

CONSTITUTION

PERTUBUHAN PENGGUNA IT (IT USERS ASSOCIATION)

CLAUSE 1 NAME

1. The Association shall be known as

PERTUBUHAN PENGGUNA IT (IT USERS ASSOCIATION)

Hereinafter referred to as "the Association".

2. Meaning of name :
3. Level : **Negeri**

CLAUSE 2 ADDRESS

1. The registered address is

**E-8-6,MEGAN AVENUE 1, 189, JALAN TUN RAZAK, 50400 KUALA LUMPUR
50400 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

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

**E-8-6, MEGAN AVENUE 1 189 JALAN TUN RAZAK
50400 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

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

CLAUSE 3 OBJECTIVE

The objectives of the Association shall be:

- a. To foster greater collaboration, networking and exchange of information, experience, views and best practices among members, and
- b. To promote greater industry collaboration in the IT users community towards more effective use of technology and contribute to ICT development in the country.

CLAUSE 4 MEMBERSHIP

I. CATEGORY

The membership of the Association shall consist of honorary members, ordinary members and associate members.

II. ELIGIBILITY

a. HONORARY MEMBERS :

An 'Honorary Member' is defined as any personality who, by virtue of his immense contribution to the Association in Malaysia, has been nominated by the Management Council of the Association as deserving of this category of membership. They cannot hold post or vote.

b. ORDINARY MEMBERS :

1. User Member - An organization or company which is primarily a user of Information Technology (IT) products or services.

2. Service Provider Member – An organization or company which is primarily a vendor or service provider of Information Technology (IT) products or related services.

3. Individual Member – An Individual IT Professional working in an IT user's organization or companies or in the IT field or IT industry.

4. Each organisation/company member shall be represented by an officially appointed person to attend meetings of the Association.

5. Each member has only one vote.

c. ASSOCIATE MEMBERS :

1. Qualified professionals who do not qualify for ordinary membership but whom the Management Council judge can contribute substantially to the Association.

2. Organisation and companies which do not qualify for ordinary membership but which the Management Council judge can contribute substantially to the Association.

3. Associate members shall have no voting rights or to hold office in the Association.

III. PROCEDURE OF ADMISSION

Every individual, organisation or company eligible under Article 4 (II) (b) and (c) and desirous of becoming a member shall complete and submit an application form together with the subscription to the Management Council who shall have power to approve the application or reject it without assigning any reason therefor.

IV. RE-ADMISSION

a. When any member who has previously ceased to be an ordinary member of the Association from any cause whatsoever, applies for re-admission, such member may be re-admitted by the Management Council to ordinary membership subject to clause (b) of Article 4 (II).

b. Any ordinary member whose name has been removed from the membership register under clause (c) of Article 4 (IV) or for any other reason and who applies for re-admission shall only be accepted after paying up such arrears as the Management Council may determine.

c. The Management Council may remove from the appropriate membership register the name of any member who is in arrears for twelve months or more in payment of any subscription, levy or other dues.

CLAUSE 5 RESIGNATION AND TERMINATION

I. Resignation of member

a. Any member may voluntarily submit his resignation to the Association by giving at least thirty (30) day's notice provided the member does not have any outstanding amount due for subscription fees that is due on the 1st January failing which the Association has the right to claim for the outstanding subscription fees due and owing by the member.

b. The Management Council may remove from the appropriate membership register the name of any member who is in arrears for twelve months or more in payment of any subscriptions, levy or other dues.

II. Resignation of Management Council member

The office of a member of the Management Council shall ipso facto be vacated if:

a. The organisation/company which he represents does not meet the requirements of Article 4

(II) (b) (1) or its membership is suspended;

b. he resigns his seat on the Management Council;

- c. he absents himself from three consecutive meetings of the Management Council without sufficient cause acceptable to the Management Council;
- d. he ceases to represent his organisation/company as a member of the Association;
- e. he becomes of unsound mind;
- f. enters into a composition with any creditors or takes or attempts to take the benefit of the provisions of any written law to liquidate his assets or affairs;
- g. his or his organisation's/company's subscription to the Association is overdue for twelve months;
- h. he is disciplined under Article 5 (III) or he is requested to resign from office by a resolution of the Association, or
- i. he has been convicted of an offence by a court of law and sentenced to imprisonment for a term of not less than six months and has not received a free pardon.

III. Disciplinary Actions

- a. The Management Council shall have power to admonish or censure or to suspend or expel from membership or debar from holding office or dismiss from office any member for any act against the interests of the Association for any breach of or offence against the Articles, Regulations or any Code of Ethics or other by-laws laid down under clause (i) of Article 9 (I) provided that such member be given five clear days' notice of specific charge(s) against it and a reasonable opportunity to refute the charge(s) either directly or through his legal representative.
- b. Such member shall be entitled to appeal to the Association in general meeting on giving to the Management Council notice thereof in writing within five days next following the communication of the charge(s).

CLAUSE 6 SOURCE OF INCOME

The source of income for the Association will be via annual subscriptions and

sponsorship of events.

Subscription Fees:

a. Every member shall pay an annual subscription which shall be due on the 1st January of each year.

b. The amount of the annual subscription shall be as follows and may be varied by the Management Council with the approval of the Registrar of Societies:

1. Ordinary Member: Company/organization - RM1,000

2. Ordinary Member: Individual - RM 500

3. Associate Member - RM 500

CLAUSE 7 GENERAL MEETING

I. MANAGEMENT COUNCIL MEETING

a. The regular meetings of the Management Council shall not be less frequently than six times in a year with half the total number of members of the Management Council constituting a quorum.

b. Notice of any meeting of the Management Council together with the agenda thereof shall be sent to all Management Council members not less than one week before the date of the meeting.

c. A special meeting may be called at the request of any three members of the Management Council.

d. Every question at meetings of the Management Council shall be decided upon by a majority vote, and if the votes are equal, the Chairman of the meeting shall have a casting vote.

II. ANNUAL GENERAL MEETING

a. The Annual General Meeting shall be held annually before end of March of each year on a date to be decided by the Management Council.

b. The following shall be the business of the Annual General Meetings:

1. To receive and adopt the Report of the Management Council;

2. To receive and adopt the previous financial years accounts;

3. To elect the Management Council Members upon the end of the term of office or when a vacancy arises;

4. To elect two Auditors;

5. To deal with motions submitted by the Management Council and other members.

c. Three weeks' notice shall be given to every member of the Annual General Meeting by circular letter/email informing the members of the date, time and place of meeting and requesting for nominations and motions for discussion and any amendments to the Articles. Such motion should reach the Secretary not later than two weeks prior to the day of the meeting.

d. Not less than 7 day's notice must be given to members for any motion to be tabled.

e. The quorum for the Annual General Meeting shall be such that the total number of non-Management Council voting members present shall exceed the total number of elected Management Council members by at least one count.

f. A voting member may vote by proxy at any meeting of the Association provided that the letter of appointment of a proxy:

1. is in a form prescribed by the Management Council;

2. is signed in the presence of another voting member;

3. specifies the period, or the meeting and any adjournment thereof, for which the proxy shall be valid; and

4. is deposited at the registered place of business of the Association not less than 24 hours before the date and time fixed for the meeting.

g. In the event of there being no quorum at the Annual General Meeting, the meeting shall stand adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum but they shall have no power to alter, amend or make additions to the Constitution and Policies and Procedures.

h. The decision of an Annual General Meeting shall be binding on all members unless revoked at the next Annual General Meeting or a subsequent Extraordinary General Meeting.

III. STANDING ORDERS FOR ANNUAL GENERAL MEETING

- a. The Chairman's address to the Annual General Meeting shall be subject to the approval of the Management Council.
- b. Any member may advise in writing to the Management Council one week before the meeting of any amendment that he proposes to move.
- c. No business which is not on the Agenda shall be considered by the meeting unless the consent of a majority of the members voting has been first obtained and no motion shall be admitted as an emergency motion after there has been opportunity for its inclusion on the agenda.
- d. A motion or amendment once made and recorded shall not be withdrawn except by the majority consent of the meeting.
- e. If an amendment be carried, the motion as amended shall take the place of the original motion and shall be the motion upon which any further amendment may be made.
- f. The Chairman's decision on the construction of Standing Orders and on any question or order not provided for by the Standing Orders shall be conclusive.

IV. EXTRAORDINARY GENERAL MEETING

- a. The Management Council shall have power at any time it deems necessary to call an Extraordinary General Meeting.
- b. In the event of the membership of the Management Council falling below six in number, the Management Council shall convene an Extraordinary General Meeting as soon as practicable to elect members to fill the vacancies until the next Annual General Meeting.
- c. An Extraordinary General Meeting shall be called by the Chairman on the requisition of not less than one-fifth of the total membership or 20 members whichever the lesser. The Extraordinary General Meeting shall be held not later than one month after the receipt of the requisition.
- d. An Extraordinary General Meeting shall transact only such business as that for which it is summoned. The notice of the meeting together with the Agenda shall be circulated to all members four days before the meeting.
- e. Representation and voting shall be in accordance with the Articles relating to the Annual General Meeting.
- f. The decisions of an Extraordinary General Meeting shall be binding on all members of the Association unless revoked at a succeeding Annual

General meeting provided that any action taken by the Management Council in pursuance of such resolution from the date of its adoption at the Extraordinary General Meeting to the date of its revocation at an Annual General Meeting shall be considered legal and binding for all practical purposes and for which this provision shall be sufficient indemnity.

g. If there is no quorum at the Extraordinary General Meeting, the meeting shall be adjourned for half an hour and shall proceed as in Article 7 (II) (g).

V. VOTING

a. Voting at the Annual General Meeting shall be by show of hands except for the items in Article 7 (VI). In the event of any equal division of the voters recorded, the Chairman of the Meeting shall have the casting vote.

b. Scrutineers shall be appointed by the Management Council. The majority decision of the scrutineers shall be final.

c. In case of dispute over the result of any voting by show of hands, the Chairman shall order a further vote by ballot if he so desires or if so demanded by half the members present.

d. The Chairman shall announce the result of the vote which will determine the issue.

VI. SECRET BALLOT

Voting at general meeting shall be by secret ballot in the following cases:

a. For election of the members of the Management Council;

b. Amendments to the Articles;

c. Any other matters affecting members generally or under the provisions of any relevant legislation.

VII. NOMINATIONS OF CANDIDATES FOR ELECTION TO THE MANAGEMENT COUNCIL

a. Nominations for election to the Management Council, fully signed by a proposer and a seconder, shall be submitted in writing to the Secretary 14 days before the date of the Annual General Meeting.

b. Where, due to the withdrawal of a candidate before election or to any other cause, there is an insufficiency of candidates to fill the number of seats, such nominations may be taken from the floor at the

meeting.

c. All nominations of candidates for election to the Management Council shall be made in the forms prescribed by the Management Council. Such forms shall provide space for the name of the office, the name of the candidate and his signature to signify his consent to stand as a candidate, the names and signatures of the proposers and the seconders. Provide that this Article shall not apply to nominations under Article 7 (VII) (b).

d. Notice of nominations shall be sent to each member as soon as possible before the Annual General Meeting.

CLAUSE 8 COMMITTEE

I. ORGANISATION

a. The supreme authority of the Association shall be vested in general meetings of the members except in any matter on which a decision has to be taken by secret ballot of all the members of the Association or except where otherwise provided for in the Articles.

b. The management of the Association shall be vested in the Management Council.

II. COMPOSITION OF MANAGEMENT COUNCIL

a. The officers of the Management Council shall be elected for a two-year term of office at the respective Annual General Meeting from among the ordinary members nominated in accordance with Article 7 (II).

b. The Management Council shall be constituted as follows:

1. A Chairman

2. A Vice-Chairman

3. A Secretary

4. An Assistant Secretary

5. A Treasurer

6. An Assistant Treasurer

7. Four Ordinary Management Council Members

8. A past Chairman

c. All the office bearers and officers performing executive function shall be Malaysian citizens. In addition the Management Council will be empowered to invite such number of representatives from the industry as it may deem appropriate. Such members shall not be deemed to be members of the Management Council nor members of the Association.

d. The top three Management Council positions of Chairman, Vice-Chairman and Secretary shall be from representatives of Ordinary Members who are primarily IT user organisations (Users Members). The Management Council shall not have more than five office bearers from Ordinary Members who are NOT primarily IT user organisations, or are recognised more as IT vendors or service providers (Service Provider Members).

e. Subject to clause (d) of Article 8 (II), all members of the Management Council shall hold office until the end of their term of office and shall be eligible with the exception of the Treasurer who shall not be re-elected to the same appointment in any consecutive term of office.

f. In the event of any casual vacancy arising in the Management Council, the Management Council shall forthwith co-opt a member to fill the vacancy until the next Annual General Meeting.

g. The Management Council may act notwithstanding any vacancy in its membership provided that not less than five members thereof continue in office.

h. The Management Council may co-opt up to six additional Ordinary Management Council Members as and when required.

CLAUSE 9 DUTIES OF OFFICE BEARERS

I. FUNCTIONS AND POWERS OF THE MANAGEMENT COUNCIL

a. The Management Council shall have general control of the business of the Association and shall carry out the Association's policy as determined by the Association in general meetings. It shall in all things act for and in the name of the Association and all acts and orders under the powers delegated to the Management Council shall have the like force and effect as the acts and orders of the Association.

b. The Management Council shall have power to make regulations to carry out the Articles into effect and to meet the special circumstances of any case, and such regulations shall have effect unless rescinded by the Association in general meeting provided that

such regulations shall be reported, in any case to the next Annual General Meeting.

c. It shall see that Articles are properly observed and shall decide upon any point on which the Articles are silent. Such decision shall be binding on every member until rescinded at the next General Meeting.

d. The Management Council shall be empowered to institute legal proceedings against any member or members of the Association who withhold any books, property or monies or wrongfully or fraudulently use any monies belonging to the Association.

e. It shall be a function of the Management Council to authorise delegations of members of the Association or paid officials to other organisation for the purpose of furthering mutual interest.

f. The Management Council shall have power to employ, dismiss and remunerates employees of the Association. Such employees shall not have voting rights.

g. The Management Council is empowered to make arrangements for any member of the Association to represent the Association on National or International bodies to whom the Association is affiliated or any such bodies as may be deemed necessary in the interest of the members.

h. The Management Council may appoint such committees as it may determine.

i. The Management Council may make by-laws to regulate the professional conduct of the members of the Association including a Code of Ethics for the inculcation of sound practice, the prevention of illegal and dishonorable practices, and the promotion of the interests of the profession of information processing.

II. DUTIES OF OFFICE BEARERS

a. The Chairman shall be Chairman at all general meetings and Management Council meetings of the Association and shall conduct the business of such meetings according to the provisions of the Articles of the Association. He shall also represent the Association in its dealings with other organisations or bodies.

b. The Vice-Chairman shall assist the Chairman at all times and to deputise for the Chairman in his absence.

c. The Secretary shall carry out instructions of the Management Council. He/She shall report to the Management Council any infringement of the Articles, regulations or by-laws which may come to his notice. He shall attend all Management Council and committee meetings. He shall attend to the general correspondence of the Association and summon and keep Minutes of all meetings. He shall maintain an up-to-date membership Register.

d. The Treasurer shall be in charge of all the finances of the Association, and shall receive subscription and other monies due to the Association, and his receipt shall be the only sufficient discharge. He shall keep full and correct accounts and shall submit quarterly statement of receipts and payments and arrears of subscriptions to the Management Council at the end of the said quarter. He shall be responsible for submitting to the auditors a Statement of Receipts and Payments in respect of each year ending on the thirty first day of December together with the Statement of Assets and Liabilities. He may retain in his hands for current expenses of the Association cash not exceeding RM500. Any cash in excess of RM500 must be deposited in the name of the Association in a bank approved by the Management Council.

e. The Assistant Secretary shall deputise for the Secretary in the latter's absence and shall assist the Secretary at all times.

f. The Assistant Treasurer shall deputise for the Treasurer in the latter's absence and shall assist the Treasurer at all times.

g. The Ordinary Members of the Management Council shall generally assist the Management Council in the consideration and decisions brought up for discussion.

h. The immediate Past Chairman is an ex-officio member of the Management Council. He has no voting rights in meetings of the Management Council.

CLAUSE 10 **FINANCIAL PROVISION**

I. EXPENDITURE

a. The funds of the Association may only be expended in furtherance of the objects of the Association and for the maintenance and running of the Association. No expenditure exceeding RM2,000 for any one item shall be incurred without the prior approval in writing of at least five Management Council members. Expenditure less than RM2,000 shall be approved by the Chairman, Secretary or Treasurer.

b. The Association in a general meeting may direct the establishment of special account or accounts and stipulate the types of income that must be credited thereto and the types of expenditure that may be expended therefrom. No expenditure other than those thus stipulated shall be expended out from such accounts. Such accounts shall be designated Special Accounts. The nature of all movements in the Special Accounts shall be fully disclosed in the Annual Statement of Assets and Liabilities.

II. LEVIES

The Management Council may, with the approval of an Annual General Meeting or an Extraordinary General Meeting, impose a levy upon all members of the Association who shall then be required to pay such levy within two months of imposition.

III. INSPECTION OF MEMBERSHIP REGISTER AND ACCOUNTS BOOKS

The Membership Register and Accounts Books shall be open for the inspection of any member and to accredited person(s) who have an interest in the funds of the Association, provided that seven clear days' notice in writing of such inspection is given to the Secretary.

IV. SIGNING OF CHEQUES OF THE ASSOCIATION

All cheques of the Association shall be signed by the Chairman or in his absence, the Vice-Chairman and the Treasurer. The Management Council may appoint one of its members to sign in place of the Treasurer in his absence.

CLAUSE 11 **AUDITORS**

AUDIT OF ACCOUNTS

a. Two Honorary Auditors shall be elected at each Annual General Meeting. No member of the Management Council shall be eligible to act as Auditor. They shall hold office for one year only and may not be re-elected to the same post.

b. In the event of a vacancy arising, the unsuccessful candidate for the appointment with the highest number of votes at the previous election shall take office. If this is impossible, the Management Council may nominate any other ordinary member not

on the Management Council to take office.

c. The Honorary Auditors shall at the end of the Association's financial year thoroughly examine all the accounts of the Association including all receipts and payments. They shall have access to all books, accounts, vouchers and other documents of the Association which they may consider necessary to carry out their tasks.

d. The Honorary Auditors shall prepare a report on the financial position of the Association and the manner in which the funds have been managed and in which the accounts have been kept, having regard to the provisions of law or other laws concerning the finances and accounts of the Association. The Honorary Auditors' report shall be submitted to the Management Council which shall send a copy to all members together with the Statement of Accounts, Annual Chairman's Report and notice of the Annual General Meeting.

e. The Honorary Auditors may be called by the Management Council to conduct a thorough examination of and submit a report on the accounts at any time during the course of the year in addition to the annual audit.

f. The financial year shall be from 1st January to 31st December.

CLAUSE 12 PROPERTY ADMINISTRATOR

INVESTMENTS AND TRUSTEES

a. The Management Council may direct that any surplus funds shall be invested in the joint names of not less than two Trustees subject to a declaration of trust for the benefit of the Association in any of the investments authorised by law for the investment of trust money or by the Association in general meeting.

b. Income from the investment of funds of Special Accounts designed in Article 10 (I) (b) shall be credited to the respective Special Accounts.

c. The office of a Trustee shall ipso facto be vacated if the incumbent:

1. ceases to be a member of the Association or his membership is suspended;
2. resigns his trusteeship, dies or becomes of unsound mind;
3. is an undischarged bankrupt;
4. moves away permanently or is absent from Malaysia for a period of one year; or
5. is disciplined under Article 5 (III) or requested to resign from office by a resolution of the Association.

d. All vacancies in the Trusteeship shall be filled by a resolution of the Association at a general meeting and the results of such meeting shall be notified to the Registrar of Societies. The names of trustees and any subsequent changes must be notified to the Registrar of Societies.

CLAUSE 13 INTERPRETATION

I. DISPUTES

Should any dispute arise respecting the construction of these Articles or any additions or alterations to them or any point upon which the Articles are silent the dispute shall be referred to the Management Council whose decision shall be final.

II. GENERAL

Nothing in the Articles shall be deemed to authorise the Association or any member or officer of the Association to do anything which may be contrary to the provisions of this Constitution or of any law in force in Malaysia. Notices required to be issued to members under this Constitution shall be considered to have been properly served if posted, emailed or delivered by hand to the last known address of the member as recorded in the Membership Register of the Association.

CLAUSE 14 ADVISOR / PATRON

The Association does not have any Advisors or Patrons.

CLAUSE 15 PROHIBITION

I. PROHIBITION

a. Gambling of any kind is forbidden on the Association's premises or meeting places. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

b. The funds of the Association shall not be used to pay the fines of members who have been convicted in court.

c. The Association shall not engage in any Trade Union Activity as defined in the Trade Union Act.

d. The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office bearer or any committee or its members.

e. The Association shall not indulge in any political activity or allow its funds

and/or premises to be used for political purposes.

f.(i) The Association accept participation from the public who are non-members, in Conference, events, talks and training programs organised by the Association provided the public pays an attendance fee stipulated by the Association for the specific Conference, event talk or program.

(ii) Except for Cl. 15(1) (f) (i) the Association shall not raise funds from the public for whatever purpose without the prior approval in writing of the Registrar of Societies and other relevant authorities.

g. The Association shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or services to be supported by them.

II. AFFILIATION AND DISAFFILIATION

The Association shall not affiliate to or disaffiliate from any National or International Body of Computer users Associations unless a majority of the members present to a general meeting of members agree.

CLAUSE 16 **AMENDMENT OF CONSTITUTION**

AMENDMENT OF ARTICLES

No new provisions shall be made, nor shall any of the Articles be amended, altered, added to or rescinded unless 75 per cent of the members present at general meeting vote in favour and they shall not come into force without the prior sanction of the Registrar of Societies. All amendments shall be sent to the Registrar of Societies within 28 days of being passed by the general meeting.

CLAUSE 17 **DISSOLUTION**

DISSOLUTION

a. The Association shall not be dissolved, except with the consent of not less than 2/3 of the members of the Association for the time be-ng resident in Malaysia expressed, either in person or by proxy at a general meeting convened for the purpose.

b. In the event of the Association being dissolved, all debts and liabilities legally incurred shall be fully discharged and the remaining assets shall be divided amongst the members at the time of dissolution in proportion to the total amount subscribed by each member immediately prior to the dissolution or donated to charitable organisation.

c. Notice of dissolution shall be given within 14 days of the dissolution to the Registrar of the Societies.

CLAUSE 18 **FLAG, LOGO AND BADGE**

1. Flag

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Description

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2. Logo



Description

The logo represents the SHARE/GUIDE ASSOCIATION (IT USERS GROUP).

3. Badge

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Description

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