

CONSTITUTION (AMENDED ON 18 MARCH 2014)

CLAUSE 19 MANAGEMENT

19.1 Organizational Structure

The Structure of the Association shall comprise of:

19.1.1 The Board of Management

19.1.2 The Executive Committee

19.1.3 The Secretariat

19.1.4 Any other body as determined by the Board of Management.

19.2 Board of Management

19.2.1 The Board of Management shall be the governing body of the Association. It shall consist of one (1) representative each for every 200 eligible voting members or a part thereof with a maximum of three (3) members from each Member Institution or Organization.

19.2.2 The Board of Management shall meet as often as the business of the Association may so require. At least once in every four (4) months there shall be a meeting of the Board of Management. The interval between any such meetings shall not exceed four (4) months.

19.2.3 The Members of the Board of Management shall hold office until the next Annual General Meeting of the Association unless a member resigns or his appointment is revoked by his organization or institution or his inability or absence from Malaysia for a continuous period of more than three (3) months or otherwise upon his death.

19.2.4 The Board of Management shall be duly constituted notwithstanding any vacancies that may arise or exist during its tenure.

19.2.5 The President, the Deputy President, two (2) Vice Presidents, the Honorary Secretary, the Honorary Treasurer and three (5) Ordinary Members of the Association shall be elected at the Annual General Meeting and shall be the Office Bearers of the Association. Save for the Ordinary Members the other elected office bearers shall hold office for a term of one year only. Thereafter, they may be re-elected but shall not hold the same office for more than two (2) consecutive terms.

19.2.6 Representatives of the Member Institutions or Organisations from the following groups namely the

- a. Medical & Healthcare
- b. Engineering, Construction & Property
- c. Pure and Applied Sciences
- d. Accounting, Business, Commerce and Legal Services,

and shall hold the post of President, Deputy President and Vice Presidents. No one group shall be represented in more than one of the principal positions of the Office Bearers. In the event that there is no representative from the Member Institution or Organization from any one of the group mentioned above at that Annual General Meeting, the post shall be left vacant and a representative is appointed to the post later at the first convenient meeting Board of Management.

19.2.7 The Immediate Past President shall be a member of the Board of Management.

- 19.2.8 The Board of Management shall cause the Minutes Book to be kept of the proceedings at every meeting and cause entries to be recorded thereon of all resolutions put to vote and of the results of such voting. Any such minutes of the proceedings at meetings signed by the President or a member of the Board of Management present at a particular meeting shall be sufficient evidence of the due passing and approval of any such resolutions and of the number of the majority present in favour thereof.
- 19.2.9 No business shall be transacted at any meeting of the Board of Management unless a quorum of the members is present. At any time when a meeting proceeds towards business, half of the numbers of Institutional or Organizational members present shall form a quorum.
- 19.2.10 All matters pertaining to decisions shall be made by the majority of the members present or voting thereon at any of the meetings of the Board of Management.
- 19.2.11 All Members of the Board of Management and every Officer performing executive functions in the Association shall be Malaysian citizens.
- 19.2.12 The quorum for the meeting of the Board of Management shall be one half of the member Institutions or organizations of the Association.
- 19.2.13 **Power of the Board of Management**
The Board of Management in addition to carrying out the objective of the Association shall, without prejudice to any other powers conferred by any other articles of the Constitution herein, have the following powers:
- a. To collect subscriptions and other prescribed fees and payments from the members.
 - b. To accept donations, legacies or loans to carry out the objectives of the Association.
 - c. To lend money, and provide financial assistance by way of grants, donations, subscriptions or provide any other form of assistance to associations or individuals engaged in the furtherance of the objectives of the Association.
 - d. To purchase, lease, hire or otherwise of buildings in the Association in such divisions and manner as may be required from time to time.
 - e. To invest or to borrow any monies required for the purpose of the Association upon such terms and security as may from time to time be determined provided always that any monies and profit accruing there from shall be applied solely towards the furtherance, promotion and execution of the objectives of the Association except that no portion of the monies received thereof shall be paid to any party by way of a dividend, commission or profit. Nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Association, or to any member in connection with any services rendered to the Association.
 - f. To contribute any portion of the Funds of the Association towards the formation or for the endowment of scholarship or otherwise provide financial assistance for the education of students and others wishing to qualify as professionals and in line with such aspirations conduct lectures, talks, seminars, exhibitions and any other activities deemed necessary for the benefit of the Association and award certificates of proficiency where applicable.
 - g. To raise funds for any of the above purposes by charging all, or any such property as may legally be charged for a period that may be determined by the Board.
 - h. To institute, conduct or discontinue any legal proceedings in the name of the Association or by its officers, servants or member for the recovery of any debts or demands claimed by or on behalf of the Association and to defend any legal proceedings commenced against the Association, or against any of its officers or members in their capacity as representatives of the Association; and

to pay out of the funds of the Association any costs or charges incurred in connection with or as a result of such legal proceedings.

- i. To employ, hire, or otherwise engage any person whether or not a member of the Association for any purpose and for any length of time or a term of remuneration as the Board may determine from time to time.
- j. Appoint and delegate powers to the various Committees under the Board or other persons as the Board may think fit.
- k. To set up a wholly owned subsidiary company or companies registered under the Malaysian Companies Act 1965 and to carry out any other activities pertaining to the Association or undertake any other business as may be directed by the Board under Sub-Clause 4.15 above. Such company or companies formed shall be managed by the Directors appointed by the Board.

19.2.14 Power to fill vacancies

In the event of any vacancy caused by the resignation, revocation or death of a member such vacancy may be filled by another representative nominated by the Member Institution or Organization which caused any such vacancy to occur, or by some other person nominated by the Board of Management.