

# **PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION)**

## **RULES AND REGULATIONS**

### **1. NAME**

The name of the Association shall be **PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION)**.

### **2. REGISTERED PLACE OF BUSINESS**

The registered place of business shall be at 23, Jalan Cemerlang, 42000 Pelabuhan Klang, Selangor Darul Ehsan or at such other places as may from time to time be decided on by the Committee. This registered place of business shall not be changed unless prior approval is obtained from Registrar of Societies Malaysia.

### **3. DEFINITIONS**

In the construction of these Rules and Regulations made there under unless there be something in the subject or context inconsistent therewith, the following expressions shall have the following meanings: -

- (a) "The Association" shall mean **PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION)**.
- (b) "Firm" shall mean any Sole-Proprietorship, Partnership, Business Establishment, Limited Company or Corporation.
- (c) "Member" shall mean any firm, for the time being an Ordinary Member or a Corporate Member of the Association and shall include the representative appointed by the Member.
- (d) "Secretary" shall mean any person or firm for the time being Hon. Secretary General or Secretary of the Association.
- (e) "Treasurer" shall mean any person or firm for the time being Hon. Treasurer or Treasurer of the Association.
- (f) "Forwarders" shall mean Forwarding Agents which are duly authorized to carry out business under Section 90 of Customs Act, 1967.
- (g) "Logistics" shall mean a firm which specialized in organizing for trade and industry the transportation of goods according to logistic principles and shall include Multimodal Transport Operators.
- (h) "The Committee" shall mean the Committee for the time being of the Association and shall include the office-bearers, unless such office-bearers are by specification or by implication excluded in the context.
- (i) "The Office" shall mean the Registered Place of Business of the Association.

- (j) “**Office-bearers**” shall include the President, the Deputy President, the Vice-Presidents, the Hon. Secretary General and the Treasurer.
- (k) “**Register**” means the Register of Members of the Association as provided for by these Rules.

“Words importing the singular number shall include the plural number and vice versa and masculine shall include the feminine and the neutral gender and vice versa.

## **OBJECTS**

4.1. The objects for which the Association is established are: -

- (a) To promote and protect the common interests of the Members of the Association and particularly to enter into meaningful consultations, discussions, dialogues, communications, exchanges and generally to co-operate and work with any public or private establishments, Federal or State government, semi-government or corporative authorities, boards, organizations, corporations, associations, person or persons, port users and operators calculated to benefit the Members and the Association.
- (b) To support and enhance the status of Members of the Forwarders & Logistics industry in the State of Selangor Darul Ehsan and the Federal Territory.
- (c) To promote greater co-operation, understanding and communication amongst Members in the Forwarders & Logistics industry in the State of Selangor Darul Ehsan and the Federal Territory.
- (d) To gradually evolve a code of conduct among Members, the observance of which will improve the overall quality, competence and efficiency of their service so as to enhance their reputation and public image and to encourage high business ethics, standards and practice amongst the Members.
- (e) To exchange and disseminate information of interests to all Members.
- (f) To provide a forum for discussion of all matters and questions affecting the interests of Members and the Forwarders & Logistics industry and to agree on concerted action and to make representations on matters of interests affecting the Members and the Association to local authorities, statutory bodies, State and Federal government and other organizations within and outside Malaysia.
- (g) To undertake human resources development, academic, vocational and educational programs and to set up establishments for the training of all personnel in logistic chain and such other related services for the Members, their employees, staff and the public particularly on matters related to the Forwarders & Logistics industry.
- (h) To provide such commercial, industrial, business and trade services to the Members and the Forwarders
- (i) To have the right to own, hold in trust, use, sell, convey mortgage, charge, lease or otherwise deal with or dispose any property movable or immovable as may be deemed necessary by The Association. The income and property of The Association shall be applied solely towards the furtherance, promotion and execution of the objectives of the The Association and no portion thereof shall be paid by way of dividend to the Member, that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any Member, Office-bearers or other person or persons for services actually rendered by him or her or them to The Association.

4.2. The means by which these objects shall be achieved may be as follows: -

- (a) By framing and establishing rules for observance in matters pertaining to the conduct of the Members.
- (b) By promoting, supporting and or discussing legislation affecting the Members in the State of Selangor Darul Ehsan and the Federal Territory and for such purposes to make representation to State, Federal or any relevant Authorities and to take such steps and proceeding as may be expedient.
- (c) By providing means for considering questions affecting the interests of Members and to initiate, watch over, petition and take whatever action which may be desirable in relation to legislative or other matters affecting the Members.
- (d) By establishing liaison with any official (Government or otherwise) department, organization or person, that will be of benefit to the Association.
- (e) By taking such measures as the Association thinks fit for the arrangements, regulations and improvement of facilities with regard to Forwarders & Logistics and generally to promote goodwill among the members of the Association, increase its volume of the memberships and augment to improve the facilities with which the Forwarders & Logistics trade may be conducted without interference with the actual conduct of business by Members.
- (f) By subscribing to, becoming a Member of and co-operating with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, and by obtaining from and communicating to any such association such information as may be likely to forward the objects of the Association.
- (g) By borrowing or raising any money that may be required by the Association upon such terms as may be deemed advisable and in particular by mortgage or charge of all or any part of the property of the Association.
- (h) By purchasing, taking on lease or in exchange or hiring or otherwise acquiring any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
- (i) By taking any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (j) By printing publishing any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (k) By selling, managing, leasing, mortgaging, disposing of, or otherwise dealing with all or any part of the property of the Association.
- (l) By investing any monies of the Association not immediately required for any of its objects, in such manner as may from time to time be determined.
- (m) By subscribing to any local or other charities, and making donations for any public purpose.
- (n) By doing all other such lawful things as are incidental or conducive to the attainment of the above objects, or any of them.
- (o) By setting up a Building Fund for the establishment of one or more buildings to achieve any one or more of the objects of the Association.

- 4.3. All monies and profits accruing to the Association whether from the participation in any business, interests, rent collection or income of any other nature shall be applied solely towards the furtherance, promotion and execution of the objects of the Association and no portion thereof shall be paid by way of dividend, bonus or profit to any Member of the Association, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer, employee or servant of the Association or to any Member of the Association or other person or persons for services actually rendered by him or them to the Association.

## **MEMBERSHIP**

### **5. ELIGIBILITY FOR MEMBERSHIP**

- (a) Ordinary Membership of the Association shall be opened to all firms carrying on business as forwarders and logistics within the State of Selangor Darul Ehsan and the Federal Territory.
- (b) Corporate Membership shall be opened to all firms which are carrying on business in Malaysia.
- (c) Paid up capital – Where a member company, except for sole proprietorship and partnership, applies for membership (Ordinary and Corporate) from 15 June, 2006 henceforth under section 6 of the Rules of Regulations, must satisfy a minimum paid up capital requirement (known as the “minimum paid up”) set at MYR50,000.

### **6. APPLICATION FOR MEMBERSHIP**

Every application for membership shall be made in writing as per Form ‘B’ signed by the applicant and sponsored by a proposer and a seconder (who shall be Members) and addressed to the Secretary, who shall cause the name of the applicant together with the names of his proposer and seconder to be tabled to the Committee for the consideration of the application. The Application shall be accompanied by the amount of entrance fee and payment in advance by the applicant of one year’s subscriptions before the application can be considered for admission as a member. In the event that the application shall not be successful for whatever reasons, the aforesaid payment shall be refunded in full within fourteen days of such an event.

If any proposer or seconder shall, before the applicant comes up for election cease to be a Member, another proposer or seconder may at any time, not later than one week prior to the date when the applicant come up for election, be substituted for him by written notice to the Secretary.

### **7. ADMISSION TO MEMBERSHIP**

An application shall be admitted to membership by a majority of two-thirds of the Committee Members voting in favour of his admission.

An applicant whose application has been refused, or who has not been admitted for whatever reasons, cannot be proposed again until after the expiration of six months from the disposal of the previous application. The Committee shall have the absolute discretion to accept or refuse any application for membership of the Association without assigning any reasons whatsoever.

An applicant whose application has been refused may, through his proposer and seconder or any Committee member/members who is/are dissatisfied with an election decision, appeal to an Extraordinary General Meeting to reconsider the case. Such meetings shall, if required be convened twice a year; once in May and the other in November of each calendar year. At such meeting the applicant may, if so desired, address the meeting or may request the Chairman of the meeting to read out to the meeting a written statement in support of his appeal. The decision of the Committee shall stand unless countermanded by the Extraordinary General Meeting based on a majority of two-thirds of the Members present directing the Committee to admit the applicant to membership. The decision of the Members shall be final and binding on such applicant.

#### **8.1. EFFECT OF ADMISSION AND MEMBERSHIP**

Immediately after the admission of a firm as a new Member, notice shall be given to it and it shall be furnished with a copy of the Association's Rules and Regulations.

On becoming a Member, the firm must inform the Honorary Secretary General in writing, of the name of two (2) persons who are authorised to represent the Member in the alternate at meetings. In the event of a Member wishing to change his representative the Honorary Secretary General must be informed, in writing, before any meeting.

#### **8.2. VOTING RIGHTS OF MEMBERS**

- (a) Each Ordinary Member shall be entitled to one vote each at all General Meetings and at any other meetings of the Association where voting is called for. Voting at all General Meetings of the Association shall be by secret ballot and conducted in such manner as the Chairman shall decide. The Chairman shall also have the right to exercise a casting vote in addition to his normal vote in the event that the votes are tied.
- (b) Corporate Members do not have voting rights at any meeting of the Association.

#### **9.1. TERMINATION OF MEMBERSHIP**

A member shall cease to be a Member of the Association if: -

- (a) The Member, if it is a corporation, goes into voluntary liquidation or enters into any scheme of arrangement with the creditors, or if it is a sole proprietorship or a partnership, the sole-proprietor or a partner of the partnership has had a receiving or adjudicating order in bankruptcy made against the sole-proprietor or a partner of the firm.
- (b) The subscriptions of the Member are in arrears of six months after it has become due, whether demanded or otherwise. Despite the above, the Committee may at its entire discretion, extend such membership but any member whose subscriptions are in arrears for twelve months after the same has become due, shall cease forthwith to be a member.
- (c) A notice in writing should be sent to the Secretary that member has resigned provided that the Member so resigning shall be liable to pay all arrears of subscription and other dues by him at the date of so ceasing to be a Member.
- (d) He has been expelled from the Association as provided for in Rule 10.

#### **9.2. OUTSTANDING FEES**

Notwithstanding anything in these rules: -

- (a) A Member who has been terminated under any of the aforesaid rules cannot apply for re-admission unless all arrears in subscription outstanding at the time of termination are paid in full before any application for membership can be considered and approved by the Committee.
- (b) A Member whose membership is terminated under rule 10 shall be fully liable for all arrears of subscription and such other dues to the Association.

#### **10. EXPULSION OF MEMBERS**

- (a) If a member in the opinion of the Committee fails to conform to any of the Rules and Regulations of the Association, or is guilty of conduct injurious or detrimental to the interests of the Association or calculated to bring the Association into disrepute, or has willfully or persistently refused or neglected to comply with the rules and regulations or fail to abide by any resolution passed by a two-third majority of a resolution passed at a Committee meeting duly convened or fail to abide by any resolution passed at a General Meeting of the Association duly convened, the Committee may by notice by registered letter invite the Member to resign from the Association within a time specified in the letter.
- (b) The invitation to resign shall only be issued if two-thirds of the Committee present at a duly convened meeting for such purpose vote in favour of so doing. At such meeting the Member who is to be invited to resign may, if so desired, be permitted to address the meeting or may request the Chairman of the meeting to read to the meeting a written statement with reference to the matter under complaint.
- (c) In default of such resignation the Committee may decide the question of his expulsion at a Committee meeting duly convened for such purposes. If not less than two-thirds of those present at such Committee meeting shall vote for his expulsion, he shall thereon cease to be a Member of the Association. Any person/s who is/are dissatisfied with such a decision of the Committee may appeal to an Extraordinary General Meeting to reconsider the case. Such meetings shall, if required be convened twice a year; once in May and the other in November of each calendar year. At such meeting the person/s may, if so desired, address the meeting or may request the Chairman of the meeting to read out to the meeting a written statement in support of his/their appeal. The decision of the Committee shall stand unless countermanded by a majority of two-thirds of the Members present at such Extraordinary General Meeting directing the Committee to re-instate the person/s as a Member/s, the same to take effect from the date of the said Committee meeting. All decisions of the Extraordinary General Meeting on the matter shall be final and binding on such person/s.
- (d) Any Member who has been expelled may not be proposed for re-election for a period of one year from the date of his ceasing to be a member.

### **ENTRANCE FEES & SUBSCRIPTIONS**

#### **11. ENTRANCE FEE & MONTHLY SUBSCRIPTION**

The new membership entrance fee shall for the time being be Ringgit Malaysia Seven Hundred Fifty (RM750.00) and a development fee of Ringgit Malaysia Five Hundred (RM500.00) only whilst the monthly subscription be Ringgit Malaysia Seventy Five (RM75.00) only payable quarterly in advance respectively on 1<sup>st</sup> January, 1<sup>st</sup> April, 1<sup>st</sup> July and 1<sup>st</sup> October of each calendar year, except for new members who are required to pay their subscriptions

one year in advance during the first year of membership. Where a Member shall for any reason cease to be a Member during the year, the subscription payable for that quarter/first year shall be calculated pro-rata to the period of membership for that period provided that any part of the month of membership shall be calculated as a full month of membership. The entrance fees and monthly subscriptions may, from time to time be determined by the Members in general meeting.

## **MEETINGS**

### **12. MANAGEMENT, GENERAL MEETINGS**

The management of the Association is vested in a general meeting of the Members, who will elect office-bearers and a Committee to organize and supervise the daily activities of the Association and to make decisions on matters affecting its running when the general meeting is not sitting.

### **13. ANNUAL GENERAL MEETING**

A General Meeting of the Association shall be held at least once a year not later than the 31<sup>st</sup> day of May and the Secretary shall give not less than fourteen days' notice to every Member, stating the place, day and hour of such meeting.

#### **(a) Business at Annual General Meeting**

The business at the Annual General Meeting shall be as follows: -

- (i) To adopt the Agenda.
- (ii) To receive the Report of the Committee for the previous financial year together with a duly audited statement of the accounts of the Association for that period.
- (iii) To elect if the election is due the principal office-bearers comprising of a President, a Deputy President, two Vice Presidents, an Honorary Secretary-General and a Treasurer for the ensuing year.
- (iv) To elect if the election is due not more than fifteen other Committee members for the ensuing year.
- (v) To appoint Auditors for the ensuing year.
- (vi) To transact any other business relating to the affairs of the Association of which notice has been given in accordance with these Rules.

#### **(b) Notice of Special Business or Regulations**

Any Member, having any special business or regulations to bring forward at the Annual or Extra Ordinary General Meeting shall give notice in writing of such special business or resolutions to the Secretary at the office seven days before the date of the meeting, and the Secretary shall give five clear days' notice of such special business or resolutions to the Members.

#### **(c) Chairman at Meeting**

The President of the Association or in his absence the Deputy President or in their absence a Vice-President to be chosen between the two Vice-Presidents shall take the chair, and in the absence of the above persons, a Chairman for the meeting shall be chosen from among the Members.

(d) Quorum at General Meeting

At all General Meeting the number required to form a quorum shall not be less than 25% of the membership, attending in person or by proxy, or double the number of Committee members whichever the lesser. If the requisite quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day next week at the same time and place, and if the quorum is not present half an hour after the time appointed for the postponed meeting, the Members present shall constitute a quorum and the meeting shall proceed with the business for which the meeting was called. Notwithstanding the above, such an adjourned meeting without the quorum as mentioned aforesaid should not have powers to alter the Rules of the Association or to make decisions affecting the whole membership.

(e) Voting by Proxy

Members shall be entitled to vote at all General Meeting by Proxy, if a proxy is demanded. Each Member shall only be entitled to be appointed as the proxy of one (1) other Member. The Member who hold proxy for another must be represented by the authorized representative of that Member, as appeared in The Association's record. The Proxy Form, (Form E as prescribed or as amended by the Committee from time to time), duly completed as required must be deposited at the office of The Association at least twenty four hours before the commencement of the Meeting.

(f) Extraordinary General Meeting

The Committee may at any time call an Extraordinary General Meeting and they shall, within fifteen days after receipt of a written request signed by not less than 15% of the Members of the Association and specifying the purpose for which the meeting is to be called, summon an Extraordinary General Meeting and in either case written notice stating the purpose of the meeting shall be given to each Member fourteen days prior to the date for which the meeting shall be called provided that in case of urgency the President or the Deputy President may summon an Extraordinary General Meeting on short notice. A certificate under the hand of the President or Deputy President to that effect shall be conclusive of the fact that an emergency exists.

(g) Quorum at Extraordinary General Meeting

Paragraph (d) of this rule regarding the postponement of a 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 the postponed extraordinary general meeting requisitioned by Members, the meeting shall be cancelled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six months from the date thereof.

## **MANAGEMENT COMMITTEE**

### **14.1. THE COMMITTEE**

The Committee which shall be elected at the alternate Annual General Meeting once every two years shall consist of a President, a Deputy President, two Vice-Presidents, an Honorary Secretary General and a Treasurer and not more than fifteen other Committee members, making the total in the full Committee not exceeding twenty one in numbers. The Committee shall be entitled to do such acts within the framework of these rules and regulations as they think fit to carry out the objects of the Association.

All Committee members and any person performing executive functions in the Association shall be Malaysian Citizens.

#### 14.2. **DECISIONS OF THE COMMITTEE**

All decisions of the Committee shall be decided by a simple majority of the votes cast in each case, unless otherwise stipulated in the rules. Each Committee member shall be entitled to one vote each at all Committee meetings on each matter where voting is called for. Voting at all Committee meetings of the Association shall be by a show of hands of those present, but prior to any vote being taken, any two Committee members may demand a secret ballot and thereupon the vote shall be taken in ballot and conducted in such manner as the Chairman shall decide. The Chairman shall also have the right to exercise a casting vote in addition to his normal vote in the event that the votes are tied.

#### 15. **ELECTION OF COMMITTEE**

The election of the Committee will take place in the following manner: -

- (a) The Committee shall notify the Members of the forth-coming election of the Committee, including the office-bearers. Such notification are to include particulars of the offices for contest and issued to the Members by 16<sup>th</sup> March in the year where election of the Committee, including the office-bearers, is to take place to allow for the registration and nomination of candidates as provided hereunder.
- (b) All persons who desire to serve on the Committee shall submit the form for "REGISTRATION TO CONTEST AS COMMITTEE MEMBER" (Form C) fully complete, the same to be deposited at the office on or before 31<sup>st</sup> March in the year in which election of the Committee shall be held. However, only Ordinary Members shall be eligible to contest for the positions of office-bearers in the Association and provided always that only persons who are Members for at least twelve months prior to the aforesaid mentioned date shall be eligible to register to contest.
- (c) Nominees for positions in the Committee will submit the "NOMINATION FORM" (Form D) fully completed, the same to be deposited at the office on or before 21<sup>st</sup> April following the Registration of persons who desire to serve on the Committee. Only persons who had submitted Form C in accordance with the Rules and Regulations will be eligible to submit Form D, but such persons are entitled to contest one or more positions in the Committee, provided always that only Ordinary Members can contest the position of office bearer and a Member shall at any one time hold only a single position in the Committee. The office-bearers, sitting at a meeting for such purposes, may reject Forms that are not fully completed as required and the decision of the office-bearers on such matters shall be final and conclusive.

Notwithstanding the above, the Committee may extend the period of registration and nomination, in the event of insufficient candidates and on such an occasion the period allowed for registration and nomination shall be similarly extended by such additional periods prescribed by the Committee. Such extensions shall be duly notified to the Members.

- (d) The election of the Committee will be by a show of hands of the Members or by secret ballot at the Annual General Meeting and voting shall be in accordance to Rule 8(2). Only candidates who had submitted Form D in accordance with the above will be eligible to contest for the positions they have nominated for.

## 16. **MEETING OF THE COMMITTEE**

### Quorum

The Committee shall meet at least once a year, after seven days notice to the Committee members, on such day and at such time as may be most convenient, and at such other times as occasion may require. At any meeting of the Committee at 50% of the Committee members shall be present to form the quorum. The Secretary shall call a meeting of the Committee at any time when so requested by the President or Deputy President or on receipt of a written requisition signed by any two members of the Committee with a statement of the business for which the meeting is to be called. Such meeting shall be called not later than four days after requisition to the Secretary has been made and shall be held as soon as possible thereafter. The circular to members of the Committee calling the meeting shall state the business and by whom it is brought forward.

In the absence of the President, the Deputy President and Vice-Presidents, the Committee shall elect a Chairman from amongst themselves.

## 17. **SUB-COMMITTEE**

The Committee may from time to time appoint such sub-Committees as they may deem necessary or expedient for any specific purpose and may depute or refer to them such of the powers and the duties of the Committee, as the Committee may determine. Each sub-Committee member shall be entitled to one vote each at all sub-Committee meetings on every matter where voting is called for. Voting at all sub-Committee meetings of the Association shall be by a show of hands of those present. The Chairman shall also have the right to exercise a casting vote in addition to his normal vote in the event that the votes are tied. Such sub-Committees shall, as and when directed, submit their recommendations to the Committee for adoption or otherwise and shall conduct their business entirely under the direction of the Committee.

## **OFFICE-BEARERS**

### 18.1. **DUTIES OF OFFICE BEARERS**

The duties of the office-bearers are as follows: -

#### (a) President, Deputy President and Vice-Presidents

The President shall preside at all meetings of the Association and, in his absence the Deputy President shall preside, and in their absence a Vice-President, who shall be elected from the two Vice-Presidents, shall preside. The President and Deputy President of the Association shall ex-officio be Chairman and Deputy Chairman of the Sub-Committees.

The Chairman presiding at any meeting shall, in the event of an equality of voting on any matter brought before the Committee, have a second or casting vote.

#### (b) The Hon. Secretary General

The Hon. Secretary General shall keep proper minutes of all proceedings of the Association and of the Committee and will communicate with any Member requiring information or access to correspondence and record and shall attend to such duties as may be required of him by the Committee.

The Hon. Secretary General shall keep an up-to-date register of Members with their respective addresses which shall be inserted in the said register and all notices sent by post to such addresses shall be deemed to have been duly delivered.

Where the Association employs such persons, whether professional or as an employee, to assist and perform any of the functions of the Hon. Secretary General, the Hon Secretary General shall supervise and direct such persons to ensure that such duties and responsibilities of the Hon. Secretary General had been duly fulfilled and all requirements duly complied with.

(c) The Treasurer

Proper accounts shall be kept by the Treasurer and these shall be subject to audit as at 31<sup>st</sup> December by the auditors duly appointed at the Annual General meeting.

The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorized to expense up to Ringgit Malaysia One Thousand Five Hundred (RM1500.00) per month for petty expenses on behalf of the Association.

Where the Association employs such persons, whether professional or as an employee, to assist and perform any of the functions of the Treasurer, the Treasurer shall supervise and direct such persons to ensure that such duties and responsibilities of the Treasurer had been duly fulfilled and all requirements duly complied with.

(d) The Adviser

The Committee may appoint and determine the role, functions, powers, duties and responsibilities of Honorary Adviser(s) who shall be entitled to attend all Committee and General Meetings of the Association and advice on matters if so requested by the Committee, but the Committee may not be bound to such advice. The term of the office of the Adviser(s) shall be determined by the Committee, but in any case such appointments shall cease at the end of the term of the Committee, unless he shall be re-appointed by the newly elected in-coming Committee. The Adviser(s), while so holding such position/s shall not have any voting rights at any General Meetings, (other than in their capacity as a Member of the Association,) Committee meeting or sub-Committee meeting.

(e) Ordinary Committee members

The ordinary Committee members shall assist the other office-bearers in the affairs and management of the Association.

**18.2. APPOINTMENTS, RESIGNATIONS OF OFFICE-BEARERS, COMMITTEE MEMBERS**

- (a) Where the President resigns or ceases to be President for any reason, the Deputy President shall act as Acting President until the Annual General Meeting where elections of the Committee are due.

Upon the resignation of any of the office-bearers, the termination of their appointment or a vacancy in any position of the office-bearers however arising, the Committee shall elect from amongst the Ordinary Members of the Committee members, an Acting Deputy President, Acting Vice-President, Acting Hon Secretary General or Acting Treasurer and such appointee shall hold office until the Annual General Meeting where election of the Committee is due.

- (b) A Committee member shall cease to be a Committee member if: -

- (i) the Member of the Association for whom the Committee member represent, ceases to be a Member of the Association as provided under Rule 9 above, or
- (ii) he ceases to represent the Member in the capacity as a Director, proprietor, partner, employee, hireling or servant of the Member, or

- (iii) the Committee member has had a receiving or adjudicating order in bankruptcy made against him, or
  - (iv) he resigns his office in writing as a Committee member, or
  - (v) he absents himself for three consecutive meetings without satisfactory explanations.
- (c) The Committee shall have powers to appoint a Member to fill any casual vacancy occurring on the Committee to serve until the Annual General Meeting, where election of office-bearers and the Committee are due. Any Member so appointed as above shall retire at that General Meeting but shall be eligible for election as a member of the Committee at such meeting, if registered and nominated herein before provided.
- (d) The Committee may appoint any other suitable Members or persons to serve the Association on such terms and conditions, as the Committee shall see fit. Their term of the office shall be determined by the Committee.
- (e) The Committee shall have the powers to appoint, pay and dismiss any employees or other servants as they may deem necessary on such terms and conditions as the Committee shall see fit and to pay out of pocket expenses incurred in the business of the Association.

## **FINANCE**

### **19. FINANCE**

- 19.1. The Funds of the Association shall be under the control of the Committee who shall cause an account to be opened with a bank in Klang or Port Klang into which all monies belonging to the Association shall be paid. Cheques, etc; for withdrawals from the bank will be signed by either the President or the Deputy President or Vice-President and countersigned by either the Treasurer or the Hon Secretary General or in such manner as the Committee shall resolve.
- 19.2. All funds of the Association not needed immediately for the ordinary purposes of the Association may be invested by the Committee in the name of the Association in any securities including landed property in which trustees are or may by any statutes be authorized to invest.
- 19.3. The Committee at a Committee meeting shall
- (a) by a two-thirds majority have the power to authorize the payment of: -
    - (i) ordinary operating expenditure for the purposes of the Association up to a sum in excess of Ringgit Malaysia Fifteen Thousand (RM15,000.00) but not exceeding Ringgit Malaysia Thirty Thousand (RM30,000.00) per month and/or
    - (ii) exceptional expenditure for the purposes of the Association up to a sum in excess of Ringgit Malaysia Thirty Thousand (RM30,000.00) but not exceeding Ringgit Malaysia Seventy Five Thousand (RM75,000.00) per month.

(b) by a four-fifths majority have the power to authorize the payment of: -

- (i) exceptional expenditure for the purposes of the Association in excess of Ringgit Malaysia exceeding Seventy Five Thousand (RM75,000.00) per month.

In Rule 19 "ordinary operating expenditure" shall be defined as all payments of the Association of whatever nature, save for what is classified therein as "exceptional expenditure" which are payments incurred in connection with any annual functions for Members, Annual General Meetings, Extra-Ordinary General Meetings, or any Educational Training Program and building maintenance expenses.

- 19.4. All expenses covering the aforesaid amounts not approved by the Committee in the manner aforesaid must be approved or ratified by the Members in General meeting.
- 19.5. The Committee shall also have the power to make donations for patriotic or charitable purposes provided that each donation exceeding Ringgit Malaysia Five Hundred (RM500.00) shall be approved or ratified by the Members in General meeting.
- 19.6. The financial year of the Association shall end on 31<sup>st</sup> December, each year.

### **AUDIT**

20.

- (a) The Committee shall appoint a firm of public accountants duly approved as auditors under the Companies Act 1965 to audit the accounts of the Association. In the event the Members at the Annual General Meeting shall decide not to appoint a firm of auditors as above then one or more persons who shall not be office-bearers of the Association shall be appointed by the Members as Honorary Auditors. The auditors shall hold office for two years and shall, if willing, be re-appointed.
- (b) The auditor/auditors shall be required to audit the accounts of the Association for the year and to prepare a report for the Annual General Meeting. He/They may also be required by the Chairman to audit the accounts within the tenure of their office for any period at any date and to make a report to the Committee.

### **TRUSTEES**

#### **ADMINISTRATION OF THE ASSOCIATION'S PROPERTY**

- 21. (a) The properties of The Association movable or immovable shall be registered in the name of The Association and all instrument relating to the properties of The Association shall be as valid and effective as if they have been executed by a registered proprietor provided they are executed by three (3) Office-bearers at the material time, that is, the President, the Deputy President and the Honorary Secretary General whose appointment as authorised signatory for The Association shall be authenticated by a certificate of the Registrar of Societies and sealed with the seal of The Association
- (b) The properties of The Association shall not be sold, transferred or changed without the prior approval of not less than three-quarter (3/4) majority of the registered Member entitled to receive notice in an Annual General Meeting or Extraordinary General Meeting whichever earlier convened for the purpose.
- (c) In the event any of the appointed authorised signatory for The Association ceases to be an Office-bearers, he shall automatically be discharged as an authorised signatory and the Committee member elected as the relevant Acting Office-bearers shall be appointed as an authorised signatory for The Association until the next Annual General Meeting is convened and the appointment shall be authenticated by a certificate of the Registrar of Societies and sealed with the seal of The Association.

## **AMENDMENT TO RULES AND REGULATIONS**

22. No alterations or additions to these rules and regulations shall be made except at a General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies. Any amendment to the rules and regulations shall be forwarded to the Registrar of Societies within Twenty Eight (28) days of the same being passed by the general meeting.

### **23. EFFECT OF RULES AND REGULATIONS**

(a) Subject to this rules and regulations shall when registered, bind the Association and the members thereof to the same extent as if they respectively had been signed and sealed by each member and contained covenants on the part of each member to observe all the provisions of the rules and of the regulations.

(b) All money payable by any member to the Association under the rules and regulations shall be a debt due from him to the Association.

As to effect of alterations on member who do not consent.

(c) Notwithstanding anything in the rules and regulations of the Association no member of the Association, unless either before or after the alteration is made he agrees in writing to be bound thereby, shall be bound by an alteration made in the rules and regulations after the date on which he became a member.

## **INTERPRETATION**

24. In event of any doubts in the interpretation of these rules and regulations the decision of the simple majority Committee shall be final unless countermanded by a General Meeting and the Committee shall have powers to exercise their discretion in such circumstances, and their decisions shall be binding on all the Members until subsequently countermanded by a resolution of a General Meeting.

## **PROHIBITIONS**

25.

(a) None of the following games shall be played in the premises of the Association; namely Roulette, Lotto, Fan Tan, Poh Peh Bin, Belangkai, Pai Kau, Tau Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty-One, Thirty-One, Ten and a half, all games of dice, bankers' games, video games and all games of mere chance.

(b) The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office-bearers, Committee or Member.

(c) Neither the Association nor its Members shall engage in any trade union activities as defined in the Trade Union Ordinance, 1959.

(d) The Association shall not be involved in or indulge in any political activity or allow its funds and/or its premises to be used for any political purposes or political activities.

## **DISSOLUTION**

26.

- (a) The Association shall not be dissolved, except with the consent of not less than three-fifths of the Members of the Association expressed, either in person at a General Meeting convened for the purposes, or by postal vote.
- (b) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining assets will be divided equally amongst the Members.

27. Notice of dissolution will be given within 14 days of dissolution to the Registrar of Societies in the Form 'A' signed by three principal office-bearers.

## **LOGO**

28. The logo of the Association shall be as follows: -



The logo of the Association is made up of a helm on which is written the name of the Association i.e. PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR / (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION). The centre of the helm consists of the initial of the Association SFFLA. The background consists of the outline of an airplane, a warehouse, a trailer and a train. The logo shall be the absolute and exclusive property of the Association, and shall not be used by any corporations, organizations, establishments, firms, persons or any enterprises without the prior written approval of the Committee, who shall also have absolute rights to terminate or determine all arrangements for the use of the Logo, without the need to assign any reasons, explanations or justifications for such actions.