

BY-LAWS OF BRANCHES OF INSTITUT KIMIA MALAYSIA

(Approved at 39th AGM on 25 March 2006)

1. NAME

The Branches shall be named after the State or region to which they belong.

2. EMBLEM

All Branches shall adopt the emblem of the Institute.

3. SCOPE AND FUNCTIONS OF THE BRANCH

The object of the Branch of the I.K.M., hereinafter referred to as "the Branch" shall be to further the interests of the Institute in the respective State(s) of Malaysia. The Branch shall at all times be governed by the Chemists Act, Rules and By-laws of the Institute as are generally applicable to all members of the Institute. In addition, the following By-laws shall apply to the membership of the Branch.

All members of the I.K.M. residing in the State(s) shall automatically become members of the Branch.

The terms "member", "membership", "meeting", etc wherever they occur in these By-laws and Regulations shall refer to "member", "membership", "meeting", etc respectively of the Branch, unless otherwise specified.

4. VOTING RIGHTS

Only Members of the Branch shall be entitled to vote at Meetings of the Branch.

5. GOVERNING BODY

The affairs of the Branch shall be managed by a body to be called "The Branch Committee" which shall be responsible to the Council of the I.K.M.

6. COMPOSITION OF COMMITTEE

The Committee in any year shall consist of:

A Chairman
A Vice Chairman
An Honorary Secretary
An Honorary Treasurer
An Honorary Assistant Secretary
An Honorary Assistant Treasurer
Five General Members

who shall be elected from among and by the members of the Branch at the annual general meeting of the Branch.

PART II ADMINISTRATION

1. (1)The Secretary shall convene a meeting of the Branch Committee *Meetings of the Branch Committee* whenever required to do so by the Chairman or by at least two members of the Branch Committee making their requisition in writing.

(2) Where a meeting is convened on the requisition of members of the Branch Committee the notice of meeting shall state the nature of the business to be conducted at the meeting and no other business be conducted at the meeting.

(3) The Secretary shall give to members of the Branch Committee at least seven days' notice in writing of a meeting, specifying the place, date, and time of, and the business to be conducted at the meeting.

(4) Any unintentional omission to give notice of a meeting, as required by paragraph (3), to, or the non-receipt thereof by, one or more members of the Branch Committee shall not in any way affect the validity of, or prejudice anything done or agreed to at, the meeting.

(5) No disciplinary matter shall be considered at a meeting unless copies of all available documents relating thereto have been supplied to members of the Branch Committee at least seven days before the meeting. All disciplinary matters shall be referred to the Council for disciplinary action.

(6) A resolution shall be proposed and seconded before being put to the vote.

(7) Voting shall be by show of hands or by secret ballot as may be decided by the Chairman or the member presiding.

(8) A declaration by the Chairman or the member presiding that a resolution has been carried or has been defeated by a particular majority shall be decisive, and a record of such a declaration in the minutes of the meeting shall be conclusive evidence of the matters declared.

(9) Only members who are present in person may vote at a meeting.

(10) The proceedings of the Branch Committee at each meeting shall be preserved in the form of written or printed minutes, authenticated, after confirmation, by the signature of the chairman of the next meeting.

(11) The minutes shall contain a record of the motions and amendments that have been proposed and adopted or negatived, with the names of the proposer and seconder of each motion or amendment.

(12) At a meeting, the minutes of the previous meeting shall be taken as read, but any member may move that minutes or certain portions thereof be read with a view to making such correction thereof or addition thereto as may found to be necessary.

(13) After the close of a meeting, a copy of the minutes of the meeting shall be sent to each member of the Branch Committee and to the Hon. Secretary of the Institute.

2. (1) The Branch Committee may from time to time by resolution appoint committees composed of its members or partly of its members and partly of other members of the Branch and may by resolution at any time dissolve any committee so appointed. *Committees*

(2) A committee appointed under paragraph (1) may invite any person to attend its meeting and to take part in its deliberations but such person shall have no vote.

(3) The Secretary shall be a member of every committee.

3. (1) The Secretary shall consult the Chairman on any business, other than business of a routine nature, requiring attention before each meeting of the Branch Committee. *Secretary*

(2) The Secretary shall record and keep the minutes of all meetings of the Branch Committee, shall send notices of meetings, and shall perform such other function as may be determined by the Branch Committee.

(3) The Secretary shall prepare on behalf of the Branch Committee an annual report of the activities of the Branch for presentation at the annual general meeting of the Branch. A copy shall be sent to the Hon. Secretary of the Institute.

4. The Branch Committee shall appoint an Assistant Secretary from among its members to assist the Secretary in his duties. *Assistant Secretary*

5. The Treasurer shall receive and be responsible for all moneys payable or paid to the Branch and shall present: *Treasurer*

- (a) at each meeting of the Branch Committee a statement of account showing receipts and expenditure as on the last day of the month previous to that in which the meeting is held; and
- (b) at each annual general meeting of the Branch the audited annual statement of account together with the auditors' report; and
- (c) submit a copy of the monthly and annual statements to the Hon. Treasurer of the Institute.

6. (1) The funds of the Branch, whencesoever acquired or derived, shall be applied solely for or towards the promotion or attainment of the objects of the Institute and no portion thereof shall be paid, directly or indirectly, by way of dividend, bonus, profit, or salary, to any member of the Branch Committee or of the Branch. *Control of funds*

(2) Nothing in subsection (1) shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Institute for services actually rendered to the Branch or the payment of interest at a rate not exceeding six per centum per annum on money lent by any member to the Branch or the payment of reasonable and proper rent for premises let by any member to the Branch.

(3) No member of the Branch Committee shall be appointed to any salaried office of the Institute.

(4) No remuneration or other benefit in money or money's worth shall be given by the Institute to any member of the Branch Committee except by way of reimbursement of out-of-pocket expenses.

(5) The funds of the Branch shall not be used to pay fines imposed on members by any court.

(6) The Branch shall not impose a levy of any kind on the members or undertake any fund-raising activities without the prior approval of the Council of the Institute.

7. All payments received shall be deposited to the credit of the account of the Branch with a bank or banks approved by the Branch Committee, but the Treasurer may keep as petty cash a sum not exceeding two hundred ringgit. *Banking of payments*

8. All cheques on the bank: account of the Branch shall, unless and until otherwise from time to time resolved by the Branch Committee be signed by the Treasurer and the Chairman or, in the Chairman's absence, the Vice-Chairman or Secretary. *Signing of cheques*

9. (1) The Branch Committee shall cause to be kept and maintained proper accounts and records relating to: *Accounts*

- (a) the assets and liabilities of the Branch; and
- (b) all moneys received and spent by or under the authority of the Branch.

(2) The books of account and records shall be kept in the custody of the Treasurer or such other person or at such place as the Branch Committee may determine.

10. The accounts of the Branch shall, at least once a year, be audited by one or more properly qualified auditor or auditors to be appointed by the Branch. *Audit*

11. (1) The Secretary shall give to members of the Branch at least twenty-one days' notice in writing of an annual general meeting of the Branch and at least fourteen days' notice in writing of any other general meeting of the Branch, specifying the place, date, and time of, and the nature of the business to be conducted at, the annual general meeting or other general meeting. *Meeting of the Institute*

(2) Any unintentional omission to give notice of a meeting, as required by paragraph (1), to, or the non-receipt thereof by, one or more members of the Branch shall not in any way affect the validity of, or prejudice anything done or agreed to at, the meeting.

- (3) The business of an annual general meeting shall be
- (a) to receive and consider the annual report of the Branch
 - (b) to receive and consider the annual statement of account of the Branch and auditors' report;
 - (c) to elect the committee;
 - (d) to appoint a properly qualified auditor or auditors and to determine his or their remuneration;
 - (e) to consider any other matter of which notice in writing has been given to the Secretary by a member at least fourteen days before the meeting.

(4) The quorum for a general meeting shall be one-quarter of the total membership or fifteen members, whichever is the less, personally present and entitled to vote.

(5) No business shall be conducted at any general meeting unless the quorum is present.

(6) If after half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and shall then be held at the same time and place; and if at the adjourned meeting a quorum is not present, those members who are present and entitled to vote, whatever their number, shall constitute a quorum and may conduct the business for which the meeting was called.

12. (1) Subject to paragraph (6), every question submitted to a general meeting shall be decided by a simple majority of votes. *Voting at meetings of the Institute*

(2) Voting shall be by a show of hands or by secret ballot.

(3) In case of an equality of votes the chairman shall, whether voting is by a show of hands or by secret ballot, have a second or casting vote in addition to the vote to which he is entitled as a member.

(4) In the event of a ballot, two scrutineers shall be elected by the members present by a show of hands.

(5) Every member personally present shall have one vote.

(6) There shall be no proxy votes.

13.(1) The Branch Committee may arrange for meetings to be held for the dissemination of the knowledge of chemistry or of matters considered by the Branch Committee likely to further the objects of the Branch.

*Meetings of the Institute
other than general meetings*

(2) Such meetings may be in the nature of lectures, discussions, seminars, or other similar gatherings.

(3) The Branch Committee shall determine the conditions of admission to such meetings and the manner in which they shall be conducted.

14. No report of the proceedings at any meeting of, or conducted by, the Institute or any branch thereof shall be made or published except with the prior consent of the Council.

Report of proceedings

15. (1) The period of the notice of a meeting of the Branch Committee or the Branch shall be exclusive both of the day on which the notice is served or deemed to be served and of the day of the meeting.

Notices and applications

(2) A notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the notice was posted, and a certificate signed by any member of the Branch Committee stating that the envelope or wrapper containing the notice was properly addressed, stamped, and posted on a particular day, shall be sufficient proof of the matters stated.

(3) A notice, if given by advertisement in two leading newspapers, shall be deemed to have been served on the day when the advertisement was first published in both newspapers.

(4) Unless the Branch Committee otherwise decides in any particular case, a notice or application to the Branch Committee or the Secretary shall be sufficient notice or application if it is signed by the person or persons giving or making it and given to the Secretary, or addressed to him and left at his office, between the hours of ten in the forenoon and four in the afternoon of any working day, except Saturday, or is forwarded to him at his office by

prepaid post; and every person giving the notice or making the application shall be entitled to an acknowledgement by the Secretary of the receipt thereof.

16. No member of the Institute shall, without the express sanction of the Council, publish or communicate to any person who is not a member any matter which is or purports to represent, or likely to be construed as representing, any policy or view of the Institute.

Publication of policy matters

FIRST SCHEDULE

(Section 9 (4))

SUPPLEMENTARY PROVISIONS RELATING TO THE BRANCH COMMITTEE

1. (1) The Chairman of the Branch shall be the Chairman of the Branch Committee and shall preside at all meetings of the Branch Committee at which he is present.

Chairman

(2) In the absence of the Chairman the Vice-Chairman shall preside, and in the absence of the Chairman and the Vice-Chairman, the Branch Committee shall elect one of its members to preside.

2. Members of the Branch Committee are eligible for re-election if they are not disqualified, on any of the grounds (b) to (g) in paragraph 3, from holding office in the Branch Committee.

3. A member of the Branch Committee shall vacate his office if

- (a) he resigns his office;
- (b) he has been absent from consecutive meetings of the Branch Committee without the prior consent in writing of the Chairman of the Branch Committee
- (c) he becomes bankrupt or insolvent or enters into a composition with any creditor or takes or attempts to take the benefit of the provisions of any written law to liquidate his assets or affairs;
- (d) he becomes of unsound mind;
- (e) his subscription has been overdue for six months;
- (f) he ceases to be qualified to hold office; or
- (g) he is convicted of any offence involving fraud, dishonesty, or moral turpitude or an offence punishable with imprisonment, whether absolutely or in addition to or in lieu of a fine, for a term of two years or more.

When members of the Branch Committee to vacate office

4. Any casual vacancy arising in the membership of the Branch Committee may be filled by a member of the Branch chosen by the Chairman and the member shall hold office until the next annual general meeting.

Casual vacancies

5. (1) The Branch Committee shall meet at least once in every quarter of each year at such time and place as it may determine.

Meetings of the Branch Committee

(2) Five members personally present at any meeting of the Committee shall constitute the quorum.

(3) A decision of the majority of the members of the Branch Committee present and voting at any meeting of the Branch Committee shall be deemed to be a decision of the Branch Committee.

(4) The Chairman or member presiding at any meeting of the Branch Committee shall have an original and casting vote.

(5) Subject to the By-laws, the Branch Committee may regulate its own procedure.

6 No remuneration is payable to any member for holding office.

Committee members not to be remunerated.

7. The financial year of the Branch shall end on the 31st December.

Financial year

8. (1) Subject to subparagraph (2), general meetings of the Branch may be held as often as the Branch Committee considers necessary, but the Branch Committee shall convene an annual general meeting, to be held in Malaysia within three months after the end of the financial year.

General meetings

(2) The Branch Committee shall hold a general meeting of the Branch within six weeks of the receipt of a written request to do so, specifying the objects of the meeting and signed by not less than fifteen members of the Branch.

(3) The procedure at general meetings and for service of notices shall be in accordance with the By-Laws.

SUSPENSION

If the Branch is found to have failed to function in accordance with the Constitution of the Institute or these By-laws or to have conducted its business in such manner as shall be considered by the Council to be detrimental to the interests of the Institute, the Council may call a Special Meeting of the Council to consider the suspension of the Branch, which shall be decided by a 2/3 majority votes expressed by those present and eligible to vote at the Special Meeting of the Council. Upon such decision, the Chairman or the Honorary Secretary of the Branch shall be served with a notice of suspension under the hand of the President of the Institute and the Branch shall thereupon cease to carry on any activities under the name of the Institute.

DISSOLUTION

On the Branch being served with a notice of dissolution by the Council of the Institute, the Branch Committee shall take such steps as are necessary to wind up its affairs within three months or within such extended period as shall be approved by the Council of the Institute. The Branch shall discharge all its debts and liabilities and shall return the remaining funds, if any, to the Institute.