CONSTITUTION
PERSATUAN TEKNOLOGI MAKLUMAT SARAWAK (SARAWAK ICT ASSOCIATION)

CLAUSE 1 NAME

(1) The Association shall be known as

PERSATUAN TEKNOLOGI MAKLUMAT SARAWAK (SARAWAK ICT ASSOCIATION)

Hereinafter referred to as "the Association".

(2) Meaning of name: State Ict Association Of Sarawak - Association For Information And Communication Technologies Business In Sarawak.

(3) Level: Negeri

CLAUSE 2 ADDRESS

1. The registered address is

NO. 2A (2ND FLOOR), HUA KIEW ROAD,

96000 SIBU, SARAWAK

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

P O BOX 30,

96007 SIBU, SARAWAK

2. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

CLAUSE 3 AIMS AND OBJECTIVES

The objects of the Association shall be:

(1) To promote the growth of ICT Industry in Sarawak.

(2) To promote the ICT business activities, friendship and co-operation among members.
(3) To assist members in solving problems affecting the ICT business.

(4) To liaise with Government Departments, other Association/Societies registered in Malaysia, in matters of common interests.

(5) To participate in the Sarawak Government ICT industry development.

(6) To provide and promote business opportunities to members through activities which include ICT fairs, trade missions, public talks or seminars and training.

(7) To acquire any property of any description whether through purchase or otherwise for the Association and to sell, lease or otherwise deal with all or any part of the property of the Association.

(8) To raise and administer funds for achieving the above objectives through donations and make business investment provided that such business investment has obtained the prior approval of the Delegates’ Meeting and that all moneys and profits accrued through participation in business investment shall be solely for the interests of the Association.

CLAUSE 4 MEMBERSHIP

(1) CATEGORIES OF MEMBERSHIP

There shall be 3 categories of membership

(i) Ordinary Member
(ii) Affiliate Member
(iii) Individual Member

(2) MEMBERSHIP QUALIFICATIONS

(i) Any registered firm or company in the ICT and ICT related fields operating in Sarawak shall be eligible to admit as Ordinary Member. Only one person is allowed to represent each firm or company. Each representative shall be eligible to vote and hold office.

(ii) A registered firm or company in the ICT and ICT related fields operating in Sarawak can only be registered as member in one branch of the Association. However, a branch office of a registered firm or company in Sarawak can also be registered as Ordinary Member of a branch of the Association nearest to it.

(iii) Any other association(s) consisting of members in the ICT related fields may be admitted as an Affiliated Member in one branch of the Association and shall enjoy all the privileges of Ordinary Member but not eligible to vote or stand for election at general meeting of the branch.
(iv) Individual person age 18 and above who holds an ICT qualification and residing in Sarawak shall be eligible to be admitted as Individual Member in one branch of the Association and shall enjoy all the privileges of Ordinary Member but not eligible to vote or stand for election at general meeting of the branch.

(v) Every member of a branch shall notify the Branch Secretary on any change of address, failing which any letter, circular or notice sent to the last known address, shall be deemed to have been given to and received by such member for any purpose provided under these rules.

(3) APPLICATION FOR MEMBERSHIP

(i) Every application for membership to a branch shall contain such particulars as may be required by the Central Committee and shall be recommended by one existing member of the branch and shall be forwarded to the Branch Secretary who shall, at its first convenient opportunity, submit to the Branch Committee for approval.

(ii) Every application accepted by the Branch Committee shall be recorded at the Register of Members by the Branch Secretary and updated to the Association's website as soon as practicable.

CLAUSE 5 RESIGNATION & TERMINATION

(i) Any member may resign its membership by giving notice in writing to the Branch Secretary.

(ii) Any member's firm is deemed to have resigned if the member's firm has ceased its business or is no longer in the ICT and ICT related business. A member's firm is deemed to have ceased its business if the business premises it operates are closed.

(iii) The Branch Secretary shall send a letter by post to the last known address of the member's firm or send by electronic means (email, sms) to enquire on the status of the member's firm. If no reply is received from member's firm within 30 days thereof, the Branch Committee shall be decide whether to delist the member's firm from the Register of members of the Branch. The delisted member's firm(s) once endorsed in the branch general meeting is deemed to have resigned.

(iv) Any member's firm delisted from the Register of Members of the branch can apply for re-admission by providing the documentary proof (e.g. trade licence,
extract of business registration, latest annual return in the case of company) that
the member's firm is still operating in another premises under the same ownership.

(v) Any member's firm who operates under a different business's name is required
to apply as new member's firm of the branch.

(vi) The Branch Committee may, if at any time shall be of the opinion that in the
interests of the Branch so require, invite any member of the branch to withdraw as
member of the branch within such time as specified in such letter, and in default of
such withdrawal to submit the question of its expulsion to the extraordinary general
meeting to be held within six weeks from the date of such letter. Not less than four
weeks' notice of meeting shall be given to the member of the branch. It is the duty
of the Branch Secretary to inform the member in question of the time and place of
meeting and the nature of complaints against it in sufficient time to afford it a proper
opportunity of offering its explanation. At such meeting, the member shall be
allowed to offer an explanation of its conduct verbally or in writing, and thereupon,
two-third of the members present shall vote for its expulsion, it shall thereupon
cease to be member of the Branch.

(vii) No member who has been expelled from the Association under paragraph (vi)
above shall at any time be re-admitted as a member.

(viii) Any member shall upon ceasing to be member of the Association, whether on
account on resignation or expulsion, forfeited all rights to any claim upon the
Association and its property and funds.

\section*{CLAUSE 6 \textbf{ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES}}

(1) The entrance fee for Life Membership is as follows:-

(a) Ordinary Member RM 600.00
(b) Affiliate Member RM1,000.00
(c) Individual Member RM 300.00

(2) The Branch Committee shall have the power to fix a re-admission entrance fee
for any member.

\section*{CLAUSE 7 \textbf{DELEGATES MEETING}}

(1) The Delegates’ Meeting shall constitute the supreme authority of the Association.

(2) The Delegates’ Meeting shall consist of the following delegates:-
(a) The existing members of the Central Committee.

(b) The Chairman of the branches.

(c) 3 other delegates duly elected by each branch.

(3) Voting at the Delegates’ Meeting may be by proxy provided that any Delegate shall not hold more than one proxy validly.

(4) The outgoing members of the Central Committee shall not be eligible to vote at the election of the incoming Central Committee at the Delegates’ Meeting unless they fall under paragraph (2)(b) & (2)(c) above.

(5) The Delegates’ Meeting shall be held once in every two years but not later than 25 months after the last biennial Delegates’ Meeting. Notice of the Delegates’ Meeting shall be given by the Secretary at least twenty one days before the date of the Meeting.

(6) The business of the Delegates’ Meeting shall be:

(a) To receive the Chairman’s Report.

(b) To receive the Treasurer’s Report and audited accounts of the Association for the previous years.

(c) To elect the Central Committee once every two years.

(d) To appoint an auditor once every two years.

(e) To appoint three officers for the purposes of Section 9(b) of the Societies Act, 1966.

(f) To deal with such matters that may be put before it of which adequate notice of at least 7 days notice in writing has been given to the Secretary before the Delegates’ Meeting.

EXTRAORDINARY DELEGATES’ MEETING

(1) An extraordinary Delegates’ Meeting shall be convened:

(a) whenever the Central Committee deems it necessary or

(b) at the request in writing of not lesser than one-third of the Delegates, stating the
objects and reasons for such meeting.

(2) An extraordinary Delegates’ Meeting requisitioned by the Delegates shall be convened within thirty days of the receipt of the requisition.

(3) Notice and agenda (by mail, email or other electronic means) for an extraordinary Delegates’ Meeting by the Secretary shall be sent to all Delegates within 14 days before the date fixed for the Meeting.

QUORUM AND POSTPONEMENT OF DELEGATES’ MEETING

(1) The quorum for any Delegates’ Meeting shall be at least one half of the total number of Meeting.

(2) In the absence of quorum, the Delegates’ Meeting shall be postponed to a later date to be decided by the Central Committee.

(3) Where no quorum is present at the subsequent date decided in accordance with paragraph (2) above,

(a) A Biennial Delegates’ Meeting shall proceed to business provided that such meeting shall not amend the Constitution of the Association.

(b) An extraordinary Delegates’ Meeting requisitioned by the delegates shall be cancelled and no extraordinary Delegates’ Meeting shall requisitioned for the same purpose until after a lapse of six months from the date thereof.

PROCEDURE OF ELECTION OF CENTRAL COMMITTEE

(1) The following rules shall apply on the election of Central Committee by the delegates at the Delegates’ Meeting.

(a) The delegates shall elect equal number of Central Committee members from each branch.

(b) The Chairman of each branch shall be elected as Central Committee members.

(c) The Chairman shall be elected among the Chairman of the branches.

(d) The Vice Chairman shall be elected other than from the branch where the Chairman resides.
(e) The Treasurer shall be elected other than from the branch where the Chairman resides.

(f) The Secretary shall be elected from Central Committee member residing at Kuching.

CLAUSE 8 CENTRAL COMMITTEE

(1) A Central Committee consisting of the followings, who shall be termed as the office bearers, shall be elected biennially from any the delegates of the branches.

(a) A Chairman  
(b) 3 Vice Chairman  
(c) A Secretary  
(d) A Treasurer  
(e) 6 Ordinary Central Committee Members

(2) The Central Committee may invite the Immediate Past Chairman (with no voting powers) to attend any Central Committee meeting.

(3) All members of the Central Committee and every officer performing executive functions in the Association shall be Malaysian Citizens.

(4) In the event of death or resignation of Committee Members (elected from branch), the Central Committee will ask that Branch to nominate another member to fill such vacancy until the next Delegates’ Meeting.

(5) The Central Committee shall meet at least once every four months. Notice of meeting of Central Committee shall be issued by the Secretary by mail, email or other electronic means at least two days before the meeting. Additional meetings may be called by the Secretary and shall be called by him if requested by the Chairman or any three members of the Central Committee.

(6) The quorum at any Central Committee meeting shall be at least half of the Central Committee Members.

(7) Where any urgent matters requiring the approval of the Central Committee arises and it is not possible to convene a meeting, the Secretary may obtain
approval by means of circular letter. The following conditions must be fulfilled before a decision of the Central Committee is deemed to have been obtained.

(a) The issue must be clearly set out in the circular and forwarded to all members of the Central Committee;

(b) At least one half of the members at the Central Committee must indicate whether they are in favor or against the proposal; and

(c) The decision must be by a majority vote.

Any decision obtained by circular letter shall be reported by the Secretary to the next Central Committee meeting and recorded in the minutes thereof.

(8) The decisions made by Central Committee must be abided by the branches.

(9) PATRONS, ADVISORS AND HONORABLE CHAIRMAN

(a) The Branch Committee member or Central Committee member may propose such person as patron of the Association subject to the approval by the Central Committee.

(b) The Branch Committee member or Central Committee member may propose any Branch Committee member who has served in the Branch or Central Committee for over ten years as Advisor of the Association subject to the approval of Central Committee.

(c) The Branch Committee member or Central Committee member may propose any Branch Committee member who has served in the Branch or Central Committee for over ten years as Honorable Chairman of the Association subject to the approval of Central Committee.

CLAUSE 9 DUTIES OF OFFICE - BEARERS

(1) The Chairman shall preside at all Delegates’ Meeting and all meetings of the Central Committee and shall be responsible for the proper conduct of all such meetings. He shall have a casting vote and shall sign on the minutes of each meeting at the time when they are approved.

(2) One of the Vice-Chairman shall be appointed to deputise for the Chairman in the latter’s absence.
(3) The Secretary shall conduct the business of the Association in accordance with the Constitution and shall carry out the instructions of the Central Meeting. He shall be responsible for conducting all and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings of the Central Committee, the Delegates’ Meeting or such branch meeting as directed by the Central Committee and record the proceedings.

(4) The Treasurer shall be responsible for the Central Finance of the Association. He shall keep accounts of all financial transactions and shall be responsible for their correctness.

(5) The Ordinary Central Committee members shall assist the other office bearers as and when required by the Central Committee.

(6) The Secretary shall forward to the Registrar of Societies an annual return within the prescribed time.

(7) The Treasurer shall forward the audited accounts of the previous year and tax return form to Inland Revenue within the prescribed time.

CLAUSE 10  FINANCIAL PROVISIONS

(1) Each branch shall contribute equally towards the Central funds as decided by the Central Committee.

(2) All monies of the Central funds shall be deposited with a bank approved by the Central Committee. The bank account shall be in the name of the Association.

(3) All cheques shall be signed by the Treasurer and countersigned by the Chairman or the Secretary.

(4) No expenditure exceeding 1,000 ringgit shall be incurred without the prior sanction of the Central Committee, and no expenditure exceeding 10,000 ringgit shall be incurred without the prior sanction of Delegates’ Meeting. Expenditure below 1,000 ringgit at any one time may be approved jointly by the Chairman together with the Secretary and the Treasurer.

(5) The Central Committee may authorise the Treasurer to hold such amount as petty cash as it may decide.

(6) The financial year of the Association shall commence on 1st January annually.

CLAUSE 11  AUDIT

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(1) The accounts of the Association shall be audited by an auditor appointed at the Biennial Delegates’ Meeting. A member of the Central Committee shall not be appointed as auditor. He shall hold office for two years and eligible for re-election.

(2) The auditor shall be required to audit the accounts of the Association and its branches for two years and shall prepare a report or certificate for the Delegates’ Meeting. He may also be required by the Chairman to audit the accounts of the Association for any period within the tenure of his office at any date and to make a report to the Central Committee.

CLAUSE 12 PROPERTY ADMINISTRATORS / TRUSTEES

(1) Three officers who must be office bearers and over 21 years of age shall be appointed by the Delegates’ Meeting for the purposes of Section 9(b) of Societies Act 1966.

(2) They shall hold office for a term of two years and shall be eligible for re-election.

(3) The officer appointed under this rule shall deal with the immovable property of the Association in such manner as the Delegates’ Meeting may direct provided that all immovable properties shall be registered in the name of the Association.

(4) The officers shall not sell, withdraw, transfer any of the properties of the Association without the consent and authority of the Delegates’ Meeting.

(5) An officer may be removed from office by Delegates’ Meeting on the ground that, owing to ill health, unsoundness of mind, absence from the country or for any other reasons, he is unable to perform his duties or unable to do it satisfactorily. In the event of the death, resignation or removal of an officer before the Delegates’ Meeting, the vacancy shall be filled through an extraordinary Delegates’ Meeting convened for the purpose.

CLAUSE 13 DISSOLUTION

(1) The Association may be voluntarily dissolved by a resolution passed by not less than two-thirds of the delegates present at a Delegates’ Meeting convened for the purpose.

(2) In the event of the Association being dissolved as provided above, the Central Committee shall proceed to realize the property of the Association and settle all debts and liabilities legally incurred on its behalf shall be fully discharged and the remaining funds disposed of in such manner as may be decided upon by the Delegates’ Meeting.
CLAUSE 14 ESTABLISHMENT AND DISSOLUTION OF BRANCHES

(a) The Central Committee may approve the formation of a branch in an area consisting of one or more towns taken together in Sarawak.

(b) A branch shall have at least 20 prospective members before it can be set up.

(c) The Central Committee may dissolve a branch if for a consecutive period of 12 months the number of branch members is below 20 members.

(d) A decision to dissolve a branch shall be by a majority vote of the Central Committee.

(e) The order of dissolution shall be signed by the Chairman. Upon receipt of such order the branch shall cease to function except for the purpose of winding up.

(f) In the event of a branch being dissolved, the Central Committee shall transfer the remaining members to the nearest branch.

(g) In the event of dissolution of a branch, it shall be the responsibility of the branch committee to deliver to the Chairman all books, records, money and other property in possession of a branch together with the statement of accounts of the branch from the date of last account to the date of order of dissolution.

CLAUSE 15 GENERAL MEETING OF BRANCHES

(a) Every member’s representative of a branch of the Association shall have the right to attend, speak and vote at any general meeting of the branch.

(b) The Branch annual general meeting shall be held as soon as possible after the close of each financial year on a date and time to be decided by the Branch Committee but not later than March of each year.

(c) The business of the Branch annual general meeting shall be:

(1) To receive the Branch Chairman, Branch Secretary and Branch Treasurer’s Report and audited accounts of the Branch of the previous year.

(2) To appoint Branch Committee once every two years.

(3) To appoint Branch auditor once every two years.

(4) To deal with such matters which may be put before it of which adequate notice
of at least 7 days notice in writing has been given to the Branch Secretary before the annual general meeting.

(d) A Branch extraordinary general meeting shall be convened:

(1) on the instructions of the Central Committee;

(2) whenever the Branch Committee deems it necessary; or

(3) at the request in writing of not less than one-third of the members of the branch, stating the objects and reasons for such meeting.

(e) A Branch extraordinary general meeting requisitioned by branch members shall be convened within thirty days of the receipt of the requisition.

(f) Notice and agenda (by mail, email or other electronic means) for a branch extraordinary general meeting by the Branch Secretary shall be sent to all members of the branch within 14 days before the date fixed for the meeting.

(g) QUORUM OF BRANCH GENERAL MEETING

(1) The quorum of any branch general meeting shall be one-half of the total number of representatives or twice the number of branch committee members, whichever is the lesser.

(2) In the absence of a quorum, the meeting shall be postponed to a later date to be decided by the branch committee.

(3) Where no quorum is present at the subsequent date decided in accordance with paragraph (2) above,

(i) A branch annual general meeting shall proceed to business as if a quorum is present.

(ii) An extraordinary general meeting requisitioned by members of a branch shall be cancelled and no extraordinary general meeting shall be requisitioned for the same purposes until a lapse of six months from the date thereof.

CLAUSE 16 COMMITTEE OF BRANCHES

(a) A Branch Committee consisting of the followings, who shall termed as the office bearers of the branch, shall be elected at the biennial general meeting:
A Branch Chairman
A Branch Vice-Chairman
A Branch Secretary
A Branch Treasurer
6 Ordinary Branch Committee Members

(b) The office bearers of the branch and every officer performing executive function in the branch shall be Malaysian Citizens.

(c)(i) The election of office bearers shall be by simple majority vote of the representatives at the general meeting.

(ii) All the office bearers shall be eligible for re-election. However, the newly elected office bearers shall consist of at least 2 new committee members. If the newly elected office bearers consist of less than 2 new committee members, the newly elected office bearers with the least number of votes shall be replaced by 2 new Committee members having the next highest number of votes.

(iii) The Branch Chairman shall not hold office for more than two consecutive terms.

(d) The duties of the Branch Committee shall be to manage the affairs of the branch in accordance with the Constitution of the Association and the instructions of the Central Committee.

(e) The Branch Committee shall meet at least once every three months and 7 days notice or at least 72 hours notice in case of emergency meeting shall be given to the committee members. At least one-half of the committee members must be present for its proceedings to be valid and to constitute a quorum.

(f) Any member of the Branch Committee who fails to attend three consecutive meetings of the Branch Committee without satisfactory explanation shall be deemed to have resigned from the Branch Committee.

(g) In the event of death or resignation of a member of the Branch Committee, the candidate who received the next highest number of votes at the previous election shall be invited to fill the post. If there is no such candidate or if such candidate declines to accept office, the Branch Committee shall have the power to co-opt other member of the branch to fill the vacancy until the next branch annual general meeting.

(h) The Branch Committee shall have power at any time to appoint such Branch sub-committees and to delegate to branch sub-committees such powers as it may deem necessary and expedient, and to withdraw from such sub-committees all or any of the powers so delegated and revoke all such appointments. Any branch sub-committee so appointed shall, in exercising the powers so delegated, conform to any of the regulations that may be from time to time be imposed upon it by the Branch Committee.
(a) The Branch Chairman shall during his term of office preside at all branch general meeting and branch committee meeting and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved.

(b) The Branch Vice-Chairman shall deputies for the Chairman during the latter's absence.

(c) The Branch Secretary shall conduct the business of the branch in accordance with the rules of the Association, and shall carry out the instructions of the Branch general meeting and the Branch Committee as well as those from Central Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings and record the proceedings.

(d) The Branch Treasurer shall be responsible for the finances of the branch. He shall keep accounts of all financial transactions and shall be responsible of its correctness. The Branch Treasurer shall submit the audited accounts of the branch accounts of the branch to the Honorary Treasurer immediately after the branch’s general meeting.

(e) The Ordinary Branch Committee members shall assist the other office bearers as and when required by the Branch Committee.

CLAUSE 18  BRANCHS FINANCIAL

(a) All funds accumulated with the branches of the Association and with the Central Committee shall be the common assets of the Association.

(b) Every branch shall contribute equally towards the Central Funds as decided by the Central Committee.

(c) Every branch funds shall be deposited in a bank approved by the Branch Committee. The bank account shall be in the name of the Association. All cheques or withdrawal notices on the Association’s account shall be signed by the Branch Treasurer and countersigned by the Branch Chairman or the Branch Secretary.

(d) The Branch Treasurer may hold petty cash advance not exceeding 300 ringgit only at any one time. No expenditure exceeding 1,000 ringgit shall be incurred without the prior sanction of the Branch Committee, and no expenditure exceeding 10,000 ringgit shall be incurred without the prior sanction of Branch general meeting.
(e) All monies, books and other property of the Association held by any branch which is dissolved shall be sent without delay by the Branch Secretary to the Chairman together with the statement of accounts of the branch from the date of last account to the date of dissolution.

(f) All the existing monies, assets, properties and accounts of the Association shall belong to the respective branches.

(g) The financial year of the Branch shall commence on 1st January annually.

CLAUSE 19  GENERAL PROVISIONS REGARDING BRANCHES

NIL

CLAUSE 20  AMENDMENTS OF RULES

The Rules may be altered or amended by resolution of a Delegates’ Meeting provided that the proposed alterations or amendment have been passed with at least two-third majority of the delegates present at the meeting. Such alterations or amendment shall take effect from date of approval by the Registrar of Societies. Any amendment shall be submitted to the Registrar within 60 days of its being passed in a Delegates’ Meeting.

CLAUSE 21  INTERPRETATION

The Central Committee shall be the sole authority for the interpretation of the Rules and Constitution of the Association and the decision of the Central Committee upon any question of interpretation or any matters affecting the Association and not provided under the Rules & Constitution of the Association shall be final and binding on the members unless countermanded by resolution of a Delegates’ Meeting.

CLAUSE 22  PROHIBITIONS

(1) No benefits as defined under Section 2 of the Societies Act, 1966 shall be given by the Association to any of its members.

(2) Any person shall not hold office in the Association or become an advisor or employee of the Association if he is disqualified under Section 9A of Societies Act, 1966.

(3) Neither the Association nor its members shall engage in any trade union activities as defined under the Trade Union Act, 1959.
(4) No gambling or any other illegal activities shall be carried out at the premises of the Association.

CLAUSE 23  FLAG, SYMBOL AND BADGE

1. Flag
   - Description : NIL

2. Symbol
   - Description : NIL

3. Badge
   - Description : NIL