

**PORAM**  
**Rules and Constitution**

**PERSATUAN PENAPIS MINYAK SAWIT MALAYSIA**  
(THE PALM OIL REFINERS ASSOCIATION OF MALAYSIA)

**Rules and Constitution**

**R.1 Name**

This Association is known as “PERSATUAN PENAPIS MINYAK SAWIT MALAYSIA” (The Palm Oil Refiners Association of Malaysia) or in short “PORAM”.

**R.2 Registered Address**

The registered address shall be at 801C/802A, Block B, Executive Suites, Kelana Business Centre, 97 Jalan SS 7/2, 47301 Kelana Jaya, Selangor Darul Ehsan, Malaysia or at such other place as may be determined by the Management Board and approved by the Registrar of Societies.

**R.3 Flag and Emblem**

The logo consists of graphic representation of an oil palm fruit, refining and shipping, signifying the major activities of PORAM members.

**R.4 Objects**

The objects of the Association are:-

- (i) To provide an organisation for palm oil refiners and to enable them collectively to support and advance the status and interest of palm oil processing, refining or fractionation (“palm oil processing”) or related supporting industries, including but not limited to shipping, logistics, storage facilities, etc. insofar as they relate to and / or are incidental to palm oil refining or processing or related in any way to products, derivatives, allied products or by-products therefrom (“related supporting industries”);
- (ii) To provide means for considering questions affecting the interests of palm oil processing or related supporting industries;
- (iii) To promote:-
  - (a) the processing, refining and fractionating of palm oil and the manufacture of all products and by-products therefrom;
  - (b) the efficient marketing and handling of processed palm oil, its derivatives, allied products and by-products;

- (c) the establishment, maintenance and attainment of standards, specifications and descriptions for processed palm oil, its derivatives, allied products and by-products;
  - (d) co-operation with other organisations or agencies connected with palm oil processing and/or related supporting industries; and
  - (e) the use of processed palm oil, its derivatives, allied products and by-products.
- (iv) To borrow or raise any money that may be required by the Association upon such terms as may be deemed advisable and in particular by mortgage or charge of all or any part of the property of the Association;
  - (v) To form a library for the use of members and to collect, collate and publish information of service and / of interest to members of the Association;
  - (vi) To print and publish any newsletters, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
  - (vii) To invest any monies of the Association not immediately required for any of its objects in such manner as may from time to time be determined;
  - (viii) To subscribe to any local or other charities and to grant donations for any public purpose;
  - (ix) To do all other such lawful things as are incidental or conducive to the attainment of the above objects or any of them;
  - (x) To provide a secretariat to facilitate the implementation and the conduct of arbitration under the PORAM Rules of Arbitration and Appeal;
  - (xi) To conduct educational conferences, seminars, courses, workshops, dialogues and talks that will enhance knowledge and skill in the palm oil industry;
  - (xii) To work in conjunction with government and semi-government bodies and professional institutions and be responsive to the Malaysian Government's overall socio-economic policies and developments;
  - (xiii) Without affecting the generality of the above, to undertake any such activities as are incidental to or deemed necessary to achieve the aims and objects of the Association.

## **R.5 Membership**

- (i) Any firm or company which is carrying on the business of palm oil processing and/or related supporting industries shall be eligible to be admitted to membership.
- (ii) Any firm or company eligible for admission may become a member in its conventional or corporate name. Each member shall be entitled to nominate one person to be its representative and another to be the person's alternate to attend meetings in his absence. Such nomination shall be made on the prescribed form which shall be sent to the Chief Executive Officer or such other officer of equivalent position for registration. The nominees of each member shall be their nominated representatives to the Association until their appointment is revoked in writing.

## **R.6 Application for Full Membership**

- (i) Any firm or company which:
  - (a) owns a licence in accordance with the laws of Malaysia to carry on the business of palm oil processing in Malaysia; and
  - (b) carries out such business in a factory located in Malaysiais eligible to become a Full Member.
- (ii) Any firm or company which is eligible to become a Full Member, shall submit an application in the prescribed form to the Management Board.
- (iii) Every application shall be proposed by two (2) existing Full Members.
- (iv) All admissions of Full Members shall be decided by the Management Board. Every applicant for admission shall satisfy the Management Board of its eligibility and the Management Board may require the production of such evidence as the Management Board shall deem necessary. The Management Board shall circulate the names of all applicants to the existing Full Members for their comments (if any) for a period of two (2) weeks. Comments from existing Full Members may be taken into consideration by the Management Board. However, the decision to approve or refuse admission of an applicant shall lie solely in the absolute discretion of the Management Board whose decision shall be final. .
- (v) Every firm or company upon becoming a Full Member shall be bound by the Rules and Constitution in force at the time of its admission and any such amendments, additions or variations to the same as may be made from time to time.

## **R.7 Entrance Fee and Monthly Subscription**

- (i) The entrance fee payable by a Full Member is Ringgit Malaysia Four Thousand (RM4,000.00) or such other amount as the Management Board may decide from time to time.
- (ii) The admission of any firm or company as a Full Member shall become effective only upon receipt by the Association of the entrance fee.
- (iii) In addition to the entrance fee, every Full Member shall also pay to the Association a monthly subscription. The subscription shall be based on the tonnage of processed palm oil manufactured by the Full Member and dispatched from the factory per month and shall be calculated at a rate of not more than Ringgit Malaysia One (RM1.00) per metric tonne or such other rate as the Management Board shall from time to time in its absolute discretion determine.
- (iv) Every Full Member shall pay the subscription fee for each calendar month on or before the 15<sup>th</sup> day of the next calendar month. Any Full Member who has not paid its subscription within sixty (60) days after it has become due shall be liable to pay interest on all sums due and owing from the 16<sup>th</sup> day of the month in which it is due until full settlement at such a rate as the Management Board may decide from time to time.

## **R.7A Application for Associate Membership**

- (i) Notwithstanding Rule 5, any firm, company or corporation which is connected with the oils and fats trade or is carrying on the business of related supporting industries, but not directly carrying on the business of palm oil processing in Malaysia, shall be eligible to be admitted as an Associate Member of the Association.
- (ii)
  - (a) Any firm, company or corporation which is eligible to become an Associate Member shall submit an application in the prescribed form to the Management Board.
  - (b) Every application shall be proposed by two (2) existing Full Members.
  - (c) All admissions of Associate Members shall be decided by the Management Board. Every applicant for admission shall satisfy the Management Board of its eligibility and the Management Board may require the production of such evidence as the Management Board shall deem necessary. The decision to approve or refuse admission of an applicant shall lie solely in the absolute discretion of the Management Board whose decision shall be final.

- (d) Every firm, company or corporation upon becoming an Associate Member shall be bound by the Rules and Constitution in force at the time of its admission and any such amendments, additions or variations to the same as may be made from time to time.
- (iii) (a) The entrance fee payable by an Associate Member is Ringgit Malaysia Two Thousand (RM2,000.00) or such other amount as the Management Board may decide from time to time.
- (b) The admission of any firm or company as an Associate Member shall become effective only upon receipt by the Association of the entrance fees and the annual subscription for the first year.
- (c) In addition to the entrance fee, every Associate Member shall pay the Association an annual subscription of Ringgit Malaysia Two Thousand (RM2,000.00) or such other amount as the Management Board may decide from time to time. Every Associate Member shall pay the subscription fee for each year on or before the 15<sup>th</sup> day of the first month of the year. Any Associate Member who has not paid its subscription within sixty (60) days after it has become due shall be liable to pay interest on all sums due and owing from the due date until full settlement at such a rate as the Management Board may decide from time to time.
- (iv) (a) An Associate Member shall be entitled to attend the Annual General Meeting of the Association but shall not be entitled to vote thereat. Associate Members shall not be considered for purposes of Rule 10 (vi) and Rule 11(ii) (b).
- (b) Associate Members relating to each category of the industry may form committee(s) of their own for such meetings pertaining to their trade and expertise, as deemed necessary by the Management Board. Recommendations made shall be forwarded to the relevant main committees of the Association for deliberation.
- (v) Any dispute concerning the status, rights or obligations of Associate Members which has not been provided for by these provisions shall be referred to the Management Board whose decision shall be final.

#### **R.7B Application For Supplementary Membership**

- (i) Any firm or company which is carrying on the business of palm oil processing in Malaysia and is a related, holding or subsidiary company of any Full Member of the Association shall be eligible to be admitted as a Supplementary Member of the Association.

- (ii) (a) Every application shall be proposed by the Full Member (to whom the applicant is related, subsidiary or a holding company of a Full Member) and submitted by the applicant in the prescribed application form to the Management Board.
  - (b) All admissions of the Supplementary Members shall be decided by the Management Board. Every applicant for admission shall satisfy the Management Board of its eligibility and the Management Board may require the production of such evidence as the Management Board may deem necessary. The decision to approve or refuse admission of an applicant shall lie solely in the absolute discretion of the Management Board whose decision shall be final.
  - (c) Every firm or company upon becoming a Supplementary Member shall be bound by the Rules and Constitution in force at the time of its admission and any such amendments, additions or variation to the same as may be made from time to time.
- (iii) Every Supplementary Member shall pay the Association an annual subscription of Ringgit Malaysia Two Thousand (RM2,000.00) or such other amount as the Management Board may decide from time to time. The admission of any firm or company as a Supplementary Member shall become effective only upon receipt by the Association of the first subscription fees. Every Supplementary Member shall pay the subscription fee for each year on or before the 15<sup>th</sup> day of the first month of the year. Any Supplementary Member who has not paid its subscription within sixty (60) days after it has become due shall be liable to pay interest on all sums due and owing from the due date until full settlement at such a rate as the Management Board may decide from time to time.
  - (iv) There shall be no entrance fee payable in respect of Supplementary Members.
  - (v) A Supplementary Member shall be entitled to attend the Annual General Meeting of the Association but shall not be entitled to vote thereat. Supplementary Members shall not be considered for purposes of Rule 10 (vi) and Rule 11 (ii) (b).
  - (vi) Any dispute concerning the status, rights or obligations of Supplementary Members which have not been provided for by these provisions shall be referred to Management Board whose decision shall be final.
  - (vii) A Supplementary Member shall cease to be a member once its Full Member ceases to be a member for any reason whatsoever.

## **R.8 Cessation of Membership**

Any member shall cease to be a member after the expiry period of thirty (30) days from the date of notice of its intention to resign from the Association. The outstanding fees together with interest thereon shall be recoverable as debt to the Association.

## **R.9 Expulsion of Member**

- (i) The Management Board may expel any member from the Association who:-
  - (a) violates any of the Rules or Constitution of the Association or any order or direction of the Management Board or General Meeting of the members of the Association;
  - (b) is convicted of any offence involving fraud or dishonesty punishable on conviction with imprisonment for three (3) months or more;
  - (c) has been guilty of any act, practice, conduct or default prejudicial to the interest of the Association or calculated in any manner to bring discredit to the palm oil processing industry;
  - (d) is adjudged bankrupt or subject to winding-up proceedings or fails to satisfy a judgment debt under any deed or document, has his estate placed in liquidation for the benefit of creditors or makes any arrangements for the payment of a composition to creditors.
- (ii) The Management Board may by a resolution passed at a meeting specially convened for the purpose expel, suspend, reprimand or admonish any member on the grounds above described provided that the member shall first have had notice of the intended resolution of the Management Board and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence as it may think fit.
- (iii) If any member fails to pay any subscription fees or other sum payable to the Association for a period of three (3) months, it may be expelled from membership of the Association and the amount so outstanding together with any interest payable thereon shall be recoverable as a debt to the Association.

## **R.10 Annual General Meeting**

- (i) The Annual General Meeting of the Association shall be held once a year.
- (ii) The election of the Management Board shall be held during the Annual General Meeting of the Association on a biennial basis.
- (iii) The Annual General Meeting of the Association shall be held within six (6) months of the end of every Financial Year on a date and time to be fixed by the Management Board.
- (iv) At least fourteen (14) calendar days' notice in writing specifying the place, the date and the hour of the meeting shall be given to members. The notice shall be accompanied by a copy of the audited accounts for the last financial year. Where the election of the Management Board is to be held at the Annual General Meeting, a list of candidates eligible for election to the Management Board shall be circulated to the members together with the notice.

- (v) At the Annual General Meeting, the members who are entitled to vote shall:-
- (a) confirm the minutes of the previous Annual General Meeting and all other General Meetings held since the last Annual General Meeting;
  - (b) receive the Chairman's report on the general affairs of the Association;
  - (c) receive, approve and adopt the balance sheet and statement of income and expenditure which are made up to 31<sup>st</sup> December of the last financial year together with the Auditors Report thereon;
  - (d) elect a maximum of fifteen (15) members of the Management Board, when there is to be an election of the Management Board. This will comprise the following:
    - (A) Chairman;
    - (B) Vice-Chairman I;
    - (C) Treasurer;
    - (D) Four (4) ordinary members of the Management Board if full membership of the Association is not more than twenty four (24). An additional ordinary member shall be elected in the ratio of one (1) ordinary member for every six (6) full members or part thereof of the Association, above the first twenty four (24) full members, provided that the maximum number of elected ordinary members of the Management Board shall not exceed twelve (12).
  - (e) appoint auditors for the ensuing term and fix their remuneration;
  - (f) deal with any other business not relating to the ordinary annual business of the Association provided that :-
    - (A) notice in writing of the proposed motion has been sent or given by any member to the Chief Executive Officer and be received by him not later than one (1) week before the date of the Annual General Meeting; and
    - (B) the proposed motion relates to matters affecting the Association or any of its members.
- (vi) The quorum of members at the Annual General Meeting and any Extraordinary General Meeting shall be one-half of the total number of Full Members of the Association.

- (vii) (a) a member who is entitled to vote may appoint any person as its proxy to vote at the Annual General Meeting and any Extraordinary General Meeting of the Association or any adjournment thereof. The instrument appointing the proxy shall be in the following form:

### **Persatuan Penapis Minyak Sawit Malaysia**

We, ..... of ..... being a Full Member of the above-named Association, hereby appoint ..... of ..... or failing him, ..... of ..... as our proxy to vote for us on our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Association to be held on the ..... day of ..... and at any adjournment thereof.

Signed this ..... day of ..... 20 .....

- (b) the instrument appointing the proxy shall be lodged at the registered office of the Association not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be at which the member named in the instrument proposes to be present.

### **R.11 Extraordinary General Meeting**

- (i) The Management Board may at any time convene an Extraordinary General Meeting of the Association.
- (ii) (a) Whenever a requisition complying with sub-Rule (b) of this Rule shall be received by the Chief Executive Officer, the Management Board shall forthwith proceed to convene an Extraordinary General Meeting to be held as soon as practicable but in any case not later than two (2) months after the receipt of such requisition.
- (b) Any such requisition shall be in writing and shall be deposited at the office of the Association. It shall be signed by not less than one-quarter of the number of Full Members and stating the object of the proposed meeting.
- (iii) If the Management Board does not within twenty-one (21) calendar days after the date of the deposit of the requisition proceed to call a meeting the requisitionist or any of them representing more than one-half of the total voting rights of all of them may themselves convene a meeting but any meetings so convened shall not be held after the expiration of three (3) months from that date.
- (iv) (a) At least twenty-one (21) calendar days' notice in writing of every Extraordinary General Meeting specifying the place, day and hour of such

meeting and the general nature of the business to be transacted thereat shall be given to members.

- (b) The accidental omission to give notice to, or the non-receipt of such notice by any member shall not invalidate any Resolution passed at any such meeting.
- (c) With the consent in writing of all the Full Members for the time being, an Extraordinary General Meeting may be convened on a shorter notice than twenty-one (21) calendar days.

#### **R.12 Postponement of Meetings**

If a quorum is not present half an hour after the time appointed for the Annual General Meeting or Extraordinary General Meeting or Management Board Meeting, the meeting may be postponed to a date (not exceeding thirty (30) calendar days) to be decided by the Management Board; and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have power to proceed with the business of the day but shall not have power to amend the rules of the Association.

#### **R.13 Appointment of the Management Board**

- (i) The Management Board shall be elected by the members of the Association at every alternate Annual General Meeting of the Association.
- (ii) The following provisions shall govern the election of the Management Board.
  - (a) A partner, director or employee of a Full Member or director or employee of a holding company, a related company or a subsidiary of a Full Member shall be eligible for election to the Management Board provided always that no Full Member shall have more than one (1) representative on the Management Board.
  - (b) Nomination of candidates for election to the Management Board shall be made in the prescribed form and received by the Chief Executive Officer not later than twenty one calendar days (21) before the date of the Annual General Meeting;
  - (c) Notice of the names of all candidates nominated shall be sent to all members before the Annual General Meeting. If more candidates are nominated than there are vacancies, the members shall fill the vacancies by election from the said candidates. If sufficient candidates are not nominated to fill all the vacancies, those nominated shall at the Annual General Meeting be automatically elected. If sufficient candidates are not elected at an Annual General Meeting, the resulting vacancies may be filled by the Management Board summoned with notice of the object;

- (d) Any election of members of the Management Board at an Annual General Meeting shall be either by a show of hands or by ballot of those present, whichever may appear to the Chairman of the meeting to be the more convenient. Each member entitled to vote present at the meeting shall have as many votes as there are vacancies to be filled but shall not give more than one vote to any one candidate. Those candidates, to each of the vacancies to be filled, who receive the most votes shall be elected but in the event of an equality of votes between two or more candidates the Chairman shall call for a revote for that vacancy only. In the event of a further tie again between two or more candidates, the Chairman shall have a casting vote or votes. The declaration of the Chairman as to the result of the election shall be final.
- (e) All Members of the Management Board shall hold office until the conclusion of the Annual General Meeting at which fresh elections are being held.

#### **R.14 Management Board**

- (i) The business and affairs of the Association shall be managed by the Management Board.
- (ii) The Management Board may consist a maximum sixteen (16) members. A maximum of four (4) members from any member of the Association may be co-opted onto the Management Board provided that the Management Board does not exceed sixteen (16) in total.
- (iii) All members of the Management Board and every officer performing executive functions in the Association as far as possible shall be Malaysian citizens.
- (iv) All members of the Management Board shall hold office for a term of two (2) years. At every alternate Annual General Meeting, all members of the Management Board shall retire from office, but shall be eligible for re-election. Any Elected member of the Management Board may, in writing to the Management Board, appoint an Alternate. Such an Alternate member shall be subject to all eligibility criteria as applicable to the respective Elected member to whom he is an Alternate. Alternate members may, in the absence of the Elected members, attend any meetings of the Management Board, shall be governed by the PORAM Rules and Constitution during the meetings they attend, in the same manner as the Elected members. No Alternate member may attend more than two (2) consecutive meetings of the Management Board.
- (v) The office of a member of the Management Board shall be vacated;
  - (a) if he ceases to fulfil any of the eligibility criteria specified within these Rules;
  - (b) if a member company which he represents ceases to be a member of the Association;

- (c) if he be removed by a Resolution passed at any General Meeting of the Members of the Association;
  - (d) if he be absent from the meetings of the Management Board for more than three (3) consecutive meetings without leave of absence of the Management Board;
  - (e) if he shall commit any act envisaged under Rule 9;
  - (f) if he be declared lunatic, or becomes of unsound mind;
  - (g) if he be convicted of a felony.
- (vi) A member of the Management Board may tender his resignation from office by notice in writing to the Management Board and on its acceptance by the Management Board but not until then, he shall cease to be a member of the Management Board.
  - (vii) The Management Board may fill by co-option any casual vacancy which may occur in their number but the person so filling the vacancy shall retire at the Annual General Meeting when elections are due following his co-option and shall be eligible for election. A co-opted member of the Management Board shall fulfill the eligibility criteria of the post to which he is being co-opted.
  - (viii) If the Management Board shall in its discretion consider that any member of the Management Board has conducted himself in a manner gravely detrimental to the interest or reputation of the Association, it may by a resolution remove him from office or membership of the Board provided that any member of the Management Board shall first have received at least fourteen (14) calendar days' notice of the meeting of the Management Board upon which his removal is sought and shall be entitled at the meeting of the Management Board to make a statement in explanation and defence of his conduct. Such resolution for removal shall be passed by a majority of at least three-quarters of the Management Board members actually present at the meeting.

#### **R.15 Proceedings of the Management Board**

- (i) The Management Board shall meet as and when required at such times and places as it may determine.
- (ii) A meeting of the Management Board may be fixed by order of the Chairman, or in his absence, the Vice-Chairman I.
- (iii) Notice in writing of a meeting of the Management Board shall be delivered or sent to each member of the Management Board at least seven (7) calendar days before such meeting. The notice shall contain as far as is practicable a statement of the business to be transacted at such meeting. A meeting of the Management Board may be called at shorter notice provided no member of the Management Board objects to the shorter notice period.

- (iv) All meetings of the Management Board shall be chaired by the Chairman or in his absence the Vice-Chairman I or in his absence, the Vice-Chairman II or in the absence of all three, chairman of the meeting shall be elected by those present and voting from among their number.
- (v) Each member of the Management Board shall have one vote at all meetings of the Management Board and the vote of the simple majority of those present and voting shall prevail and in case of an equality of votes, the Chairman shall have a casting vote in addition to his original vote.
- (vi) Subject to the provisions of these regulations, the Chairman of any meeting of the Management Board may, with the consent of 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 left unfinished at the meeting from which the adjournment took place. No notice need be given of an adjourned meeting unless it be so directed in the resolution for adjournment.
- (vii) Not less than half of the members of the Management Board shall form a quorum.

#### **R.16 Powers of the Management Board**

- (i) The Management Board shall have the sole control and management of the income and property of the Association and also the entire management and superintendence of all other affairs and concerns thereof, and the exclusive right of appointing and of prescribing the respective duties, salaries and remuneration of and removing such paid officers and servants as they may deem necessary or useful for the purposes of the Association.
- (ii) The Management Board shall have power to apply the funds of the Association in promoting, furthering or protecting the objects of the Association and without prejudice to the generality of the foregoing:-
  - (a) in acquiring whether by renting or otherwise a site or sites considered necessary for the use of members or for any purposes of the Association;
  - (b) in acquiring whether by renting or otherwise premises for the use of members or for any purposes of the Association;
  - (c) in paying remuneration to officers and servants of the Association or pensions or gratuities to former officers and servants or their dependents or in making other provision for the payment of pensions or gratuities to former officers and servants or their dependents ;

- (d) in paying such reasonable sums for the expenses of officers of the Association or members of the Management Board as may be provided by the Bye-Laws of the Association or for the expenses reasonably incurred by any persons whether members or not who have rendered special services to the Association;
- (e) in making donations, gifts or contributions for national, public, educational or charitable purposes;
- (f) in making grants to universities or other educational establishments or in establishing scholarships or exhibitions or in giving prizes or in otherwise promoting or furthering the interests of the Association;
- (g) in making grants or other contributions to Government institutions, agencies or bodies having as their object the furtherance of the objects of the Association;
- (h) in publishing or distributing or causing to be published or distributed any book, pamphlet or journal relating to the affairs of the Association or promoting or furthering the interests, usefulness and efficiency of members of the Association;
- (i) in otherwise in any manner whatsoever consistent with the provisions of the Regulations and Bye-Laws of the Association promoting, furthering or looking after the interests, usefulness and efficiency of the industry and members of the Association.

#### **R.17 Appointment of Committees**

- (i) The Management Board may appoint committees to consider and report on any matter, and members of such committees need not necessarily be members of the Management Board. Unless otherwise decided by the Management Board, all committees shall elect their own Chairman and have power to co-opt not more than three members.
- (ii) The Management Board may alter the membership of any committee at any time and no committee shall have power to act on behalf of the Association unless expressly authorized to do so by Minutes in writing of the Management Board. No committee may spend any money on behalf of the Association or enter into any obligation on behalf of the Association unless expressly authorised to do so by Minutes in writing of the Management Board.
- (iii) The meetings and proceedings of any committee shall be governed by the provisions of these Rules regulating the meetings and proceedings of the Management Board so far as the same are applicable thereto and not superseded by any regulations made by the Management Board.

## **R.18 Duties of Office Bearers**

- (i) (a) The Chairman shall preside at all meetings of the Management Board of the Association and shall be responsible for the proper conduct of all such meetings.  
  
He shall have a casting vote and sign the Minutes of a meeting to which it relates at the time of approval and acceptance thereof.  
  
The Chairman shall have the authority to appoint Vice-Chairman II from amongst the elected ordinary members or co-opted members of the Management Board.
- (b) Vice Chairman I shall deputise the Chairman during the latter's absence. Vice Chairman II shall deputise the Chairman in the absence of Chairman and Vice Chairman I
- (c) The Treasurer shall be responsible for the general financial outlook of the Association. A balance sheet and a statement of income and expenditure shall be prepared every month and be available to members of the Management Board upon request.
- (ii) The Chief Executive Officer shall be a paid employee of the Association. He shall attend all meetings by invitation. He shall record the proceedings of the meetings. He shall be responsible for conducting all correspondence and keeping all books (unless otherwise instructed by the Management Board), statistics, members registers and other documents. He shall act and do such things as required by and in accordance with these Rules, and shall carry out all instructions issued to him from time to time by the Management Board.
- (iii) The Statutory Auditors shall audit the accounts of the Association and submit audited accounts together with the Auditors' Report thereon for each financial year for consideration by the members at the Annual General Meeting.
- (iv) In addition to the statutory audit, the Management Board may request an audit to be conducted at any time during the year.

## **R.19 Management and Investment of Funds**

- (i) The sources of funds of the Association shall be from but not limited to:-
  - (a) Entrance fees;
  - (b) Monthly or annual subscription fees;
  - (c) Interest income;
  - (d) Sale of PORAM publication;
  - (e) PORAM Annual Dinner;
  - (f) PORAM Annual Forum

- (g) PORAM conferences, courses; workshops; talks;
- (h) Arbitration fees;
- (i) Website advertisement fees;
- (j) Sponsorships;
- (k) Donations;
- (l) Rental incomes; and
- (m) Any other sums of money payable by the members as may be determined by the Annual General Meeting or the Extraordinary General Meeting.

The sources of funds of the Association may be determined by the Association from time to time.

- (ii) All monies received by the Association shall be paid into an account of the Association at its bankers and cheques drawn upon its bankers shall be signed by any two signatories nominated by the Management Board by formal resolution.
- (iii) All funds of the Association not needed immediately for the ordinary purposes of the Association may be invested by the Management Board in the name of the Association:-
  - (a) in any securities in which trustees are or may be by any statutes authorised to invest ;
  - (b) on mortgage or charge over immovable property situated in Malaysia;
  - (c) in the purchase of immovable property in Malaysia.

The Management Board may at its discretion from time to time vary or sell any of the investments of the Association and may invest the proceeds of such sale in any of the stocks, shares, securities, mortgages, charges or property hereinbefore mentioned.

The Management Board may also at its discretion place any money of the Association on deposit with bankers, building societies or other financial institutions to be selected by the Management Board.

## **R.20 Bye-Laws**

The Management Board may from time to time make, vary and revoke bye-laws (not consistent with these Rules) for the regulation of the internal affairs of the Association and the conduct of members, and the bye-laws for the time being in force shall be binding on all members, unless and until rescinded by an Annual General Meeting or an Extraordinary General Meeting.

## **R.21 Amendment of the Rules**

- (i) These Rules and Constitution may be added to, repealed or amended by a resolution passed at any Annual General Meeting or Extraordinary General Meeting especially convened for the purpose with at least twenty-one (21) calendar days' notice in writing stating the particulars of the proposed alterations or additions and the reasons therefor.
- (ii) Such resolutions shall be carried by a majority of at least two-third of the members actually present and voting at such meetings and shall take effect from the date of their approval by the Registrar of Societies.

## **R.22 Trustees**

- (i) Three trustees over twenty-one (21) years of age shall be appointed at a general meeting and shall hold office until their appointment is revoked.
- (ii) Upon execution of a Deed of Trust, the trustees shall have vested in them all immovable properties whatsoever belonging to the Association but they shall not sell, withdraw or transfer any of the property of the Association without the express consent and authority of the members at a general meeting.
- (iii) A trustee may be removed from office by the members at a general meeting on the grounds that, owing to ill health, being of unsound mind, absence from the country or for any other reason, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of a trustee, the vacancy shall be filled as soon as possible by a new trustee appointed by the members at a general meeting.

## **R.23 Prohibitions**

- (i) Gambling in any form is strictly prohibited in the premises of the Association.
- (ii) The Association or its members shall not engage in any Trade Union activities as defined in the Trade Unions Act 1959.
- (iii) The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association, its office bearers, committees or members without the prior approval of the authority.

## **R.24 Dissolution**

- (i) The Association shall not be dissolved except by a resolution passed by a majority of at least two-thirds of Full Members present at an Extraordinary General Meeting specially convened for this purpose.

- (ii) If at any Extraordinary General Meeting a resolution for the dissolution of the Association is passed by at least two-thirds of Full Members present, the Management Board must:
- (a) immediately, or at such future date as is specified in the resolution, proceed to realise the properties of the Association;
  - (b) after realizing the properties of the Association, discharge all liabilities of the Association;
  - (c) divide the assets of the Association, amongst members who are Full Members of the Association on the date of such resolution for dissolution, in proportion to the contributions made to the Association by such Full Members in the last seven (7) completed years prior to the date of resolution for dissolution;
- and on the completion of the division the Association will be dissolved.
- (iii) The Registrar of Societies shall be informed of the dissolution within fourteen (14) calendar days after the resolution to dissolve the Association has been passed.

#### **R.25 Interpretation**

- (i) If there should be any ambiguity or differences of opinion concerning the purport or interpretation of any rule, and to deal with any matter not provided for in these rules, reference shall be made in writing to the Chief Executive Officer of the Association who shall refer the matter to the Management Board. The decision of the Management Board shall be binding upon all parties unless and until countermanded by a resolution passed at a general meeting.
- (ii) The decision of the Management Board upon any question of interpretation or upon any matter affecting the Association and not provided for by these rules shall be binding upon all parties unless and until countermanded by a resolution passed at a general meeting.



CHAIRMAN



VICE CHAIRMAN I

**Date :** 30<sup>th</sup> December 2015

Fatimah/EGM/PORAM Rules and Constitution/30Dec2015

