CONSTITUTION

INSTITUTION OF MECHANICAL ENGINEERS, CAWANGAN MALAYSIA

CLAUSE 1 NAME

1. The Association shall be known as

INSTITUTION OF MECHANICAL ENGINEERS, CAWANGAN MALAYSIA

Hereinafter referred to as "the Association".

2. Meaning of name : Institution of Mechanical Engineers, Cawangan Malaysia, hereinafter referred to as the Society.

The Institution of Mechanical Engineers United Kingdom is herein after referred to as the Institution.

3. Level : Kebangsaan

CLAUSE 2 ADDRESS

1. The registered address is

UNIT A-27-3A, LEVEL 27, TOWER A MENARA UOA BANGSAR 5 JALAN BANGSAR UTAMA 1
59000

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

UNIT A-27-3A, LEVEL 27, TOWER A MENARA UOA BANGSAR 5 JALAN BANGSAR UTAMA 1
59000

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 Society shall be:

a To promote technical and professional development of members of the Institution residing in or visiting Malaysia, through meetings, other forms of communication and through close coordination with the head quarters of the Institution.
b To arrange meetings for and to encourage members to prepare, discuss or present papers relating to the science of mechanical engineering and all its applications.

c To arrange visits to works and places and objects of scientific interest relating to mechanical engineering.

d To arrange joint meetings with other engineering bodies.

e To achieve closer personal acquaintance and spirit of cooperation among Institution members in Malaysia.

f To provide a local point of contact with indigenous engineering societies on all matters of mutual professional and technical concern.

CLAUSE 4 MEMBERSHIP

4.1 There shall be three classes of membership: Corporate, Associate and Affiliate.

4.1.1 Corporate Membership: Fellows, Honorary Fellows and Members of the Institution whose recorded addresses are in Malaysia shall be eligible to become Corporate Members of the Society.

4.1.2 Associate Membership: Associate members of the Institution whose recorded addresses are in Malaysia shall be eligible to become Associate Members of the Society.

4.1.3 Affiliate Membership: Affiliate members of the Institution shall be eligible to become Affiliate Members of the Society. They may be students of Institution of Higher Learning or anyone with an interest in Mechanical Engineering.

4.2 Only Corporate members of the Society are entitled to vote and hold office. Affiliate members may participate in all activities of the Society but shall not be permitted to vote or hold office.

4.3 Every application for membership shall be made in a prescribed form and subjected to the approval of the Institution.

CLAUSE 5 RESIGNATION AND TERMINATION

5.1 Membership shall terminate upon the death of any member or the change of a member's primary residential address to outside of Malaysia.

5.2 A member of the Committee shall automatically vacate his office if by notice in writing to the Honorary Secretary he resigns from the Committee or if he ceases to be a member of the Society or Institution, or if he becomes bankrupt or of unsound
CLAUSE 6 SOURCE OF INCOME

Members shall pay their annual dues to the Institution. The annual subscription shall be whatever is laid out by the Institution as per their annual dues. No subscription shall be required from any member of the Society beyond that payable to the Institution.

CLAUSE 7 GENERAL MEETING

7.1 Meetings of the Society shall consist of Annual General Meeting, Extraordinary General Meeting and Ordinary Meetings.

7.2 Annual General Meeting:

7.2.1 An Annual General Meeting shall be held before the end of March each year. The following business shall be transacted at the Annual General Meeting:

7.2.1.1 Attendance list;
7.2.1.2 Approval of minutes from previous Annual General Meeting;
7.2.1.3 Matters arising from previous AGM;
7.2.1.4 The presentation of the Annual Report;
7.2.1.5 The presentation and approval of the Statement of Accounts of the preceding financial year;
7.2.1.6 The election of office-bearers and Honorary Internal Auditors;
7.2.1.6.1 All members of the Society shall be entitled to attend, but only those who are Corporate Members shall be entitled to vote.
7.2.1.7 Appointment of External Auditors;
7.2.1.8 Twenty Corporate Members shall constitute a quorum at an Annual General Meeting.

7.3 Extraordinary General Meeting:

7.3.1 An Extraordinary General Meeting may be called by the Chairman and must be called on the request in writing of one-quarter of the total voting membership or 30 voting members, whichever is the lesser, or by order of the Committee within twenty-one (21) days of such request or order;
7.3.2 If the Committee does not within 21 days after the date of receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving 10 days’ notice together with the agenda to voting members, through the Honorary Secretary of the Society, setting forth the business to be transacted.

7.3.3 Twenty-five Corporate Members shall constitute a quorum at an Extraordinary General Meeting

7.4 Ordinary Meeting:

7.4.1 Ordinary Meetings shall be held in such places and at such times as the Committee shall determine. Members of all classes of the Institution shall be entitled to attend, whether or not they are members of the Society, and they shall be entitled to introduce visitors. The business of Ordinary Meetings shall include the delivery of addresses or lectures or the presentation for discussion of papers on the science of mechanical engineering or related subjects.

7.4.2 No matters relating to the constitution, affairs, business, direction or management of the Institution shall be discussed nor any motion relating thereto made at Ordinary Meetings.

7.4.3 All members of the Society shall be entitled to attend including guests.

7.5 At least two weeks notice will be given of any General Meeting. Notice of the meeting stating the nature of the business to be transacted, time and venue of the meeting including copies of all minutes, shall be sent by the Honorary Secretary to all members.

7.6 Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives written notice to the Honorary Secretary seven (7) days before the meeting is due to be held.

7.7 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be 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 any of the existing Clauses.

CLAUSE 8 COMMITTEE

The affairs of the Society shall be controlled by a Committee.

8.1 The Committee shall comprise of ten (10) members consisting of the following and who are to be elected at each Annual General Meeting:
A Chairman,
An Honorary Secretary,
An Honorary Treasurer,
Six Ordinary Committee members and
The Immediate Past Chairman shall automatically be a Committee Member
The Committee may co-opt up to 6 members each from 6 different states (without voting rights) to assist the function of the committee.

8.2 In addition, the Young Members Section Committee Chairman shall be a member of the committee as ex-officio.

8.3 All members of the Committee and every officer performing executive functions in the Society shall be Malaysian citizens.

8.4 The Committee shall hold office from the date of Annual General Meeting of which they were elected until the next Annual General Meeting of the Society. A vacancy in the Committee not filled at the date of an Annual General Meeting is a casual vacancy. The Committee may appoint any qualified person, to fill a casual vacancy in the Committee. If any corporate member have been appointed to fill a casual vacancy they shall hold office from the date of their appointment until the next Annual General Meeting and this shall not affect their eligibility for subsequent election.

8.5 An elected Chairman should not normally hold office for more than two consecutive years, where year means the period between two Annual General Meetings of the Society. Exceptionally the Office of Chairman may be held for up to four years with agreement of a simple majority of the Committee

8.6 A Past Chairman who has served as an elected Chairman is eligible for re-election to the office of Chairman for a period of not more than two consecutive years after an interval of normally four years following retirement from that office.

8.7 The Honorary Secretary and Honorary Treasurer shall be eligible for re-election or election as the case may be at the Annual General Meeting of the Society.

8.8 Not less than one third of the Ordinary Members of the Committee shall retire at each Annual General Meeting of the Society, all shall be eligible for re-election or election.

8.9 The Committee shall, annually, at its Committee Meeting, held not more than eight weeks before the Annual General Meeting, present a list of Corporate Members nominated by the Committee as candidates for election as Chairman, Honorary Secretary, Honorary Treasurer, and Ordinary Members of the committee. Any Corporate Member of the Society shall be entitled to add to the list a candidate for election to any or each of the offices to be filled, by delivering to the Chairman not later than 4 weeks before the Annual General Meeting, nominations signed by him as nominator, together with the written consent of the nominees.

8.10 Each nominee shall be proposed by a Corporate Member and seconded by another Corporate Member. Nominations shall close four weeks before the Annual General Meeting. The list of candidates for election shall be sent to all members
with the notice for the Annual General Meeting. The list shall indicate the names of the candidates, proposers, seconders, age, Membership Grade, company affiliation, company position and, if the candidate has provided it, a curriculum vitae of no more than 100 words.

8.11 Election at the Annual General Meeting shall be by ballot forms from those Corporate Members present where posts are contested at the Annual General Meeting. The appropriate number of candidates receiving the majority of the votes shall be declared elected. Where posts are contested, Corporate Members shall be entitled to vote only once for one candidate.

8.12 The result of the election shall be reported forthwith in writing to the Institution and published in such other manner as the Committee shall determine.

CLAUSE 9 DUTIES OF OFFICE BEARERS

9.1 The duty of the Committee is to organize and supervise the daily activities of the Society and to make decisions on matters affecting its running. It may not act contrary to the expressed wishes of the Annual General Meeting without prior reference to it and must always remain subordinate to the Annual General Meetings.

9.2 The Committee shall pursue the objectives of the Society stated in Clause 3 of this Constitution and shall be responsible for their actions in the control of the Society.

9.3 A Committee meeting shall be held at least once every three months after 7 day's notice to Committee members. The Chairman may call a committee meeting at any time by giving 7 day's notice. At least one half of the committee members must be present for its proceedings to be valid.

9.4 The Committee shall prepare an Annual Report dealing with the conduct and progress of the Society and its activities during the past year, ending 31st December. The Annual Accounts of the Society and the Annual Report shall be approved by the Committee and the Accounts after approval shall be signed by the Chairman and the Treasurer.

9.5 The Committee shall submit to the Institution a detailed estimate of the operation budget for the year beginning 1st January and such estimate shall be dispatched to the Institution so as to arrive not later than 30th September of the financial year prior to coverage or as requested by the Institution. Wherever possible the Society should seek local financial support in the form of accommodation for meetings and industrial and other sponsorship for hospitality and meeting expenses. Any revenues accrued from the organizing of fee paying seminars, conferences or courses may be retained. Any expenditure from the funds of the Society shall be approved by the Committee.

9.6 The Chairman shall act as Chairman at all General and Committee meetings. The Chairman shall also represent the Society in its dealings with outside
persons/organizations.

9.6.1 The Chairman, or a member of the Committee acting in his place, shall have a second or casting vote in all cases of equality of voting on any question at any meeting of the Committee.

9.7 The Honorary Secretary shall keep all records, except financial, of the Society. The Honorary Secretary will keep minutes of all General and Committee meetings and shall maintain an up-to-date Register of Members at all times.

9.8 The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Society and shall keep an account of all monetary transactions and shall be responsible for their correctness.

9.8.1 The Honorary Treasurer shall keep appropriate records of receipts and expenses and present a full financial report at the Annual General Meeting of the Society, and shall prepare the necessary tax returns as may be required by the local government.

9.9 The Ordinary Committee Members shall assist in the general administration of the Society and perform any duties assigned by the Committee from time to time.

CLAUSE 10  FINANCIAL PROVISION

10.1 Subject to the following provisions in this Constitution, the funds of the Society may be expended for any purpose necessary for the carrying out of its objects, including the expenses of its administration, the payment of salaries, allowance and expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

10.2 The Hon Treasurer may hold a petty cash advance not exceeding RM 500.00 ringgit at any one time. All money in excess of this sum shall within seven(7) days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of the Society.

10.3 No expenditure exceeding RM 3,000.00 at any one time shall be incurred without the prior sanction of the Committee, and no expenditure exceeding RM 30,000.00 in any one month shall be incurred without the prior sanction of a General Meeting. Expenditure less than RM 3,000.00 may be incurred by the Chairman together with Hon Secretary or the Hon Treasurer.

10.4 All cheques shall be signed by any two (2) of the Honorary Treasurer, and countersigned by the Chairman, or Honorary Secretary of the Society.

10.5 As soon as possible after the end of each financial year i.e. the last day of December, a statement of receipts and payments and a balance sheet for the year shall be prepared and audited by the Auditors appointed. The audited accounts
shall be submitted for the approval of the next Annual General Meeting and copies shall be made available at the registered place of business of the Society for the perusal of members.

10.6 The fiscal year for the Society shall be from 1st January to 31st December.

CLAUSE 11 AUDITORS

11.1 Two Corporate Members, not being members of the Committee, shall be elected as Honorary Internal Auditors at each Annual General Meeting and will hold office for one year.

11.2 The Honorary Internal Auditors:

11.2.1 They will be eligible for re-election for another year after which they will be eligible for re-election after an interval of one (1) year;

11.2.2 They will be required to audit the Society's accounts for each year and present a report upon them to the Annual General Meeting;

11.2.3 They may be required by the Chairman to audit the Society's account for any period within their tenure of office at any date and make a report to the Committee.

CLAUSE 12 PROPERTY ADMINISTRATOR

NA

CLAUSE 13 INTERPRETATION

In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in the rules, the Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a general meeting of members.

CLAUSE 14 ADVISOR / PATRON

NA

CLAUSE 15 PROHIBITION

15.1 Gambling of any kind, whether for stakes or not, is forbidden at the Society's meetings. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
15.2 The funds of the Society shall not be used to pay the fines of members who have been convicted in Court.

15.3 The Society shall not engage in any Trade Union activity as defined in any written law relating to trade unions for the time being in force in Malaysia.

15.4 The Society 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 which adversely affect consumer interest.

15.5 The Society shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

15.6 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Committee or members.

CLAUSE 16  AMENDMENT OF CONSTITUTION

No alteration or additions/deletions to these rules shall be made except at a General Meeting, and with the consent of a majority of the voting members present at a General Meeting. Any amendment to the rules shall be submitted to the Registrar of Societies within 28 days of being passed by the General Meeting and shall be effective from the date of approval by the Registrar of Societies.

CLAUSE 17  DISSOLUTION

17.1 The Society shall not dissolve, except with the consent of not less than two-thirds of voting members of the Society for the time being resident in Malaysia expressed, either in person or by proxy, at a General Meeting convened for the purpose.

17.2 In the event of dissolution, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged. Funds submitted by the Institution shall be returned to the Institution and any funds remaining thereafter shall be disposed of in such manner as decided by the General Meeting of members or donated to an approved charity or charities in Malaysia.

17.3 The Registrar of Societies shall be informed within 14 days of the resolution to dissolve the Society.

CLAUSE 18  FLAG, LOGO AND BADGE
1. Flag
   - Description

2. Logo
   - Description
   The logo of the society shall follow the brand guidelines prescribed by the Institution. The red trapezium encapsulate the name of the Institution namely "Institution of MECHANICAL ENGINEERS" in white and above the trapezium "Cawangan Malaysia" in grey.

   The font shall be 'Serifa'.

   The colours shall be:
   Black or
   Bright Red - Pantone(R) 485 C
   CMYK: 0, 90, 100 & 0
   RGB 213, 43 & 30

   The red colour has remained as it is a strong element of our identity and different from almost all other institutions.

3. Badge
   - Description

CLAUSE 19 DISPUTES

In the event of any dispute arising amongst members, it shall be resolved at an Extraordinary General Meeting in accordance with the rules in the constitution.