

PERLEMBAGAAN (CONSTITUTION)

PERSATUAN PERANAKAN BABA NYONYA KUALA LUMPUR & SELANGOR PERANAKAN BABA NYONYA ASSOCIATION KUALA LUMPUR & SELANGOR

RULE 1 NAME AND PLACE OF BUSINESS

- 1.1 The Association shall be known as the PERSATUAN PERANAKAN BABA NYONYA KUALA LUMPUR & SELANGOR or in English the PERANAKAN BABA NYONYA ASSOCIATION KUALA LUMPUR & SELANGOR (hereinafter “ the Association”)
- 1.2 The registered address is UNIT B-8-3A, 8TH FLOOR, BLOCK B, MENARA KIP, 1 JALAN SERI UTARA 1, SRI UTARA, OFF JALAN IPOH, KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR or at such other place as may from time to time be decided by the Committee; and the postal address is PETI SURAT NO. 3151, CAWANGAN SERAHAN SUBANG JAYA, 47509 SUBANG JAYA, SELANGOR

RULE 2 AIMS AND OBJECTIVES

The Association shall have the following aims and objectives:-

- 2.1 To practise, promote and preserve the Peranakan Baba Nyonya culture, heritage, language, traditions and life-styles.
- 2.2 To create an awareness of the historical, cultural and traditional values and the unique life-style of the Peranakan Baba Nyonya community within Malaysia.
- 2.3 To undertake research on the Peranakan Baba Nyonya culture and heritage.
- 2.4 To interact with other Peranakan Baba Nyonya communities.
- 2.5 To participate in social, educational and community activities and charity events for all members.
- 2.6 To own movable and immovable properties including buildings and land.

RULE 3 EMBLEM AND LOGO

- 3.1 The Emblem and Logo of the Association is as per annexure.

RULE 4 MEMBERSHIP

4.1.1 Membership of the Association shall consist of:-

(a) **LIFE AND ORDINARY MEMBERS**

Any Malaysian citizen who is of Peranakan Baba Nyonya descent (having at least 1/16 ancestry) and who identifies with the Peranakan Baba Nyonya culture and heritage, aged eighteen (18) years and above, shall be eligible to become a Life or ordinary member and who is residing in either Kuala Lumpur or Selangor.

(b) **ASSOCIATE MEMBERS**

Associate membership, life or annual, without voting rights or eligibility to hold office in the Association, is open to the following persons:

(i) Spouse of an Ordinary member; or

(ii) Any other person, aged eighteen (18) years and above, who is interested in the Peranakan Baba Nyonya culture and heritage, and who is residing in either Kuala Lumpur or Selangor.

(c) **YOUTH ASSOCIATE MEMBERS**

Any person, aged above twelve (12) years but below eighteen (18) and who is residing in either Kuala Lumpur or Selangor, shall be eligible to become a youth associate member but shall have no voting rights and shall not be eligible to hold any office in the Committee or to be auditors or trustees of the Association. Members below 16 years of age need prior approval from their parents.

(d) **HONORARY MEMBERS**

(i) The Committee may invite and confer Honorary membership upon any person who is considered by the Committee suitable and eligible.

(ii) Honorary members need not pay entrance fees and subscriptions and shall have no voting rights and may attend meetings as observers by invitation of the Committee.

(iii) No person shall be conferred honorary membership unless at least two-thirds of the full Committee vote in favour of such conferment.

4.1.2 Only Life and ordinary members, whose subscriptions are not in arrears, shall be eligible and entitled to attend any general meeting of the Association and to vote thereat. Youth Associate members and Honorary members may attend any general meeting of the Association but shall not be entitled to vote thereat.

4.2 All categories of membership are subjected to these rules and are also entitled to enjoy the privileges and facilities as provided by the Association.

4.3 Only ordinary members, whose subscriptions are not in arrears, shall be eligible and entitled to attend any general meeting of the Association and to vote thereat. Youth Associate members and Honorary members may attend any general meeting of the Association but shall not be entitled to vote thereat.

4.4 APPLICATION FOR MEMBERSHIP

- (a) Every application for membership, on a prescribed form, shall be proposed by one (1) existing Life or Ordinary member personally known to the applicant and seconded by one (1) existing Life or Ordinary member personally known to the applicant and shall be forwarded together with the prescribed registration fee and first annual subscription, to the Honorary Secretary who shall, forthwith thereafter, submit it to the Committee for approval.
- (b) The Committee may, at its discretion, reject any application without assigning any reason therefore. An applicant against whom two (2) or more dissenting votes are cast shall be rejected and the applicant shall not again be eligible for nomination for membership until after an interval of one (1) year from the date of rejection.
- (c) Every applicant whose application has been approved aforesaid shall be admitted as a registered member of the Association and shall be entitled to all the privileges of that category of membership to which he is admitted.

4.5 AFFILIATION

- (a) Affiliation with other associations, clubs or societies having similar aims and objectives in promoting the welfare, well-being and advancement of the Peranakan Baba Nyonya community is permitted and encouraged.
- (b) The Committee shall have the right to invite such similar organisations within Malaysia and overseas to be affiliated with the Association.

RULE 5 ENTRANCE FEES, SUBSCRIPTION & OTHER DUES

5.1 The entrance fee and annual subscription payable by a life, a life associate, ordinary and associate member shall be:-

- (i) Entrance fee (all categories of members) RM50.00 (Fifty Ringgit)
- (ii) Annual subscription per calendar year RM30.00 (Thirty Ringgit)
(Ordinary and Associate members)
- (iii) One-time subscription (Life member) RM300.00 (Three Hundred Ringgit) upon joining.
(For conversion from ordinary to life membership, the one-time subscription shall be paid on the date of conversion; all previous annual subscriptions paid will not be taken into account for this one-time subscription.)
- (iv) One-time subscription (Associate member) RM300.00 (Three Hundred Ringgit) upon joining.
(For conversion from ordinary to life membership, the one-time subscription shall be paid on the date of conversion; all previous annual subscriptions paid will not be taken into account for this one-time subscription.)

5.2 The entrance fee and annual subscription payable by a youth associate member shall be:-

- (i) Entrance fee RM10.00 (Ten Ringgit)
 - (ii) Annual subscription per calendar year RM12.00 (Twelve Ringgit)
- 5.3 All subsequent annual subscriptions shall be payable to the Honorary Treasurer in advance within thirty (30) days of the 1st day of July each year.
- 5.4 Any member who is late in the payment of his annual subscription by more than two (2) months as stipulated in Clause 5.3 shall receive a written reminder and shall be denied all the privileges of membership until he settles the outstanding dues.
- 5.5 Any member who allows his arrears of annual subscription or any dues to exceed six (6) months as stipulated in Clause 5.3 shall automatically cease to be a member of the Association.
- 5.6 The Committee shall have the power to re-instate any member who has allowed his membership to be suspended through arrears of annual subscription, and who makes an appeal for re-instatement as a member within such time as the Committee may by written notification allow. As a condition for re-instatement, the member shall pay up all arrears of annual subscription.
- 5.7 In the event the suspended member fails to comply with the terms of the written notification issued pursuant to Clause 5.6 above, the Committee shall have power to terminate the membership of that member.

RULE 6 RESIGNATION

Any member who wishes to resign from the Association shall give two (2) weeks' notice in writing to the Honorary Secretary and shall pay up all his dues, if any.

RULE 7 TERMINATION OF MEMBERSHIP

The Committee is empowered to terminate the membership of any member who shall have offended the rules of the Association or found guilty of any act of misconduct liable to damage and tarnish the good name and interests of the Association. Before any such member has his membership terminated, the Honorary Secretary shall give him not less than fourteen (14) days' written notice to attend before the Committee to show cause why his membership should not be terminated. No member shall have his membership terminated without first having an opportunity to appear before the Committee and answering the complaints made against him and unless at least two-thirds of the Committee then present vote in favour of such termination. Any member whose membership has been so terminated shall forfeit all his rights to and claims upon the Association, its property and funds.

RULE 8 GENERAL MEETING

- 8.1 The supreme authority of the Association is vested in the general meeting of the members.

- 8.2 Quorum is constituted at a general meeting when at least one-half (1/2) of the voting members or twice the number of members of the Committee, whichever is the lesser, shall be present for its proceedings to be valid.
- 8.3 If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date not exceeding fourteen (14) days to be decided by the Committee, and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have the power to proceed with the business of the day but they shall not have the power to alter the Constitution of the Association or to make decisions affecting the whole membership.
- 8.4 An Annual General Meeting (hereinafter “AGM”) of the Association shall be held as soon as possible after the close of each financial year on a date not later than 30th September of the same year and at the time and place to be decided by the Committee.
- 8.5 The business of the AGM shall be :-
- (a) To receive and confirm the Annual Report of the preceding year;
 - (b) To receive and confirm the statement of the audited accounts of the previous year;
 - (c) If applicable, to elect biennially the Committee members and 2 auditors who shall hold office on a biennial basis;
 - (d) To elect three (3) trustees; and
 - (f) To transact any other business or matter in respect of which at least seven (7) days’ notice in writing shall have been given to the Honorary Secretary.
- 8.6 A preliminary notice of the AGM stating the date, the time and the place, and the calling for motions for discussion, motion for amendments to the Constitution and nomination for the election of the Committee shall be sent fourteen (14) days before the date fixed for the meeting, and this notice shall also be prominently displayed at the registered place of business of the Association.
- 8.7 Nominations of all candidates for the election of officers shall be received in writing on the prescribed form with the signed consent of the candidates thereon.
- 8.8 If no nominations in writing are received, nominations may be made from the floor with the consent of the nominee present during the AGM.
- 8.9 Names of the candidates standing for election must be proposed and seconded by ordinary members.
- 8.10 Election will be by a simple majority vote of members at the AGM. In the event of a tie, the successful candidate shall be determined by a drawing of lots amongst the affected candidates.
- 8.11 Voting of office-bearers shall be by secret ballot and other matters shall be by show of hands.

- 8.12 Election of office-bearers shall be conducted by an Election Officer (an Ordinary member who is not a candidate) who shall be appointed by the members at the general meeting to draw up the procedures for the election and to have the floor to conduct the election process.
- 8.13 The Honorary Secretary shall send to all members at least fourteen (14) days before the AGM an Agenda including copies of minutes and reports, motions and nominations for the election of officers, together with the audited accounts of the Association for the previous year. These documents shall also be displayed at the registered place of business of the Association for the perusal of members and copies of the same shall be provided at the annual general meeting.
- 8.14 The Honorary Secretary shall forward to all Committee members a copy of the draft minutes of each annual general meeting as soon as possible after its conclusion.

RULE 9 EXTRAORDINARY GENERAL MEETING

- 9.1 An Extraordinary General Meeting (hereinafter “EGM”) of the Association shall be convened :-
 - (a) whenever the Committee deems it desirable and necessary, or
 - (b) at the joint request in writing of not less than twenty (20) voting members or ten percent of the current total voting members, whichever is greater, stating the objects and reasons for such a meeting.
- 9.2 An EGM requisitioned by members shall be convened for a date within thirty (30) days of the receipt of such requisition by the Honorary Secretary.
- 9.3 Notice and agenda for an EGM shall be forwarded by the Honorary Secretary to all members at least fourteen (14) days before the date fixed for the meeting.
- 9.4 Rules 8.2 and 8.3 regarding the quorum and the postponement of the AGM shall also apply to an EGM but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed EGM requisitioned by members, the meeting shall be cancelled and no EGM shall be requisitioned for the same objects and reasons until after a lapse of at least six (6) months.
- 9.5 The Honorary Secretary shall forward to all Committee members a copy of the draft minutes of each EGM as soon as possible after its conclusion.

RULE 10 COMMITTEE

- 10.1 The Committee shall consist of the following office-bearers:-
 - (a) President One (1)
 - (b) Deputy President One (1)

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| (c) | Honorary Secretary | One | (1) |
| (d) | Assistant Honorary Secretary | One | (1) |
| (e) | Honorary Treasurer | One | (1) |
| (f) | Assistant Honorary Treasurer | One | (1) |
| (g) | Committee members | Five | (5) |

- 10.2 Office-bearers shall be elected at the AGM and shall hold office for two (2) consecutive years. All the office-bearers shall be Malaysian citizens or otherwise being approved by the Registrar of Societies to hold any post in the association.
- 10.3 No member shall hold office as President of the Association for more than three terms consecutively (total of 6 years).
- 10.4 Only members who have been members for at least one (1) full year shall be eligible to be elected to the Committee.
- 10.5 The Committee may appoint from members of its office-bearers as Chairmen of Sub-Committees and assign them duties and responsibilities under various portfolios as the Committee may decide.
- (a) Every Chairman so appointed has the mandate to co-opt any member of the Association to serve as members of the Sub-Committee.
- (b) Every Chairman is accountable to the Committee and shall report its activities to the Committee when requested.
- 10.6 The function of the Committee is to organise and supervise the day-to-day activities of the Association, and to make decisions on matters affecting its management within the provisions of this Constitution. It shall furnish a report on its activities undertaken during the preceding year at each AGM.
- 10.7 The Committee shall meet at least once every three (3) months and at least fourteen (14) days' notice of each meeting shall be given to the members.
- 10.8 The President acting alone, or not less than three (3) of its members acting together, may call for a meeting of the Committee to be held at any time.
- 10.9 At least one-half of the Committee must be present for its proceedings to be valid and to constitute a quorum.
- 10.10 Where any urgent matter requiring the approval of the Committee arises and it is not possible to convene a meeting, the Honorary Secretary may obtain such approval by means of circular letter. The following conditions must be adhered to before a decision of the Committee is deemed to have been obtained :-

- (a) the issue must be clearly set out in the circular and forwarded to all members of the Committee;
 - (b) at least one-half of the members of the Committee must indicate whether they are in favor or against the proposal, and
 - (c) the decision must be by a majority vote.
- 10.11 Any member of the Committee who fails to attend three (3) consecutive meetings of the Committee without a satisfactory explanation shall be deemed to have resigned from the Committee.
- 10.12 In the event of a death or resignation of a member of the Committee, his assistant, if any, will automatically be appointed to the vacant post. If there is no such candidate or if such candidate declines or is unable to accept office, the Committee shall have the power to co-opt any other full member of the Association who shall have been a full member for at least one (1) year to fill the vacancy until the next AGM.
- 10.13 The Committee shall give instructions to the Honorary Secretary and other officers for the conduct of the affairs of the Association.
- 10.14 The Committee may appoint such officers and such staff as it deems necessary. It may suspend or dismiss any officer or member of the staff including a member of the Committee for neglect of duty, dishonesty, incompetence, refusal to carry out decisions of the Committee, or for any other reason which it deems good and sufficient in the interests of the Association.
- 10.15 Between Annual General Meetings, the Committee shall interpret the Constitution and, when necessary, determine any point on which it is silent.
- 10.16 Except where they are contrary to or inconsistent with the policy as previously laid down in the Constitution or by the general meeting, the decision of the Committee shall be binding on all members of the Association unless and until countermanded and reversed by a resolution of a general meeting.
- 10.17 The Committee shall have the power to frame, vary or rescind by-laws for the smooth and efficient day-to-day administration and running of the Association provided that such by-laws shall not conflict with the provisions of this Constitution in which case, the offending by-law shall ipso facto be null and void.

RULE 11 DUTIES OF OFFICE-BEARERS

- 11.1 The President shall during his term of office preside at all General Meetings and all meetings of the Committee and shall be responsible for the proper conduct of all such meetings.
- 11.2 The President shall have a casting vote and shall sign the Minutes of each meeting at the time they are approved.
- 11.3 The President shall, in conjunction with the Honorary Secretary and Honorary Treasurer, sign all cheques on behalf of the Association.

- 11.4 The Deputy President shall deputise for the President during the latter's absence at meetings. In the absence of both the President and the Deputy President, the meeting shall elect a chairman from among those Committee members present.
- 11.5 The Honorary Secretary shall conduct the business of the Association in accordance with the Constitution, and shall carry out the instructions of the general meeting and of the Committee.
- 11.6 The Honorary Secretary shall be responsible for conducting all correspondence and maintaining a register of members as well as keeping all books, documents and papers except the accounts and financial records.
- 11.7 In conjunction with the President and the Honorary Treasurer, the Honorary Secretary shall sign all cheques on behalf of the Association.
- 11.8 The Assistant Honorary Secretary shall assist the Honorary Secretary in carrying out his duties and shall act for him in the latter's absence.
- 11.9 The Honorary Treasurer shall be responsible for the finances of the Association and shall manage, maintain and keep proper and correct records of all the Association's financial transactions.
- 11.10 The Honorary Treasurer is the authorised signatory for signing cheques of the Association besides the President and the Honorary Secretary.
- 11.11 The Assistant Honorary Treasurer shall assist the Honorary Treasurer in carrying out his duties and shall act for him in the latter's absence.
- 11.12 The Committee members may be assigned duties and responsibilities by the Committee and delegated specific functions as set out in Rule 10.5.
- 11.13 Save as provided by law or this Constitution, the Committee members shall not be personally liable for actions done by them in the discharge of their duties as such Committee members.

RULE 12 FINANCIAL PROVISIONS

- 12.1 Subject to the following provisions in the Constitution, the funds of the Association may be expended for any purpose necessary to carry out its aims and objectives as set out in Rule 2 above, including the expenses of its administration, the payment of salaries, allowances and expenses to its office-bearers and paid-staff and the audit of its accounts, but they shall on no account be used to pay fines of any member who has been convicted in any court of law, or for any other statutory offence.
- 12.2 The Honorary Treasurer may hold petty-cash not exceeding RM 500.00 (Five Hundred Ringgit) at any one time. All money in excess of this sum shall within seven (7) days of receipt be deposited in the bank approved by the Committee. The bank account shall be in the name of the Association.
- 12.3 All cheques or withdrawal notices on the Association's account shall be signed jointly by the (a) President, (b) the Honorary Secretary and (c) the Honorary Treasurer.

- 12.4 In the absence of the President, the Honorary Secretary or the Honorary Treasurer due to vacation of posts, long leave or physical absence to perform his duties, the Deputy President, the Assistant Honorary Secretary and the Assistant Honorary Treasurer respectively shall sign in the former's absence, and in the absence of any of the aforesaid Deputy President, the Assistant Honorary Secretary and the Assistant Honorary Treasurer, the Committee shall appoint one of its members to sign in his place during such period of absence.
- 12.5 12.5 No expenditure exceeding Three Hundred Ringgit (RM300.00) at any one time shall be incurred without the prior sanction of the Committee. Expenditure less than Three Hundred Ringgit (RM300.00) may be approved by the President, Hon. Secretary and the Hon. Treasurer. No expenditure above or exceeding Ten Thousand Ringgit (RM10,000.00) at any one time shall be incurred without the prior sanction of the General Meeting.
- 12.6 As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared and audited by the auditors for presentation to and approval at the AGM.
- 12.7 The financial year of the Association shall commence on 1st January every year and end on 31st December of the year.

RULE 13 AUDIT

- 13.1 Two persons who shall not be office-bearers of the Association shall be elected at the Annual General Meeting as Honorary Internal Auditors. In the event that vacancies occur during their term of office, the Committee is empowered to appoint replacements. The Honorary Internal Auditors shall be required to audit each year's accounts and shall be required to present their report at the Annual General Meeting. They may be required by the President to audit the Association's accounts for any period during their tenure of office at any date and make a report to the Committee.

RULE 14 TRUSTEES

- 14.1 Three (3) trustees who must be Ordinary members shall be elected at the AGM and shall hold office during the pleasure of the Association.
- 14.2 The Trustees shall have vested in them all the immovable property belonging to the Association and shall deal with such property in such manner as the general meeting may direct.
- 14.3 The Trustees shall not sell, withdraw or transfer any of the property of the Association without the consent and authority of a general meeting of members.

- 14.4 A Trustee may be removed from office by a general meeting on the grounds that owing to a criminal conviction, bankruptcy, misconduct as to render him unfit or undesirable to continue as a trustee, ill health, unsoundness of mind, absence from the country for a period of more than one (1) year, or for any other reason, he is legally disqualified, unable to perform his duties or unable to do so satisfactorily.
- 14.5 In the event of the death, resignation or removal of a Trustee, the vacancy shall be filled by a new Trustee elected at a general meeting.

RULE 15 PATRONS

A distinguished personality may be invited to be the Patron of the Association on the recommendation of the Committee and approval of a general meeting.

RULE 16 ADVISORS

Persons, by virtue of their experience, expertise or knowledge, may be invited and appointed by the Committee to help the Association in its various fields of endeavour as advisors.

RULE 17 PROHIBITIONS

- 17.1 None of the following games shall be played in the premises of the Association : Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, Ten and a half, all games of dice, bankers' games, all video games and all games of mere chance.
- 17.2 Neither the Association nor its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959.
- 17.3 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association, its office-bearers or members without prior approval from the authorities concerned.
- 17.4 "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the Association to any of its member.
- 17.5 Activities contravening the laws of the country are strictly prohibited.

RULE 18 AMENDMENT

- 18.1 The provisions of this Constitution may not be altered or amended except by resolution of a general meeting carried by at least two-thirds majority.
- 18.2 Such alterations or amendments shall be forwarded to the Registrar of Societies within sixty (60) days of being duly passed by the general meeting and shall be effective from the date of their approval by the Registrar of Societies.

RULE 19 DISSOLUTION

- 19.1 The Association may be voluntarily dissolved by a resolution from not less than three-fourths (3/4) of the members present and voting personally at a general meeting. The President shall not have a casting vote in respect of a resolution for dissolution of the Association.
- 19.2 In the event of the Association being dissolved as provided for above, all debts and liabilities legally incurred on its behalf shall be fully discharged and the remaining funds and all proceeds of sale of properties shall be donated to charitable institutions to be decided by a general meeting.
- 19.3 Notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days of its dissolution.

RULE 20 NOTICES

- 20.1 All members shall keep the Honorary Secretary duly informed of their residential and business addresses, and of all changes thereof.
- 20.2 Any notice may be sent by the Honorary Secretary to any member to either of his last known residential or business address and upon the despatch of such notices, they shall be deemed to have been duly served on and received by such member for any purpose required under these Rules.

RULE 21 DISPUTES

- 21.1 In the event of any dispute arising amongst the members in relation to matters of the Association, they shall first attempt to resolve the dispute by mediation. Should they fail to resolve the dispute, the dispute shall then be referred to an EGM in accordance with the provisions of this Constitution. In the event that the members fail to resolve the dispute at the EGM, the matter may be referred to a court of law for determination.

Appendix 1: Logo

The logo of the Association is as follows:

