



**THE MALAYSIAN INSTITUTE
OF CHARTERED SECRETARIES AND ADMINISTRATORS**

NEW CONSTITUTION

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1.0 **NAME**

The Institute shall be known as “**INSTITUT SETIAUSAHA DAN PENTADBIR BERKANUN MALAYSIA**” (THE MALAYSIAN INSTITUTE OF CHARTERED SECRETARIES AND ADMINISTRATORS).

2.0 **REGISTERED OFFICE**

The Registered Office of the Institute shall be at No. 57, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur or at such other places as may from time to time be decided by the Council with the prior approval of the Registrar of Societies.

3.0 **DEFINITIONS**

3.1 “The Institute” means Institut Setiausaha Dan Pentadbir Berkanun Malaysia or The Malaysian Institute of Chartered Secretaries and Administrators or MAICSA.

3.2 “The International Institute” means The Institute of Chartered Secretaries and Administrators or ICSA.

3.3 “The Council of the International Institute” means the Council of The Institute of Chartered Secretaries and Administrators.

3.4 “The Council” means the Council for the time being of the Institute and who shall act as the Committee for Malaysia of the International Institute.

3.5 “Charter” means the Royal Charter of 22 June 1966 (as amended under article 18, and as amended by the Supplemental Charter of 10 September 1971 and any future Supplemental Charter), and the part of the Royal Charter of 4 November 1902 which is not revoked.

3.6 “Bye-Laws” means Bye-Laws of The International Institute.

3.7 “Committee for Malaysia” means the committee whose members shall comprise members of the Council at any one time and which is authorized under the Delegation Agreement to manage the affairs of the members of the International Institute in Malaysia in accordance with the Bye-laws.

3.8 “Delegation Agreement” means the agreement dated 8 October 2001 and made between the Council of the International Institute and the Committee for Malaysia in accordance with Bye-law 37.

3.9 “The Register of Members” means the Register of Members of the International Institute kept and maintained by the Institute.

3.10 A “Member” means a person who is a Fellow or an Associate of the International Institute, as the

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case may be, who is ordinarily resident in Malaysia.

A “Fellow” means a person who, having duly satisfied and fulfilled all conditions applicable for fellowship in accordance with the Bye-laws, has been admitted as a Fellow.

An “Associate” means a person who, having duly satisfied and fulfilled all conditions applicable for associateship in accordance with the Bye-laws, has been admitted as an Associate.

3.11 A “Graduate” means a person who has successfully passed all the examinations of the International Institute that are applicable to him, is ordinarily resident in Malaysia and has been registered with the Institute.

3.12 A “Registered Student” means a Registered Student of the Institute resident in Malaysia.

3.13 An “Affiliate” means a person who has not passed the examinations of the International Institute and who may be accepted by the Council to participate in activities which support the Institute’s objectives.

3.14 “President” means the President for the time being of the Council.

3.15 Words importing the singular number include the plural number and vice versa.

3.16 Words importing the masculine gender include the feminine.

3.17 Words importing persons include corporation, where applicable.

4.0 **OBJECTS**

The objects for which the Institute is established are:

- (a) To establish and maintain an association in Malaysia for Fellows, Associates, Graduates and Registered Students of the International Institute.
- (b) To promote and develop any scheme which may elevate the status and/or advance the interests of the International Institute, Institute and Members.
- (c) To deal with matters affecting the interest of the profession of corporate secretaryship, administration and to represent the said profession whether by way of negotiation, correspondence, petition or otherwise and to recommend changes of law or practice affecting the profession.
- (d) To promote the study of and research into law and the practice of corporate secretaryship, corporate governance and administration and allied fields.
- (e) To establish liaison and to co-operate with government departments and with educational and other appropriate institutions or bodies concerned with or interested in the development of Chartered

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Secretaries and Administrators and to seek co-operation with any such institutions or bodies in Malaysia and overseas.

- (f) To arrange for dissemination of information and knowledge relevant to the profession of corporate secretaryship and administration by all means including conferences, meetings, reading of papers, lectures, discussion, correspondence and other means of communications.
- (g) To provide opportunity and to encourage continuing professional development amongst Members to update and enhance technical competency in relevant fields connected with the profession of corporate secretaryship and administration.
- (h) To publish and print publications, periodicals, journals, manuals, books, newsletters and brochures containing updates, information and material relevant to and for the benefit of the Members including information on the activities of the Institute and the International Institute.
- (i) To afford opportunities and to arrange social and recreational activities for Members, Graduates and Registered Students.
- (j) To establish and maintain libraries and collection of documents, papers, research material and other effects.
- (k) To prescribe, levy upon and collect from Members, Graduates, Registered Students and any such groupings set up, subscriptions fees and other sums to be determined from time to time in accordance with the terms of the Delegation Agreement and subject to the Bye-laws.
- (l) To accept sponsorships, grants, gifts and legacies from any person, company or institution.
- (m) To set examinations and make rules concerning the examinations and to elect Graduates, Associates and Fellows in accordance with the terms of the Delegation Agreement and the Bye-laws.
- (n) To invest the funds of the Institute not immediately required in such manner as from time to time may be determined.
- (o) To borrow and raise money as the Institute may think fit subject to the Bye-laws.
- (p) To purchase, take on lease or in exchange, rent or otherwise acquire any movable or immovable property and any rights or privileges which the Institute may from time to time think proper to acquire and to hold and use such property; and re-sell, sublease, sub-let, surrender, turn to account or dispose of any movable or immovable property or undertaking of the Institute or any part thereof for such consideration and upon such terms as the Institute may think fit.
- (q) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, and to provide financial aid, create, maintain and fund grants, scholarships, study loans, bursaries and prizes for such purposes as the Institute may think fit; and to subscribe, contribute or make donations for any charitable or benevolent objects, or for any exhibition or for any public, general or useful object whether in Malaysia or elsewhere.

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- (r) To incorporate, promote, take or otherwise acquire and hold shares, securities, debentures, or other interests in any company or companies having objects altogether or in part similar to those of the Institute or to carry on any undertaking capable of being conducted so as directly or indirectly to benefit the Institute in the attainment of its objects.
- (s) Generally to do all such acts and things as may appear incidental or conducive to the attainment of the above objects or any of them and in accordance with the Charter and Bye-laws of the International Institute and as permitted under the laws of Malaysia.

5.0 MEMBERS

- 5.1 Only Fellows and Associates of the Institute ordinarily resident in Malaysia shall be eligible to become Members of the Institute.
- 5.2 Application for membership must be made to the Institute on the form as prescribed by the Council and accompanied with the payment as shall be required.
- 5.3 A Member whose name appears in the Register of Members shall be entitled to attend and vote at the Institute's general meetings and to enjoy the services and benefits accorded by the Institute.
- 5.4 A person whose name is no longer in the Register of Members shall no longer be entitled to attend and vote at general meetings or to enjoy the services previously accorded to him.
- 5.5 A Member shall cease to be a Member in the following circumstances:
 - (a) if he ceases to be a Fellow or an Associate;
 - (b) if he does not pay his subscription when it is due;
 - (c) if he gives his resignation in writing to that effect; or
 - (d) if his membership is terminated as the result of disciplinary action.

6.0 GRADUATES

- 6.1 A Graduate, though not a Member of the Institute, may enjoy all or any of the services accorded to Members. He shall be subject to the disciplinary rules applicable to a Member.
- 6.2 A Graduate may attend any general meeting of the Institute but shall not be entitled to vote thereat.
- 6.3 Any person who ceases to be a Graduate shall, ipso facto, no longer be entitled to attend any general meeting or to enjoy the services previously accorded to him.

7.0 AFFILIATES

- 7.1 An Affiliate is not a Member of the Institute and shall not be entitled to attend and vote at any general meeting of the Institute.

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7.2 An Affiliate may enjoy such benefits as shall be determined by the Council from time to time.

7.3 The Council shall determine the rules and regulations and set the subscriptions or fees applicable to an Affiliate.

8.0 REGISTER

8.1 A Register of all Members, Graduates and Registered Students pursuing the International Institute's examinations in Malaysia shall be maintained by the Institute at its registered office containing details required under the Bye-laws and no name shall be entered thereon or removed therefrom save upon the authority of the Council.

8.2 Any Member may be supplied with information from the Register insofar as it relates to Members' names, membership numbers and addresses provided he has served three working days' written notice and has paid the charge levied by the Institute in respect thereof. The Institute may also supply information pertaining to its Members to such persons or bodies upon such terms as it shall deem fit.

9.0 COUNCIL

9.1 The management and control of the affairs of the Institute shall be vested in the Council as hereinafter constituted which shall, subject to the Delegation Agreement, the Bye-laws and any Rules and Regulations made from time to time by the Council of the International Institute, have the power, to regulate, manage and control the affairs of the Institute and to carry out its objects and for this purpose the Council shall exercise all the powers and may do all such acts and things as may be exercised or done by the Institute save only such matters as are required by this Constitution to be decided by Members in general meeting.

9.2 Without prejudice to the generality of the powers herein before conferred the Council may:

- a) appoint Committees comprised of not only Members but also non-members of the Council or Institute (provided that there shall be not more than two (2) non-members in the Committee) with or without the power to co-opt as it may from time to time decide to perform such functions as it may specify and delegate to such Committees subject to such conditions and powers vested in the Council by this Constitution. The President and Immediate Past President are automatically members of every Committee. Any Committee appointed to deal with Admissions or Standards matters shall not include non-members of the International Institute.
- b) control and regulate the finances of the Institute.
- c) appoint, from time to time, student representatives as observers to liaise with the Council.
- d) fund prizes or provide scholarships for students with such conditions attached as it may think fit.

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- e) publish or approve and superintend the publication of periodicals, journals, manuals, books, newsletters, brochures and papers and utilise any other means of communication, with prior approval of the authority concerned.
 - f) at its discretion, appoint, remove or suspend the Institute's personnel for permanent, temporary or special services as it may from time to time think fit and may determine their duties and fix their salaries or emoluments and other terms of employment;
 - g) appoint from time to time bankers or legal advisers or professional advisers of the Institute.
 - h) purchase, rent or otherwise acquire and furnish suitable premises for the use of the Institute.
 - i) institute, conduct, defend, compound or abandon any legal proceedings by and against the Institute or its officers or otherwise concerning the affairs of the Institute and also may compound and allow time for payment or satisfaction of any debts due or of any claims or demands by or against the Institute.
 - j) make and give receipts, releases and other discharges for moneys payable to the International Institute or the Institute and for the claims and demands of the International Institute or the Institute.
 - k) invest and deal with any surplus moneys of the Institute in established banking or financial institutions in Malaysia upon such security and in such manner as it thinks fit, and it may from time to time vary such investments.
 - l) borrow up to the amount of the Institute's subscription income in the last financial year, unless the members of the Institute allow more borrowing by passing a resolution at a general meeting. The resolution may allow security and guarantees for the increased borrowing.
- 9.3 No resolution of any Committee shall bind the Council until adopted by the Council and unless at the time of its appointment power to do so was expressly given to such Committee.
- 9.4 All acts done at any meeting of the Council or a Committee thereof or by any person acting as a member thereof or as President, Deputy President, Vice President, Honorary Secretary or Honorary Treasurer, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Council member or person acting as aforesaid or that they or any of them were disqualified be as valid as if such Council member or person had been duly appointed and was qualified to act.
- 10.0 COMPOSITION OF THE COUNCIL**
- 10.1 The Council shall comprise not less than nine (9) and not more than fifteen (15) members all of whom shall be Fellows, excluding the President and Immediate Past President of the International Institute who shall be ex-officio members of the Council.

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- 10.2 Subject to clause 10.1, the Council shall comprise not more than:
- (a) ten (10) Fellows elected into the Council at general meetings in accordance with the regulations contained herein;
 - (b) three (3) most recent Past Presidents who are eligible and willing to serve to be appointed by the Council; and
 - (c) two (2) Fellows to be co-opted by the Council.
- 10.3 The Council shall have power to fill casual vacancies as necessary and such Council members appointed shall hold office only until the conclusion of the next annual general meeting and are then eligible for re-election but shall not be taken into account in determining the Council members who are to retire by rotation at that meeting.
- 10.4 The Past Presidents appointed and Council members co-opted pursuant to Clause 10.2(b) and (c) respectively shall hold office until the conclusion of the next annual general meeting.
- 10.5 The Council in its absolute discretion shall have the power to delegate any of its functions to a Committee to carry out any or specified duties.
- 10.6 The office bearers comprising a President, a Deputy President, a Vice-President, an Honorary Secretary, an Honorary Treasurer and an Immediate Past President shall be elected annually by the Council amongst themselves within twenty-one (21) days after each annual general meeting. The office bearers shall remain in office after the conclusion of each annual general meeting until the election of the new office bearers. No such office bearer shall ordinarily hold the same office for more than two (2) years in succession.
- 10.7 The members of the Council shall serve for a term of three (3) years. One third of the members of the Council for the time being shall retire each year by rotation, or if their number is not a multiple of three (3) then the number nearest to one third shall retire. No Council member, unless he is an office-bearer, may serve more than two (2) continuous three (3)-year terms without ceasing to be a member of the Council for at least one (1) year before being eligible to stand for election.
- 10.8 The Council members to retire by rotation shall be those who have been longest in office since their last election. As between Council members of equal seniority, the Council members to retire shall (unless such Council members of equal seniority shall otherwise agree amongst themselves) be selected amongst them by lot.
- 10.9 The Council shall cause a notice to inform Members of the nomination forms for election as Council members not earlier than sixty (60) days and not later than forty-five (45) days from the date of the annual general meeting.
- 10.10 No person, not being a retiring Council member at the meeting, or a person recommended by the Council shall be eligible for election as a Council member at the annual general meeting unless, thirty (30) days before the date appointed for the meeting, there has been lodged with the Honorary Secretary at the registered office of the Institute a notice in writing signed by at least two (2) Members, of their intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected.

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10.11 The office of a Council member shall be vacated in any of the following events:

- a) If he becomes of unsound mind.
- b) If he absents himself from three (3) Council meetings successively without special leave of absence from the Council, and that a resolution is passed that he has by reason of such absence vacated office.
- c) If upon notification in writing to the Institute, he wishes to resign from office as a Council member.
- d) If he ceases to be a member of the Institute or be suspended for any period from membership of the International Institute.
- e) If he reaches the age of seventy (70) years at the end of the year or at the conclusion of the annual general meeting commencing next after he attains the age of seventy (70) whichever is earlier.

10.12 Duties of Office-bearers

- a) The President shall lead the Council in managing the affairs and activities of the Institute. He shall preside at all general meetings of the Institute and meetings of the Council and shall be responsible for the proper conduct of all such meetings and shall ensure that all orders or resolutions of the Council are carried into effect.
- b) In the absence of the President, the Deputy President or the Vice-President shall perform such other duties and exercise the powers of the President, as shall from time to time, be imposed upon him by the Council.
- c) The Honorary Secretary shall carry out the instructions of the general meeting and of the Council. He shall give or cause to be given a notice of all meetings of the Council and general meetings of the Institute when directed to do so and shall keep a record of the proceedings of all such meetings. He shall be the custodian of the Seal of the Institute and of all minutes, records and other documents belonging to the Institute.
- d) The Honorary Treasurer shall ensure the proper care and custody of all of the funds and securities of the Institute and shall have them deposited in the name of the Institute as the Council may direct. He shall keep or caused to be kept proper accounting records of the Institute.

10.13 The Council members shall carry out such duties as directed by the President and approved by the Council.

11.0 COUNCIL MEETINGS

11.1 The Council shall meet, adjourn or otherwise regulate its meeting, as it shall think fit provided that it

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shall meet at least six (6) times in a year.

- 11.2 Meetings of the Council shall be convened as directed by the President of the Council or any three (3) members of the Council.
- 11.3 Not less than seven (7) days' notice in writing or by electronic means shall be given of meetings of the Council unless the President or, in his absence, the Deputy President or the Vice President considers the situation as one of urgency which precludes the giving of such notice. The service of notice by electronic means shall be deemed to be effective on successful transmission.
- 11.4 The quorum for a meeting shall be nearest to one-third of the number of the Council members with a minimum of five (5).
- 11.5 The President or in his absence, the Deputy President or the Vice President shall preside at meetings of the Council. In the absence of the President, the Deputy President and the Vice President, the Council members present shall elect one (1) of their number to be chairman of the meeting.
- 11.6 The Council may meet together either in person or, where they are not physically present in the same place, by means of any technological device by which they are able to simultaneously hear each other and to participate in discussion. The quorum of such meetings must be at least ten (10) members who are able to take part at the same time. A Council member who participates in a meeting held in accordance with this Clause shall be deemed to be present and entitled to vote at the meeting. A Council member may withdraw his consent within a reasonable time before the day appointed for the meeting.
- 11.7 Voting at meetings of the Council shall be by show of hands, each Council member having one vote. Decisions at meetings of the Council shall be by simple majority. In the case of an equality of votes the motion is to be treated as lost.
- 11.8 A resolution in writing, signed by all the members of the Council for the time being present in Malaysia entitled to vote on the resolution at a Council meeting, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more Council members.

12.0 **ANNUAL GENERAL MEETINGS**

- 12.1 The annual general meeting of the Institute shall be held not later than six (6) months from the financial year end each year to receive the Council's Report and Audited Financial Statements of the preceding year, to elect Council members and to appoint an approved auditor for the ensuing year; and to transact any other special business for which due notice is given.
- 12.2 No resolution other than the business brought forward by the Council shall come before the annual general meeting unless notice thereof has been duly given.
- 12.3 Any proposed resolution not relating to the ordinary business of the annual general meeting must be requisitioned by not less than twenty (20) Members comprising at least ten (10) Fellows by giving

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notice thereof in writing to the Council at least thirty (30) clear days before the meeting.

13.0 EXTRAORDINARY GENERAL MEETINGS

- 13.1 All general meetings other than the annual general meetings shall be called extraordinary general meetings. The Council may at any time convene an extraordinary general meeting. No motion or business other than that stated in the notice by the Council shall come before the extraordinary general meeting.
- 13.2 Forty (40) Members comprising at least twenty (20) Fellows can require an extraordinary general meeting to be convened by signing a requisition to be served on the Honorary Secretary stating the purpose of the meeting. Such meeting shall be held at the registered address of the Institute or at such other place as determined by the Council. The Council shall call for the meeting within sixty (60) days of receipt of the requisition.
- 13.3 If the Council has not sent out a notice within sixty (60) days of receiving the requisition, twenty (20) or more of those who signed the requisition may send out the notice themselves. The notice, signed by those who requisitioned the meeting, should state what the meeting is for, and set a date for it. The notice must be sent out within three (3) months from the expiry of the period of sixty (60) days referred to in Clause 13.2.

14.0 PROCEEDINGS AT GENERAL MEETINGS

- 14.1 No general meeting shall proceed with the business of the Institute unless a quorum is present. The quorum necessary for the transaction of business at a general meeting shall be at least twenty-five (25) Members personally present and entitled to vote.
- 14.2 If half an hour after the time appointed for any general meeting a quorum is not present, the meeting shall be adjourned to a date (not exceeding thirty (30) days) to be decided by the Council; and if a quorum is not present half an hour after the time appointed for the adjourned meeting, the Members present shall have power to proceed with the business of the day but they shall not have power to alter the rules of the Institute or to make decisions affecting the whole membership.
- 14.3 Clauses 14.1 and 14.2 of this rule regarding the quorum and the adjournment of an annual general meeting shall apply also to an extraordinary general meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for an adjourned extraordinary general meeting requisitioned by Members the meeting shall be dissolved and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date thereof.
- 14.4 The President or in his absence, the Deputy President or the Vice-President shall preside as chairman of the meeting at every general meeting or if they are not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act, the Members present shall elect one (1) of their number present to act as chairman of the meeting.
- 14.5 All motions excluding that pertaining to the election or re-election of a Council member shall be

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decided in the first instance by way of voting on a show of hands where each Member shall be entitled to one (1) vote.

- 14.6 The election of Council members shall always be by secret ballot.
- 14.7 A ballot may be demanded by the chairman of the meeting or at least ten (10) Members on or before the announcement by the chairman of the result of the voting on a show of hands of a motion referred to in Clause 14.5.
- 14.8 In the event of equality of votes, whether by way of voting on a show of hands or by ballot, the motion shall be treated as lost.
- 14.9 On a show of hands every Member present shall have one (1) vote and in the case of a ballot exercise every Member present personally shall have one (1) vote and one (1) additional vote if he is also a proxy.
- 14.10 A member may appoint a proxy to attend and vote at any general meeting of the Institute on his behalf. The instrument appointing a proxy shall be in writing and signed by the Member appointing the proxy. A proxy shall be a Member of the Institute. A Member, except the chairman of the meeting, shall not be entitled to represent more than one (1) Member as his or her proxy.
- 14.11 The instrument appointing a proxy shall be in the following form or in such other form as the Council may approve:-

I,, MAICSA No. of
..... hereby appoint*....., MAICSA No.
..... of or failing him/her, the *Chairman of
the Meeting, as my proxy to vote for me at the [*annual/extraordinary] general meeting of the Institute, to be
held on the day of 20 ...(or any adjournment thereof).

Resolution No.
For
Against

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Signed this day of 20.....

**Strike out whichever is not desired*

14.12 To be valid, this form must be completed and deposited at the registered address of the Institute at least forty-eight (48) hours before the time of the meeting. The proxy form is only valid for that meeting (including any adjournment of that meeting).

15.0 **DECISIONS OF MEMBERS**

15.1 Subject to a quorum being present at any meeting every motion shall be decided by the majority of Members present with the exception of the following motions which shall be decided by at least three-fourths of Members present:

- (a) amendment of the Constitution;
- (b) acquisition or disposal of immovable property; or
- (c) borrowing in excess of the total subscriptions received by the Institute as stated in the last audited financial statements

16.0 **MINUTES**

16.1 The Council shall cause minutes to be regularly entered in books provided for the purpose of the proceedings of its meetings or of meetings of its Committees and of the names of all those present thereat and of all general meetings of the Institute.

16.2 The minutes of any meetings signed by the chairman of that meeting or of the next meeting as the case may be, shall be conclusive evidence of the transactions recorded at such meetings.

16.3 The minutes may be kept in computerized form and in the event of any discrepancy; the hard copy signed by the chairman shall be conclusive.

17.0 **FINANCIAL YEAR**

17.1 The financial year of the Institute shall commence on 1 January and end on 31 December annually and the Council shall have power at any time, and from time to time, to determine any change in the financial year end.

18.0 **SEAL**

18.1 The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a Committee authorized by the Council in that behalf, and every instrument to which the Seal is affixed shall, unless otherwise required by law, be signed by the President and shall be countersigned by the Honorary Secretary or by another office bearer or by some other person

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authorized by the Council for the particular purpose.

19.0 **ACCOUNTS**

- 19.1 The Honorary Treasurer shall ensure that proper accounts are made up to 31 December each year or any other financial year end determined by the Council.
- 19.2 The Honorary Treasurer or any other person authorized by the Council may have a petty cash advance of such sums as the Council may prescribe from time to time.
- 19.3 All cheques or other instructions on the Institute's account shall be signed jointly by any two (2) of the following persons:
- a) President;
 - b) Deputy President;
 - c) Vice President;
 - d) Honorary Secretary
 - e) Honorary Treasurer;
 - f) Immediate Past President;
 - g) Any other person so authorized by the Council.

20.0 **AUDIT**

- 20.1 The accounts of the Institute shall be audited annually by the auditor appointed at the Annual General Meeting.

21.0 **DISSOLUTION**

- 21.1 Subject to the prior approval of the Council of the International Institute, the Institute shall not be dissolved except by the consent of three-fourths of the Members of the Institute testified by their signatures to an instrument of dissolution.
- 21.2 Notice of any proposal to dissolve the Institute shall be given to all Members not less than one (1) calendar month before the date fixed for the meeting.
- 21.3 In the event of the Institute being dissolved, its assets, if any, after fully discharging all its debts and liabilities shall be dealt with in accordance with the laws of Malaysia.
- 21.4 The Registrar of Societies shall be informed within fourteen (14) days of dissolution.

22.0 **NOTICES**

- 22.1 All notices to a Member shall be in writing and shall be deemed to have been duly served if made in

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any of the following manner:

- (i) if personally delivered to that Member; or
- (ii) if sent by prepaid post to the postal address of the Member last known to the Institute; or
- (iii) if sent by facsimile or other electronic means, to the address last known to the Institute; or
- (iv) if the notice is posted on the Institute's website; or
- (v) if the notice is published in an English newspaper of national circulation.

22.2 A Member may send a notice to the Institute by way of personal service or by prepaid post to the Registered Office of the Institute.

22.3 The period of notice required for the holding of a meeting of the Members shall not be less than twenty-one (21) clear days.

22.4 An accidental omission to give such notice to or non-receipt of such notice by any person entitled thereto shall not invalidate the proceedings at any general meeting.

23.0 **ALTERATION OR WAIVER**

23.1 These rules may be amended at a general meeting convened for the purpose provided that any amendments or alterations thereto shall not be effective until the approval of the Council of the International Institute and the Registrar of Societies shall have been obtained. Any alteration or amendment shall be submitted within sixty (60) days of it being passed to the Registrar of Societies.

24.0 **DISPUTE**

24.1 Any dispute arising out of these rules shall be referred to the Council whose decision shall be final unless countermanded by a resolution of a general meeting.

25.0 **PROHIBITIONS**

25.1 All members of the Council except the President and Immediate Past President of the International Institute and every officer performing executive functions in the Institute shall be Malaysian Citizens.

25.2 Neither the Institute nor its Members shall attempt to restrict or in any other manner interfere with trade or prices or engage in any trade union activities as defined in the Trade Unions Act 1959.

25.3 The Institute shall not hold any lottery, whether confined to its Members or not, in the name of the Institute or its office-bearers, Council, Committees or Members.

26.0 **INDEMNITY**

26.1 The following people will be indemnified by the Institute against all losses and expenses which they

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incur in carrying out their duties, unless the losses and expenses are caused by their own deliberate fault or negligence:

- Members of the Council and its Committees
- Members of Disciplinary groups and tribunals
- Trustees appointed by the Council
- Executive staff of the Institute

26.2 None of the persons mentioned in Clause 26.1 shall be liable for anything done, or not done, by any person, or because he adds his signature to a receipt, or joins in some other act for the sake of conformity, or for the loss suffered by the Institute, unless this is the result of his own deliberate fault or negligence.

27.0 **THE STANDING OF THE CONSTITUTION**

27.1 The Constitution must be read together with the Charter and Bye-laws of the International Institute. If there is any inconsistency between them, the provisions of the Charter and Bye-laws shall prevail.