Council shall appoint an Investigation Committee comprising of two (2) Council Members and three (3) Ordinary/Fellow Members who will be empowered to investigate a Member if a complaint is received by the Council or in the opinion of the Council that a Member: -

*Investigation Committee*

- (a) has breached or failed to observe the provisions of any Rule made under the provisions of Clause 30; or
- (b) is guilty of dishonourable practices, or conduct derogatory to

his profession or conduct which is not in compliance with the Code of Ethics or the best interests of the Institute or the Members of the Institute; or

- (c) was admitted as a Member to the Institute by improper means; or
- (d) has ceased to hold the necessary qualifications for membership prescribed by this Constitution or his qualifications have been withdrawn for any reasons whatsoever; or
- (e) has become bankrupt or insolvent.

34. If the Investigation Committee is satisfied that there is sufficient evidence to show that a Member is guilty of the matter complained of, the Investigation Committee shall recommend to the Council that a Disciplinary Board be constituted to hear the complaint.

35. The Council shall then appoint a Disciplinary Board comprising of two (2) Council Members and three (3) members from other professional bodies or persons of recognised standing.

*Disciplinary Board*

36. The Disciplinary Board shall conduct hearing to determine if a Member is guilty of the matter complained of and report its findings to the Council.

*Hearing to Consider Conduct of a Member*

- (a) Before the hearing of the Disciplinary Board against a Member commences, the Member shall be notified in writing sent by registered post to his last notified address of the grounds of complaints against him at least twenty one (21) days before the hearing, and shall be given the opportunity of stating his defence or any matters in mitigation either in writing or orally by personal attendance at the meeting. Legal representation or representation by any other Member of the Institute shall be permitted, but at least seven (7) days' notice that the Member proposes to be so represented must be given by such Member to the Institute in writing delivered to the Office.

*Notice of Disciplinary Action*

- (b) The proceedings at every hearing shall be conducted in a manner as the respective Committee may from time to time prescribe.

*Procedure at Hearing*

- (c) The Council or the Disciplinary Board may engage a lawyer or counsel to assist at such hearing.

*Lawyer or Counsel*

- (d) The Council and the Disciplinary Board shall not disclose to the Member concerned or any other Member the source of any information giving rise to such proceedings.

*Non-Disclosure of Source of Information*

37. The Council on the findings and recommendations of the Disciplinary Board shall have power:-

*Disciplinary Powers*

- (a) to require the Member to give a written undertaking to refrain from continuing or repeating the conduct which constitutes a contravention; or
- (b) to reprimand the Member ; or
- (c) to impose a fine on the Member as the Disciplinary Board may determine; or
- (d) to suspend a Member for such period and on such terms and conditions as the Disciplinary Board may determine; or
- (e) to expel the Member from the Institute

38. A Member who has been suspended shall not be entitled to exercise any of the rights of membership during the period of suspension, but any such suspension shall be without prejudice to the rights and powers of the Council or any such Committee to take disciplinary action against the Member during the period of suspension as if the suspended Member remained a Member and was subject to the provisions of these presents. Such a Member shall not during the period of suspension use the designation and any distinguishing letter of his membership to which he is entitled and such Member shall immediately deliver to the Secretary of the Institute his Certificate of Membership of the Institute and the Institute shall retain the same during the period of suspension.

*Effect of Suspension*

39. A Member whose membership has been declared terminated shall cease to be a Member and his name shall be removed from the Register.

*Removal from Register*

40. The Council may devise and amend from time to time the: -

- (a) Code of Investigation Procedures; and
- (b) Code of Disciplinary Procedures

*Investigation and Disciplinary Procedures*

for the adoption of the Investigation Committee and the Disciplinary Board respectively.

41. Public notice of any suspension or termination of membership or any censure or admonishment of a Member or any fine imposed upon a Member may be published in such manner as the Council shall deem fit and the Certificates of Membership of the Institute of the Member so suspended or expelled shall in either case be delivered to the Council to be retained during his suspension or to be cancelled.

*Public Notice of Disciplinary Actions*

42. Any Member against whom disciplinary action has been taken shall have a right to make an application in writing for a review of the

*Right of Appeal*

recommendations of the Disciplinary Board. Such application for review shall be made at any time within twenty one (21) days from the day the Member is being notified of the decision of the Council by registered post to his last notified address.

#### **EFFECT OF CESSATION OF MEMBERSHIP**

43. Any person who ceases whether under Clause 24, or otherwise howsoever to be a Member of the Institute shall nevertheless remain liable to pay all sums due by him to the Institute at the date of such cessation and neither he nor his personal representatives shall have any claim upon or interest in the funds or property of the Institute.

*Effect of Cessation*

44. Any person who ceases to be a Member of the Institute shall within seven (7) days after such cessation shall cease to use the distinguishing letters and any name, description, designation to which he may be entitled either personally or on his letter-headings or elsewhere and shall forthwith return to the Institute any Certificates of Membership issued by the Institute.

*Prohibition on use of designation and return of certificate*

#### **REINSTATEMENT OF MEMBERSHIP**

45. The Council may reinstate any person who has for any reason ceased to be a Member of the Institute on such terms and conditions as the Council in its absolute discretion may resolve.

*Reinstatement of Membership*

#### **EXAMINATIONS**

46. The Council may establish and maintain in relation to the objects of the Institute such examinations as the Council may deem appropriate.

*Examinations for Students*

47. The Council may make, and may from time to time alter, amend or add to, regulations prescribing the examinations of the Institute, the sections into which the examinations shall be divided, the syllabus of the subjects contained therein and all other matters incidental to the conduct of the examinations. The concessions relating to and exemptions from the examinations which may be allowed or granted to individuals holding other educational and professional qualifications shall be determined by the Council from time to time.

*Scope and conditions of examinations*

48. The Council may from time to time form Board(s) of examiners, appoint examiners and assistants on such terms as to remunerate and otherwise as the Council may think fit and may remove or replace the same.

*Appointment of Board of Examiners*

#### **GENERAL MEETINGS**

49. The Institute shall hold a General Meeting not more than eighteen (18) months after the incorporation of the Institute and subsequently once in

*General Meetings*



every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

50. All Meetings, other than Annual General Meeting, shall be called General Meetings.

51. The Council may whenever it thinks fit convene a General Meeting, and General Meeting shall be convened by the Council on such requisition, or in default, may be convened by such requisitionists, as provided by Section 310(b) of the Act. Every General Meeting shall be held at such time and place as the Council shall appoint, provided that a meeting called on requisition shall be held within three (3) calendar months after the date of the deposit of the requisition at the Office. If at any time there are insufficient members of the Council to form a quorum, any member of the Council or any five (5) Members of the Institute may convene a general meeting in the same manner as nearly as possible as that which meetings may be convened by the Council.

*Convening of  
General Meetings*

52. Any Student, Associate, Graduate and Honorary Member may attend any General Meeting of the Institute as observers but they shall neither be entitled to vote nor hold any office in the Council.

*Voting Rights*

53. At least twenty one (21) days' notice in writing of every General Meeting convened to pass a Special Resolution, and at least fourteen (14) days' notice in writing of every Annual General Meeting and every other General Meeting (excluding in every case both of the days on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the Meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in general meeting, to such persons (including the Auditors) as are under the Statutes or the Constitution entitled to receive such notices from the Institute, and to all members other than such as are not under the provisions of these presents entitled to receive notices from the Institute but with the consent of the Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Statutes in the case of General Meetings other than Annual General Meetings, a Meeting may be convened by such notice as those Members may think fit.

*Notice of  
general meetings*

PROVIDED that a meeting of the Institute shall notwithstanding that it is called by shorter notice than that in this Constitution be deemed to have been duly called if it is so agreed: -

*Short Notice*

- (a) in the case of a meeting called as the annual general meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the

Members having a right to attend and vote at the meeting being a majority representing not less than ninety five percent of the total voting rights at that meeting of all the Members.

### PROCEEDINGS AT GENERAL MEETINGS

54. All businesses transacted at a General Meeting and Annual General Meeting shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Council and of the Auditors, the election of members to the Council in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

*Special business*

55. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. In order to constitute a quorum, there shall be personally present thirty (30) Members or Members comprising of not less than one-fifth of the total Members for the time being, whichever is lesser, provided that the Members present shall include at least five (5) of which are members of the Council for the time being.

*Quorum*

56. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present (provided that the Members present is not less than ten (10) and at least five (5) of which are members of the Council) shall be a quorum.

*Adjournment of Meetings*

57. The President shall preside as Chairman at every General Meeting, but if there be no such President, or if at any Meeting he shall not be present within half an hour after the time appointed for holding the same, or shall be unable or unwilling to preside, then the Vice- President, if present and able and willing, shall preside. If the Vice-President is absent or unable or unwilling to preside then the Members present shall choose some Member of the Council, or if all the Members of the Council present decline to take the chair, they shall choose some Member of the Institute who shall be present to preside.

*Chairman*

58. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting shall be given in the same manner as of an original

*Adjournment*

Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

59. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman, or by at least five (5) Members present in person or by proxy, and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or rejected or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

*Evidence of  
passing  
of Resolution*

60. Subject to the provisions of Clause 61, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded, provided always that it shall be in the absolute discretion of the Chairman to direct that the poll should be taken by means of postal voting papers and if he shall so direct the following procedures shall be followed :-

*Poll*

- (a) Voting papers in such form as the Chairman shall direct shall be issued to all Members entitled to vote at the meeting at which the poll was demanded. The resolution or amendment shall be expressed in such terms as the Chairman shall consider most suitable to ascertain the sense of the Members and the Chairman's decision as to the manner of stating such resolution or amendment shall be final.
- (b) Each voting paper shall state the date by which it is to be returned, duly completed, to the Secretary, being a date not more than twenty-eight (28) days after the date of issue of the voting papers.
- (c) The Chairman shall fix a time and place for the counting of the votes and it shall be the duty of the scrutineers to provide him with a written report on the result of the poll. The Chairman's decision on the validity or otherwise of any vote shall be final.
- (d) The result of the poll shall be communicated to Members in such manner as the Chairman shall direct.

61. No poll may be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.

62. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.

*Casting vote*

63. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

### VOTES OF MEMBERS

64. Save as hereinafter provided, every Ordinary Member and Fellow Member of the Institute shall have one vote.

*Vote*

65. A Member who shall not have paid every subscription and other sum (if any) which shall be due and payable to the Institute shall not be entitled to receive notice of or attend or vote at any General Meeting of the Institute.

*Non-entitlement  
of vote*

66. A suspended Member shall not be entitled to receive notice of or attend or vote at General Meeting.

67. Votes may be given on a poll either personally or by proxy. On a poll any Member present shall have one vote and if he acts as a proxy he shall have an additional vote. On a show of hands only a Member present in person shall have one vote.

*Proxy*

68. A person appointed as a proxy must be an Ordinary Member or a Fellow Member of the Institute, and in his own right, be entitled to attend and vote at General Meetings.

69. No person shall be allowed to act as proxy for more than one (1) member at any one time.

70. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing.

*Appointment of  
proxy*

71. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting or for the taking of the poll at which it is to be used, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution.

72. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office one hour at least

*Validity of proxy*

Company No: 199601015175 (387525-X)

before the time fixed for holding the Meeting or adjourned Meeting at which the proxy is used.

73. Any instrument appointing a proxy shall be in the following form or in such other form as the Council may approve or allow: -

I \_\_\_\_\_  
being a Fellow Member or Ordinary Member of INSTITUTE OF  
APPROVED COMPANY SECRETARIES hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_ or  
failing him \_\_\_\_\_ of \_\_\_\_\_  
(each of whom is a Member of the Institute) as my proxy to vote for me on  
my behalf at the (Annual or Member, as the case may be) General Meeting  
of the Institute to be held on the \_\_\_\_ day of \_\_\_\_\_ 20\_\_, and at any  
adjournment thereof.

*Proxy Form*

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

This form is to be used #in favour of/# against the resolution.

Unless otherwise instructed, the proxy will vote for/against or abstain from voting as he thinks fit.

-----  
#Strike out whichever is not desired.

74. An objection may be made to the validity of any vote only at the Meeting or poll at which such vote shall be tendered, and every vote not disallowed at such meeting or poll shall be valid. The Chairman of the Meeting shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

*Validity of vote*

75. No person shall vote on any matter in which he is personally interested pecuniarily or otherwise, or debate on such matter without the permission of the majority of the persons present and voting, such permission to be given or withheld without discussion.

*Permission to  
vote on personal  
interest*

#### THE COUNCIL

76. The Council shall consist of not less than six (6) and not more than fifteen (15) Ordinary and Fellow Members.

*Number of  
Council  
Members*

77. The first Council shall be CHOONG SIEW KAY, MOHAMED BIN DAUD, S APPLASAMY, SYED AB. RAHMAN BIN SYED MAHMOOD, TAN AH DEK @ TAN AH WANG and TAN KEOK LAY.

*First Council*

78. All Members of the Council shall retire at the first Annual General Meeting of the Institute, and at subsequent years, one-third, or the number nearest to one-third of the Council shall retire at the Annual General Meeting each year and shall be eligible for re-election. The Council Members to retire

*Retirement of  
Council  
Members*

by rotation shall be the Council Members who have been longest in office since their last election or appointment. As between members of equal seniority, the Council Members to retire shall (unless otherwise agreed) be selected by lot.

79. A President, a Vice-President, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer shall be elected amongst the Members of the first Council at the first Council Meeting, and thereafter at the conclusion of an Annual General Meeting. No such office bearer shall ordinarily hold the same office for more than three (3) years in succession.

*Office-bearers*

80. The Council may at any time appoint any person considered suitable by the Council to be a co-opted member of the Council and a co-opted Member shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for re-election.

*Appointment of  
Council Members*

81. A Member of the Council shall vacate office at the conclusion of the Annual General Meeting following the date upon which he ceases to be actively engaged in the profession of Company Secretaryship.

82. No person elected or co-opted to the Council pursuant to this Constitution shall do any act as a Council Member until he shall have signed the Declaration under Section 201 of the Act and/or such other statutory forms and/or approvals as may be required pursuant to the Act or any regulations or rules made under the Act.

*Consent to act*

82A The members of the Council shall be paid all travelling, hotel and other reasonable expenses properly incurred by them and an allowance in attending meetings of the Council or any committee of the Council or the general meeting of the Council and also such meetings or seminars or training or workshops which are organised by the Institute or other professional or prescribed bodies or government and other agencies for which official invitation have been received or the attendance by one of more Council Members is deem essential and necessary and the secretaries professional at large.

### **POWERS OF THE COUNCIL**

83. The income, property, affairs and business of the Institute shall be managed by the Council which may pay all expenses incurred in promoting and registering the Institute and may exercise all such powers of the Institute, and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by the Statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulations had not been made.

*Powers of Council*

84. Without prejudice to the generality of the foregoing the Council may make and from time to time alter, revoke or add to rules, regulations and by-laws (not being inconsistent with any provisions of these presents) relating to the Institute and its affairs as from time to time the Council may decide.

*Power to make rules*

85. The Council may exercise all powers of the Institute to borrow money and to charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Institute.

*Borrowing power*

86. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Institute shall be signed, drawn, accepted, endorsed or otherwise executed jointly by the Treasurer/Assistant Treasurer and two (2) Council Members, or in such other manner as the Council may from time to time determine.

*Cheques etc*

87. The Members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the Members of the Council shall at any time be or be reduced in number to less than six (6), it shall in either case be lawful for them to act as the Council for the purpose of admitting persons to membership of the Institute, filling vacancies in their body, or of summoning a General Meeting, but not for other purpose.

*Vacancy*

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

88. The office of a Member of the Council shall be vacated :-

- (a) if he ceases for any reason to be a Member of the Institute; or
- (b) if he is suspended from membership of the Institute; or
- (c) if by notice to the Institute he resigns his office; or
- (d) if he shall become prohibited by law from acting as a director; or
- (e) if, he shall have failed to attend three consecutive meetings of the Council, or have failed as at the date of an Annual General Meeting to have attended at least half the meetings of the Council held during the preceding year or such lesser period for which he has been in office, unless the Council shall by resolution approve the reason for such failure to attend; or
- (f) if he is removed from office by a resolution duly passed pursuant to Section 206 of the Act; or
- (g) if he subject to Clause 81 ceases to be actively engaged in the

*Vacation of office*

profession of Company Secretaryship; or

- (h) if a receiving order is made against him or he makes any arrangement or composition with his creditors; or
- (i) if he is found to be of unsound mind or dies.

Provided that until an entry of the vacating of office by a Member of the Council under one of the paragraphs of this Clause shall be entered in the minutes of the Council his acts as a Member thereof shall be effectual.

### PROCEEDINGS OF THE COUNCIL

- |  |   |
|--|---|
| 89. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.   | <i>Council Meetings</i>                   |
| 90. The quorum required at a meeting of the Council shall not be less than one-third of the total Council Members for the time being in office.  | <i>Quorum</i>                             |
| 91. Each Member of the Council shall be entitled to one vote. In the event of an equality of vote, the Chairman of the meeting shall be entitled to a casting vote.  | <i>Casting vote</i>                       |
| 92. Two Members of the Council may, and on the request of two Members of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon all Members of the Council.  | <i>Notice of Meeting</i>                  |
| 93. The President shall preside at all meetings of the Council at which he shall be present, but if at any meeting he is absent or unable to preside, then the Vice-President if present and able to preside shall preside and in the absence or inability of the Vice-President the Members of the Council present shall choose one of their Member to be Chairman of the Meeting.  | <i>Chairman of Meeting</i>                |
| 94. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these presents for the time being vested in the Council generally.  | <i>Powers of Quorum</i>                   |
| 95. Notice of every meeting of the Council stating the general particulars of all business to be considered at such meeting, shall be sent by ordinary post or facsimile or electronic mail to each Member of the Council at least seven days before such meeting unless urgent circumstances require shorter notice; but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars. | <i>Agenda of Meeting</i>                  |
| 96. The Council may delegate any of their powers to Committees consisting of such Members of the Council as they think fit, and any Committee so formed shall, in the execution of the powers so delegated, conform to any   | <i>Delegation of powers to Committees</i> |



regulations imposed on it by the Council. The meetings and proceedings of any such Committee shall be governed by the provisions of these presents for regulating the meeting and proceedings of the Council so far as applicable and so far as the same not be superseded by any regulations made by the Council as aforesaid. Any such Committee may by resolution co-opt as a member of the Committee any person who is considered suitable for such period as the Committee may decide.

97. The Council shall be entitled to appoint by power of attorney any company, firm or person or body of persons to be attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Council under these regulations) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contained such permissions for the protection and convenience of persons dealing with any such attorneys as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

*Power of Attorney*

98. The Council is empowered generally to do all things necessary or expedient for the due conduct of the affairs of the Institute not herein otherwise provided for.

*General Power*

99. The Council may appoint one or more advisory boards consisting of such persons as the Council thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Council and subject thereto shall have power to co-opt any person and all such advisory boards shall have no votes.

*Advisory Boards*

100. The Council shall duly comply with the provisions of the Act, and particularly the provisions as to the registration and keeping copies of mortgages and charges, keeping of the register of members, keeping the register of directors and entering all necessary particulars therein and send a copy thereof or a notification of any charges herein to the Registrar of Companies.

*Keeping of records*

101. Member of the Council who is in any way, whether directly or indirectly, interested in a contract with the Institute shall declare the nature of his interest at the meeting of the Council in accordance with the provisions of Section 221 of the Act.

*Declaration of Interest*

102. Member of Council shall not vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall not be counted or shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to :-

*Prohibitions on voting*

- (a) any arrangement for giving any Council Member any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefits of the Institute;

- (b) any arrangement for the giving by the Institute of any security to a third party in respect of debts or the obligations of the Institute of which the Council Member himself has assumed responsibility in whole or part under the guarantee or indemnity or by the deposit of a security; and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction by the Institute in general meeting.

103. Subject always to the provision of Clause 5 of the Constitution a Member of the Council may hold any other office or place of profits under the Institute in conjunction with his office of Council Member for such period and on such terms as to remuneration and otherwise as the Council may determine and no Council Member or his firm or company of which a Member of the Council is a member shall be disqualified from contracting with the Institute either with regard to professional services to be rendered or the tenure of any such other office or place of profit to be appointed.

*Holding of office  
by Council  
Member*

104. All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a Member of the Council, shall, notwithstanding it be afterward discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and are qualified to be a Member of the Council.

*Validity of acts  
of Council*

105. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of names of Members of the Council present at all meetings of the Institute and of the Council; and of all proceedings of all meetings of the Institute and of the Council and of Committees of the Council, and all attendances thereat, and all business transacted at such meeting, and any such minutes of any meeting, if signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

*Minutes of Meetings*

106. A circular resolution in writing circulated to all the Members of the Council or of any Committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such Committee and needed to form a quorum for the transaction of business of the Council or Committee and signed by the majority of them shall be as valid and effectual as if it has been passed at a meeting of the Council or Committee duly convened and constituted. Any resolution may consist of several documents in like forms, each signed by one or more Members of the Council or Committee.

*Resolution in  
writing*

Company No: 199601015175 (387525-X)

### SECRETARY

107. The Secretary of the Council appointed under Clause 79 shall be the Secretary of the Institute in compliance with the requirement of Sections 102, 235 and 241 of the Act.

*Secretary*

For the purpose of registration, the First Secretary of the Institute shall be CHOONG SIEW KAY (LS 00522).

*First Secretary*

### THE COMMON SEAL

108. The Common Seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one Member of the Council and of the Secretary, and the said Member or Members and Secretary shall sign every instrument to which the Common Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Institute such signatures shall be conclusive of the fact that the Common Seal has been properly affixed.

*Common Seal*

### ACCOUNTS

109. Accounting records in compliance with the Act shall be kept at the Office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Members of the Council.

*Accounting records*

110. At the Annual General Meeting in every year the Council shall lay before the Institute an income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a balance sheet made up as at the same date. Each balance sheet shall be accompanied by reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one (21) clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner in which notices are hereinafter directed to be served.

*Presentation of  
Accounts*

### SUBSCRIPTION YEAR

111. Unless and until otherwise determined by the Council, the subscription year of the Institute shall begin on the 1<sup>st</sup> January in each year and shall end on the 31<sup>st</sup> December of the year.

*Annual  
Subscription  
Year*

## AUDIT

112. Once at least in every year the accounts of the Institute shall be examined by one or more properly qualified Auditor or Auditors.

*Auditors*

113. Auditors shall be appointed and their duties regulated in accordance with Section 267 to 270 of the Act. None of the following persons shall be eligible for appointment as Auditors :-

- (a) a Member of the Council or an official or servant of the Institute;
- (b) a person who is a partner of or in the employment of a Member of the Council or of an official or servant of the Institute.

## NOTICES

114. (i) Subject to the Act, any notice may be given by the Institute to any member in writing in any one of the following manners:-

*Service of  
Notices  
to Members*

- (a) given by hand to the address, within Malaysia, of the member as supplied by him to the Institute for the purpose of giving notice to him;
- (b) given by ordinary post to the address, within Malaysia, of the member as supplied by him to the Institute for the purpose of giving notice to him;
- (c) given in electronic form by transmitting to the electronic address or facsimile number of the member as supplied by him;
- (d) subject to the Act and clause 53, for the purpose of notice of general meeting, by publishing on a website.

(ii) If a notice for a meeting of members is given by way of a publication in a website as per clause 114(d), the Institute shall notify its members that the notice is available in the website and such notification must be given in hard copy or electronic form stating --

- (a) that it concerns a meeting of members;
- (b) the place, date and time of the meeting; and
- (c) whether the meeting is an annual general meeting.

(iii) The notice pursuant to this clause shall be available in the website throughout the period beginning from the date of notification referred to Clause 53 until the conclusion of the meeting of members.

Company No: 199601015175 (387525-X)

(iv) A notice :

- (a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by electronic and digital transmission, is taken to be given on the business day after it is sent irrespective of whether or not the same is actually received by the member; and
- (d) given by publication in the website, is taken to be given on the business day after the notification that the notice is available in the website is sent.

*Proof of service*

(v) Notices of every general meeting shall be given in any manner hereinafter authorised to:-

- (a) every member except those members who have not supplied to the Institute an address within Malaysia for the giving of notices to them;
- (b) the auditors for the time being of the Institute; and
- (c) the members of the Board.

No other person shall be entitled to receive notices of general meetings.

### INDEMNITY

115. Subject to the provision of and so far as may be permitted by the Act, every member of the Board, auditor or other officer of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Institute and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

*Indemnity*

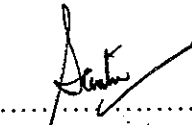
116. Clause 8 of the Constitution relating to the winding-up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these presents.

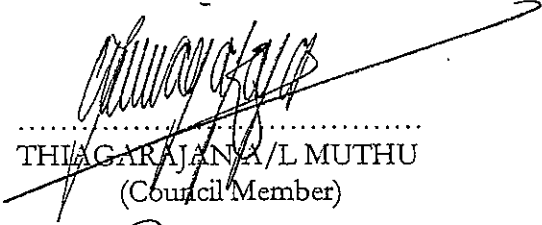
*Winding-up and  
Dissolution*

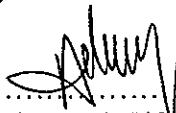
Company No: 199601015175 (387525-X)

Dated this at Kuala Lumpur on 9<sup>th</sup> day of December, 2017

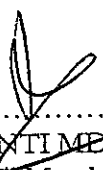
Signed by:

  
.....  
SANTIRAN S/O SANKARAN  
(Council Member)

  
.....  
THIAGARAJANA/L MUTHU  
(Council Member)

  
.....  
DR. ADISSAYAM @ XAVIER  
a/l SUSEIMANIKAM  
(Council Member)

  
.....  
SEE POH LAM  
(Council Member)

  
.....  
NOLIDA BINTI MD HASHIM  
(Council Member)

  
.....  
KUCH SIOW CHIANG  
(Council Member)

  
.....  
AMINAH BINTI HUSSIN  
(Council Member)

  
.....  
CHIN TET FUNG  
(Council Member)

#### LODGER INFORMATION

NOLIDA BINTI MD HASHIM  
Secretary (LS 0007254)  
Suite C-19, 1<sup>st</sup> Floor,  
Plaza Pekeliling  
No. 2, Jalan Tun Razak,  
50400 Kuala Lumpur.