

**CONSTITUTION OF  
MERCY MALAYSIA  
(MALAYSIA MEDICAL RELIEF SOCIETY)**

[APPROVED BY REGISTRAR OF SOCIETIES (ROS) DATED 20<sup>TH</sup> JULY 2016]

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# CONSTITUTION

## MERCY MALAYSIA

### ARTICLE 1:NAME

The name of the Society shall be Persatuan Bantuan Perubatan Malaysia [Malaysian Medical Relief Society] (MERCY Malaysia), hereinafter referred to as 'the Society'. It shall be a non-profit, non-governmental and politically independent association, registered under Section 7 of the Societies Act 1966 and governed by the present Constitution.

### ARTICLE 2:REGISTERED OFFICE

The registered office and correspondence address of the Society shall be at:

No. 4, Jalan Langgak Golf,  
Off Jalan Tun Razak,  
55000 Kuala Lumpur,  
Malaysia

or such other place as may from time to time be decided on by the Executive Council. The registered office of the Society shall not be changed without the prior approval of the Registrar of Societies.

### ARTICLE 3: INTERPRETATION

In these Rules unless the context otherwise require:-

- (a) "Society" means MERCY Malaysia.
- (b) "Executive Council" means the members of the Executive Council of the Society as described in Article 8.
- (c) "General Meeting" means the Annual General Meeting or Extraordinary General Meeting.
- (d) "Members" are divided into 3 categories and are described in Article 6 below.
- (e) "Rules" means these rules stipulated in this Constitution, including any amendments thereof for the time being in force.
- (f) "Volunteer"- means anyone who without compensation or expectation of compensation beyond reimbursement performs a task at the direction of and on behalf of MERCY Malaysia. Further interpretation is as stipulated in Article 7.
- (g) "By-Laws" - means rules and regulations which govern the members of MERCY Malaysia.
- (h) "Global Accountability Practices" means universal practices in which the Society abides to including but not limited to the Code of Conduct for International Red Cross and Red Crescent Movement and Non Governmental Organization in Disaster Relief, SPHERE Standards in Humanitarian Aid and Humanitarian Accountability Partnership (HAP).

- (i) “Treasury Policy” means organizational rules and regulations with regard to accounting and financial matters.
- (j) “Partners” means those with whom MERCY Malaysia collaborates to achieve its objectives including but not limited to beneficiaries, donors, stakeholders, local and international bodies and any government body.
- (k) “Medical Professional” means medical doctor, nurse, dentist, pharmacist, paramedic or any allied health professional recognised by the Malaysian Government.

#### **ARTICLE 4:NATURE OF SOCIETY**

The Society shall be a non-governmental, non-profit making, humanitarian and charitable body dedicated to provide emergency sustainable health related services, risk reduction and capacity building services (‘the Services’) to vulnerable populations both within and outside Malaysia provided always that in respect of the provision of the Services outside Malaysia, the prior approval of the Minister of Finance must first be had and obtained. The Society shall provide aid irrespective of race, religion and boundaries.

#### **ARTICLE 5:OBJECTIVES**

- 5.1 The Society is a non-profit organization focusing on providing medical relief and sustainable health related development for vulnerable communities. The objectives of the Society are as follows:
  - 5.1.1 To provide humanitarian aid and in particular medical relief and Water Sanitation and Hygiene (WASH) programme to vulnerable communities within Malaysia or anywhere throughout the world;
  - 5.1.2 To assist vulnerable communities through activities encompassing but not limited to capacity building, risk reduction and sustainable development;
  - 5.1.3 To promote the spirit of goodwill, volunteerism, and humanitarianism among Members and Volunteers of the Society, regardless of race, religion and creed;
  - 5.1.4 To liaise with various local and international relief organizations, agencies, host governments and or other interested societies to assist in achieving these objective;
  - 5.1.5 To conduct fundraising from other organization (corporate, non-governmental or governmental) and members of the public in order to achieve the abovementioned objectives; and
  - 5.1.6 To educate the public on aspects of humanitarian assistance, disaster management and risk reduction.
- 5.2 In fulfilment of its objectives the Society shall endeavour to adhere to the following major principles:
  - 5.2.1 To focus on rapid medical response in the assistance of communities affected by disaster;
  - 5.2.2 To recognise the value of working with partners and volunteers;

- 5.2.3 To provide an opportunity for individuals to serve with professionalism, upholding the International Code of Conduct for Humanitarian Workers;
- 5.2.4 To hold organisation accountable to its donors and beneficiaries and to this end shall subscribe to global accountability practices.

## **ARTICLE 6: MEMBERSHIP AND SUBSCRIPTIONS**

- 6.1 Membership to the Society shall be open to all Malaysian citizens irrespective of race, religion or gender, who subscribe to the objectives of the Society.
- 6.2 All categories of members other than the Patron and Honorary Members shall pay a prescribed subscription fee and have voting rights in the society.
- 6.3 The types of membership shall be as follows:

- 6.3.1 Ordinary Member

Malaysian Citizen aged eighteen (18) years and above may apply to the Executive Council through the Honorary Secretary for Ordinary Membership of the Society and upon acceptance by the Executive Council shall pay the appropriate fee as stipulated under the Rules and Regulations of the Constitution. They shall also pay the annual subscription fee. The annual subscription fee for Ordinary Member is due before 1<sup>st</sup> March each year.

- 6.3.2 Life Member

Individuals who qualify for Ordinary Membership may apply to the Executive Council through the Honorary Secretary for Life Membership of the Society and upon acceptance by the Executive Council shall pay the appropriate fee as stipulated under the Rules and Regulations of the Constitution. They shall be entitled to all privileges of Ordinary Membership with a onetime life membership subscription fee.

- 6.3.3 Honorary Member

Any distinguished individual, who has either directly or indirectly contributed to the above-mentioned objectives, may be elected as an Honorary Member subject to the approval of the Executive Council. The Honorary Member shall have no voting rights in the Society.

- 6.4 Admission to Membership

- 6.4.1 Every applicant shall apply on a prescribed form duly proposed and seconded by an Ordinary or Life Member of the Society.
- 6.4.2 All applications received for membership shall be placed before the Executive Council by the Honorary Secretary for approval and the Executive Council shall have the power to accept or reject any application for membership without assigning any reason whatsoever. The applicant shall be informed of the decision in writing.
- 6.4.3 At the discretion of any Member of the Executive Council, applicants may be called for an interview.

## 6.5 Eligibility for Membership

6.5.1 All applications from any individual seeking membership shall be submitted in the prescribed form in writing to the Honorary Secretary who shall cause them to be placed before the Executive Council for consideration.

6.5.2 Any Malaysian citizen who has attained eighteen (18) years of age who supports the objectives of the society and is willing to abide by the Rules of the Society shall be eligible for membership.

6.5.3 If the Executive Council approves the applications for membership, the applicant seeking such membership shall become a Member as from the date of approval by the Executive Council and on payment of the membership fees as stipulated in 6.6, the applicant shall be entitled to all the privileges of membership.

## 6.6 Membership Fees

### 6.6.1 Entrance Fee

There shall be an entrance fee of RM50.00 payable only once on application for Ordinary and/or Life Membership

### 6.6.2 Subscription Fee

Ordinary Member	RM 60.00 per annum
Life Member	RM 500:00 one off

6.7 The membership fees and any other fees may be altered at the Annual General Meeting and shall be effective upon receiving the approval from the Registrar of Societies.

## 6.8 Penalty for Non-payment

Members who fail to pay their membership fee shall not be entitled to attend or take part in the proceedings of the Annual General Meeting.

## 6.9 Cessation of Membership

Any Member whose subscription is in arrears for a period of twenty four (24) months shall cease, ipso facto, to be member of the Society and his/her name shall be removed from the register of members.

## 6.10 Reinstatement of Membership

Such a Member as in clause 6.9 who loses his/her membership shall be reinstated on payment of all his/her dues subject to the approval of the Executive Council.

## 6.11 Expulsion or Suspension of Membership

The Executive Council shall have the right, by a majority of the Members of the Council, to expel or suspend any such Member who has been guilty of

misconduct, which in the opinion of the Executive Council, renders such member unfit for membership of the Society or is subversive to or has acted contrary to the Constitution of the Society, provided that no such decision shall be taken unless such a Member has been given at least fourteen (14) days' notice of the Council's intention to do so, and he/she has been allowed a reasonable opportunity of being heard. The member concerned shall have the right to appeal against any decision within 30 days of the notice.

## **ARTICLE 7:VOLUNTEERS**

- 7.1 Any person, who subscribes to the objectives of the Society, and is aged 18 years or more, shall be eligible for admission as a volunteer.
- 7.2 A volunteer is not expected to pay any subscription fee and does not have voting rights.
- 7.3 All applications from any individual seeking to become a volunteer shall be submitted in the prescribed form in writing to the Secretariat, and the Executive Council reserves the right to accept or reject the application.
- 7.4 The Executive Council shall have the right, by a majority vote of the members of the Council, to expel or suspend any such volunteer who has been guilty of misconduct, which in the opinion of the Council, renders such a volunteer unfit to continue as one in the Society or is subversive to or has acted contrary to the Constitution of the Society.
- 7.5 The roles and responsibilities of a volunteer shall be indicated in the Volunteer Guidelines.

## **ARTICLE 8:THE EXECUTIVE COUNCIL**

- 8.1 The Executive Council shall consist of:
  - 8.1.1 A President; who shall be a Medical Doctor
  - 8.1.2 Three (3) Vice Presidents, of which Vice President I shall be a Medical Professional and Vice President II who is not a Medical Professional and Vice President III shall either be a Medical Professional or Non-Medical Professional;
  - 8.1.3 An Honorary Secretary;
  - 8.1.4 An Assistant Honorary Secretary;
  - 8.1.5 An Honorary Treasurer; and
  - 8.1.6 Four (4) Ordinary Council Members of which at least one (1) shall be a Member who is a Medical Professional.

## **ARTICLE 9: NOMINATIONS AND ELECTIONS OF THE EXECUTIVE COUNCIL MEMBERS**

- 9.1 All Executive Council Members shall be elected at the Annual General Meeting of the Society from amongst the Life and Ordinary Members. All office bearers of the Society and every officer performing executive function in the Society shall be Malaysian citizens.
- 9.2 Election of office bearers of the Executive Council shall be held every third year (election year).
- 9.3 Any casual vacancy among the Members of the Executive Council may be filled by appointment by the Executive Council until the next election.
- 9.4 An Executive Council Member who fails to attend three (3) successive Executive Council meetings of which due notice is given, without adequate reasons acceptable to the Executive Council shall be deemed to have resigned from the Executive Council.
- 9.5 The Executive Council may meet for dispatch of business, adjourn or otherwise regulate meetings as it think fit.
- 9.6 Quorum  
At least (5) Members of the Executive Council shall be present to constitute a quorum.
- 9.7 Votes  
Questions arising at any meeting of the Executive Council shall be decided by a majority of votes. In case of a tie, the Chairperson shall have a casting vote.
- 9.8 Notice of meetings
- 9.8.1 Ordinary meetings of the Executive Council shall be held not less than once every six (6) months by giving at least fourteen (14) days notice to the Executive Council Members.
- 9.8.2 Executive Council meeting to discuss any urgent business of the Executive Council may be held as and when necessary by giving at least three (3) days' notice and their quorum shall be as in Article 9.6. Also, in times of urgency, decisions can be arrived at by personal communications followed by confirmation in writing and such decisions arrived at shall be formalised at the next meeting of the Executive Council.
- 9.9 Positions available for election within the Executive Council
- 9.9.1 At or during a voting year of the Annual General Meeting, four (4) positions of the Executive Council will be available for election. The other five (5) members of the Executive Council shall remain to maintain the continuity of the Executive Council. Prior to the Annual General Meeting of the voting year, the Executive Council at the last Executive Council Meeting will decide amongst themselves the five (5) Executive Council members who will continue for the next term



and who shall stand for re-election. In the event that the Executive Council fails to identify the said five (5) members, all nine (9) positions will be available for re-election. The members of the Executive Council who remain shall be eligible to be voted into specific Executive Council positions by the Annual General Meeting.

9.9.2 Such position that shall remain in the Executive Council shall be indicated in the by-laws.

9.9.3 There shall be not more than five (5) members who are Medical Professionals in the Executive Council.

## **ARTICLE 10: DUTIES AND PRIVILEGES OF THE EXECUTIVE COUNCIL**

### **10.1 The President**

10.1.1 To preside at all Executive Council meetings and the Annual General Meeting.

10.1.2 To have a casting vote at the meetings.

10.1.3 To call for Extraordinary General Meetings.

10.1.4 To issue statements to the media and other public statement on behalf of the Society.

10.1.5 To initiate any necessary action pertaining to the affairs of the Society in the period between meetings of the Executive Council.

### **10.2 The Vice President I and II**

10.2.1 In the event of the President being unable, for any reason whatsoever, to discharge the duties of office or assume the privileges thereof, the Vice President I shall discharge the said duties of office or assume the said privileges, and in the absence of both the President and the Vice President I, the responsibility and privileges will fall on the Vice President II.

10.2.2 In the event that the Vice President II is a non-medical member, he/she shall be advised by the Executive Council Members who are medical professionals on medical related issues.

### **10.3 The Honorary Secretary**

10.3.1 The Honorary Secretary shall be responsible for the administration of the Society, and provide an advisory role to the Executive Council on matters pertaining to the Constitution. Without prejudice to the generality of the foregoing, his/her duties shall include:

10.3.1.1 The keeping of an up-to date register, minutes and other records of the activities of the Society including the register of members which contain details such as name, identity card number, date and place of birth, occupation and the address of residence and employment.

- 10.3.1.2 Submitting such returns and statements as may be required.
- 10.3.1.3 The supervision of the secretariat and other establishments of the Society.
- 10.3.1.4 To send each member of the society at least two (2) weeks before such date, the following:
  - 10.3.1.4.1 The agenda of the Annual General Meeting
  - 10.3.1.4.2 The Annual Report of the year preceding the Annual General Meeting
  - 10.3.1.4.3 Minutes of the previous Annual General Meeting

#### 10.4 The Assistant Honorary Secretary

- 10.4.1 The Assistant Honorary Secretary shall assist the Honorary Secretary in executing the functions stated in Article 10.3.
- 10.4.2 In the event of the Honorary Secretary being unable, for any reason whatsoever, to discharge the duties of office or assume the privileges thereof, the Assistant Honorary Secretary shall discharge the said duties of office or assume the said privileges.

#### 10.5 The Honorary Treasurer

- 10.5.1 Responsible for maintenance of proper up-to-date records and accounts of all financial dealings of the Society.
- 10.5.2 Facilitate the auditing of the accounts from time to time and giving the internal and external auditors all the necessary information they may require for such purpose, and generally complying with their directions given from time to time.
- 10.5.3 Operate the bank accounts in the authorised manner.
- 10.5.4 Prepare and make available to the Executive Council the statement of accounts, balance sheets and other necessary documents and information for each financial year as and when required by the Council for the Annual General Meeting and for any other purposes.
- 10.5.5 Maintain all proper and necessary records of all paid employees of the Society and their remuneration.
- 10.5.6 Present the budget at meetings of the Executive Council and the Annual General Meeting.
- 10.5.7 The Honorary Treasurer shall ipso-facto be a Member of any committee where financial matters are being discussed with no vote at such meetings. He/She may in writing delegate to an official of the Society such duties.

- 10.6 Ordinary Council Members
  - 10.6.1 Ordinary Council Members shall carry out such duties as directed by the President or the Executive Council.
- 10.7 Ex-officio Member(s)
  - 10.7.1 The Ex-officio Members(s) shall be appointed by the Executive Council and the Executive Council shall have the discretion to appoint such numbers of Ex-officio members required.
  - 10.7.2 The Ex-officio Member(s) shall carry out such duties as directed by the President or the Executive Council.
  - 10.7.3 The Ex-officio Member(s) shall carry out such duties without the Executive Council voting rights.

**ARTICLE 11:SECRETARIAT**

- 11.1 The Society shall have a Secretariat consisting of a Chief Executive Officer and a number of offices; all employed by the Society either on a permanent or contract basis. The number of officers at any one time shall be decided by the Executive Council. The salaries or emoluments of the Secretariat shall be decided by the Executive Council.
- 11.2 Responsibilities of the Secretariat:
  - 11.2.1 The Secretariat shall assist the Executive Council in executing decisions made by the Executive Council. The Secretariat thereof is responsible to and reports to the Executive Council.
  - 11.2.2 The Chief Executive Officer (CEO) heads the Secretariat and reports to the Executive Council. The CEO shall direct and execute all activities of the Society either directly or through delegated authority. The CEO provides leadership in the following areas including but not limited to: the creation of strategic, tactical, and financial plans; developing goals and measuring performance to the approved goals; organizational development; liaison to the public, government, affiliated, organizations, and other stakeholders; develop member services and member development and the development of the Society's staff.
- 11.3 No member of the Executive Council shall at the same time be employed as a member of the secretariat.

**ARTICLE 12:BOARD OF APPEAL**

- 12.1 There shall be a Board of Appeal consisting of a Chairperson and two (2) Board Members. No member of the Executive Council or the Secretariat shall be a member of the Board of Appeal.
- 12.2 The Member of the Board of Appeal shall be nominated and elected to their offices by members present at the Annual General Meeting of the Society provided that a Member who may not be present at the General Meeting may be nominated and elected to such office if his/her written consent is submitted before or at the General Meeting.

- 12.3 The incoming Members of the Board of Appeal shall take office with effect from the first day of the month after their election into office at the Annual General Meeting of the Society.
- 12.4 The Members of the Board of Appeal shall hold office for a term of two (2) years and shall deal with matters pertaining to membership, rights and privileges members which has been deliberated by the Executive Council and brought to their attention by an aggrieved Member.
- 12.5 The election of the Board of Appeal will be held every two (2) years at the Annual General Meeting.

**ARTICLE 13:FUND RAISING**

- 13.1 The Society being a non-profit organization will raise funds for its activities with prior approval of the Executive Council.

**ARTICLE 14:BRANCH OFFICES, CHAPTERS AND LIAISON OFFICES**

- 14.1 Subject to their prior approval of the Registrar of Societies and upon approval of the Executive Council, the Society may establish a branch office locally for purposes of fund raising or operations and administration at a location as deemed fit by the Executive Council. The setting up procedure will be prescribed in the by-laws. The branch office shall be known as MERCY Malaysia state or region of the said branch office.
- 14.2 Subject to the prior approval of the Executive Council, the Society may establish a chapter at a nation location for purposes of fund raising or operations and administration at a location as deemed fit by the Executive Council of which the setting up procedure will be prescribed in the by-laws. The chapter shall be known as MERCY Malaysia state chapter.
- 14.3 Subject to the prior approval of the Executive Council, the Society may establish a liaison/representative office for purposes of fund raising or operations and administration at an international location as deemed fit by the Executive Council of which the setting up procedure will be prescribed in the by-laws. The liaison office shall be known as MERCY Malaysia country or region.

**ARTICLE 15:FINANCE AND BANKING**

- 15.1 The financial year shall begin on 1<sup>st</sup> January and ends on 31<sup>st</sup> December.
- 15.2 The Society shall maintain at least one (1) account with a bank and may maintain more than one (1) account with the same or any other bank or banks as decided by the Executive Council. All bank accounts of the Society shall be in the name of Society.
- 15.3 The Honorary Treasurer and the President or, in his/her absence, the Vice President shall operate the account(s) of the Society. Signatories will be the Treasurer and one of the other two mentioned above. These signatories are authorised and valid signatories for all bank accounts in the name of the Society, whether within Malaysia or outside Malaysia. However, the Executive Council reserves the right to authorise any other persons to be signatories to such other bank accounts as deemed necessary.

- 15.4 Operational funds to run the Secretariat and Delegated Authority Limits of expenditure are governed by the Treasury Policy and comes into effect upon approval by the Executive Council.
- 15.5 A minimum of fifty percent (50%) (or any other percentage as agreeable by the Director-General of the Inland Revenue Board) of all donations and incomes collected within the current year, must be spent towards achieving the Society's objectives, before the end of the following year.

#### **ARTICLE 16:TRUSTEES**

- 16.1 Upon nomination by the Executive Council, the Society shall appoint a minimum of five (5) trustees who are above 21 years of age at the Annual General Meeting. The trustees must not be members of the Society and must comply with the Inland Revenue Board Guidelines.
- 16.2 Any trustee may at any time by notice to the Executive Council resign from his/her position.
- 16.3 Any trustee who is or becomes an undischarged bankrupt or commits any offence involving fraud or dishonesty shall be automatically disqualified as a trustee.
- 16.4 In the event of a vacancy arising by death, resignation, disqualification or disability, the General Meeting shall have the power to fill the vacancy or replace the trustee.
- 16.5 Any trustee may at any time be removed from the appointment as trustee by the General Meeting by ordinary resolution without notice to such trustee and without giving any reason for such removal, and such trustee shall not be entitled to call the removal in question by any means, such removal being conclusive and binding on such trustee.
- 16.6 The trustees are empowered to ensure good governance of the Society including, but not limited to, matters pertaining to governance, financial health, audit and asset management of the Society. An appointed trustee will hold the position for a period of three (3) years.
- 16.7 At least fifty percent (50%) of the board of trustee must not be in any way related to any of the founders of the Society.

#### **ARTICLE 17:PATRON**

- 17.1 A Patron of the Society, subject to his/her consent, shall be a distinguished person as may be appointed by a resolution of a General Meeting.

#### **ARTICLE 18:AUDITING**

##### **18.1 External Auditor**

- 18.1.1 The Annual General Meeting shall approve the appointment of a firm of the Chartered Accountants and/or Certified Public Accountants to be the external auditor for the purpose of auditing the account of the Society for the ensuing year.

18.2 Internal Auditor

18.2.1 The Society shall elect at the Annual General Meeting amongst its members at least 2 persons to act as its Internal Auditors. Such persons shall not be members of the Executive Council. The Internal Auditors shall hold the position of three (3) years.

18.3 Audited Accounts

18.3.1 The Honorary Treasurer shall ensure that the audited accounts of the Society is ready in good time for the Annual General Meeting.

18.3.2 Upon the approval of the audited accounts of the society at the Annual General Meeting, a copy of the approved audited accounts shall be forwarded to the Inland Revenue Board.

**ARTICLE 19: INVESTMENT TOWARDS SELF-SUFFICIENCY**

19.1 The Society through the Board of Trustees has the power to own land, to apply for and acquire land, to lease charge and discharge land , erect and own buildings on land acquired.

19.2 The funds of the Society may be invested in any of the following manner as the Executive Council may decide from time to time.

19.2.1 By depositing with a bank or banks or any licensed finance companies which are subsidiaries of banks, by way of a Current Account and/or Fixed Deposit Account through which it normally operates.

19.2.2 By purchase and sale of bonds and/or other securities of the Government of Malaysia, or any other body/bodies, as approved by the Government or by purchase of immovable property in Malaysia.

19.3 The Society may let or sub-let, lease or sub-lease part or whole of any building, or other immovable property, which the society owns, rents or holds on a lease.

19.4 The Board of Trustees shall have vested in them all immovable property or whatsoever belonging to the Society and shall deal with it in such a manner as the Executive Council may direct.

19.5 The Society may appoint a permanent or an ad-hoc committee and together with the Members of the Executive Council in any appropriate approved manner raise funds towards the Society's self-sufficiency from time to time subject to Article 13 above.

19.6 The Society is allowed to utilize up to twenty-five (25%) of funds collected to the first day of the year of assessment to conduct business. Income generated from these activities must be channelled back into the Society's general funds and are conditioned to be utilized for activities which supports the objectives of the Society and/or used for any charitable activities which has been approved by the Director-General of the Inland Revenue Board.

19.7 The Society may utilize up to thirty percent (30%) of funds collected up to the first day of the financial year, to run the Secretariat.

## **ARTICLE 20:GENERAL MEETINGS**

The General Meetings of the Society shall be the Annual General Meeting and Extraordinary General Meeting.

### 20.1 Procedure of the Annual Meeting (AGM)

20.1.1 The AGM shall be held before 30<sup>th</sup> June each year.

20.1.2 Any member desirous of raising any matter at the AGM or of moving any Ordinary resolution or nominating anyone for the position at the Board of Appeal of the society shall give due notice thereof to the Honorary Secretary at least five (5) weeks before the date fixed of such meetings. The Honorary Secretary shall circulate such resolution at least fourteen (14) days before the AGM.

### 20.2 Chairperson of AGM

20.2.1 The President shall preside as Chairperson at every general meeting or if not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President I shall be the Chairperson and if there is no such Vice President I, the Vice President II, then the members present shall elect one of their member to be Chairperson of the meeting.

### 20.3 The ordinary business of the AGM shall be as follow:

20.3.1 To receive and if approved, to pass the Account for the year ended 31<sup>st</sup> December.

20.3.2 To elect the Executive Council for the next three (3) years, if the AGM is in the election year.

20.3.3 To elect auditors.

20.3.4 To transact any other business of which due notice shall have been given.

### 20.4 Notice of AGM

20.4.1 Not less than fourteen (14) days prior to the AGM, the Honorary Secretary shall send to all Members together with a final notice, an agenda including copies of minutes and reports, together with the audited accounts of the Society for the previous year. Copies of the documents will also be made available at the registered place of business of the Society for the perusal of Members.

20.4.2 An initial Announcement of the date of the AGM will be made two (2) months in advance of the AGM.

## 20.5 Quorum

20.5.1 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.

20.5.2 Save as herein otherwise provided, members present in person comprising not less than two (2) times the number of the Executive Council members or members present in person comprising at least fifty percent (50%) of the total members having the right to vote, whichever is the lesser shall form a quorum.

## 20.6 Postponement of Meetings

20.6.1 If within an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same place, time and day of the following week, or to such other day and such other time and place the Chairperson may determine and if at such postponed meeting a quorum is still not present within an hour of the time appointed for holding the meeting, the members present shall have the power to proceed with the business of the day but shall have no powers to amend the rules of the Society or make any decision affecting the whole membership.

## 20.7 Notice of Adjournment

20.7.1 The Chairperson may with the consent of any meeting at which the quorum is present, adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is necessarily adjourned for ten (10) days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20.7.2 No other business shall be transacted at an adjourned meeting other than the business, which might have been transacted at the meeting from which the adjournment took place.

## 20.8 Mode of Deciding Resolution

20.8.1 At all General Meetings, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll be demanded by the Chairperson or by at least five (5) members present in person and entitled to vote. A declaration by the Chairperson of the meeting that a resolution has been carried by a particular majority shall be conclusive and entry to that effect in the minutes of the meeting shall be conclusive evidence thereof without proof of the number of proportion of votes recorded in favour of, or against, such resolution.

## 20.9 Mode of Taking Poll

20.9.1 If a poll were demanded it should be taken at the meeting and in such manner as the Chairperson of the meeting shall direct; and the result of the poll shall be deemed to be the resolution of the meeting



at which the poll was taken.

20.10 Casting Vote

20.10.1 In the case of an equality of votes, either on a show of hands or by poll, the Chairperson of the meeting shall have a second and casting vote.

20.11 Proxies not Admitted

20.11.1 Votes may only be given by delegated present and voting. No members shall act by proxy.

20.12 Notice of Motion

20.12.1 Notice of motion of general business to be discussed at General Meetings, other than the AGM, shall be given to the Honorary Secretary at least fourteen (14) days before the date of the meeting.

20.13 Proceedings of the General Meeting

20.13.1 A record of proceedings of General Meetings shall be made and copies circulated to Executive Council members and delegates.

20.14 Extraordinary General Meeting

20.14.1 An Extraordinary General Meeting shall be convened:

20.14.1.1 By the Executive Council whenever it is deemed necessary or desirable

20.14.1.2 At the request in writing of not fewer fifteen (15) Life and/or Ordinary members of the Society, stating the objects and purpose for such a meeting including proposed amendments to the Constitution.

20.14.1.3 The Honorary Secretary shall give fourteen (14) days notice and such notice shall state the reasons for the meeting and full text of any proposed resolutions.

20.14.1.4 The general nature of such business shall be given to all delegates entitled to attend the Extraordinary General Meeting. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any member, shall not invalidate any resolution passed, or proceeding had, at any meeting.

20.14.1.5 If within twenty-one (21) days of receipt of such requisition the Executive Council does not proceed to call a meeting, the requisitionists may themselves convene the meeting.

20.14.1.6 Members present in person comprising not less than two (2) times the number of the Executive Council members or members present in person comprising at

least fifty percent (50%) of the total members having the right to vote, whichever is the lesser shall form a quorum.

20.14.1.7 If within an hour from the time appointed for the holding of the Extraordinary General Meeting a quorum is not present, the meeting, if convened on the requisition of the members, 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 of the cancelled meeting. In any other case, it shall stand adjourned to the same place, time and day of the following week or at such other places as the Chairperson shall appoint and, if at such postponed meeting, a quorum is still not present within an hour of the time appointed for holding the meeting, the members present shall have powers to proceed with the business of the day but shall have no power to amend the rules of the society or to make any decisions affecting the whole membership.

## **ARTICLE 21:AMENDMENTS TO THE CONSTITUTION**

- 21.1 This Constitution may be wholly or in part repealed, replaced, substituted or otherwise amended at a General Meeting.
- 21.2 Any proposal under this article shall be given in writing and shall be deemed to be a proposal for an Extraordinary resolution at the Annual General Meeting, and notice of such proposal shall be given by the Honorary Secretary to all members and Executive Council Members at least one week before the Annual General Meeting at which such a proposal is to be considered, and voting thereon shall be by secret ballot only.
- 21.3 No such proposal shall be deemed to have been passed unless it is carried by a majority of at least two thirds (2/3) of the votes cast.
- 21.4 The amendments to the constitution approved in the General Meeting shall be sent to the Registrar of Societies within sixty (60) days of the General Meeting and the amendment shall take effect from the date of approved by the Registrar of Societies.

## **ARTICLE 22:BY- LAWS**

- 22.1 The Executive Council may make, amend or repeal such by-laws as it may fit for the following purposes:
- 22.1.1 to prescribe the procedure of the Executive Council;
- 22.1.2 to regulate the admission of Members and Volunteers;
- 22.1.3 to regulate the control of all Members and Volunteers using the Society and for the withdrawal from them of all or any of the privileges, amenities or facilities of the Society either temporarily or permanently;
- 22.1.4 to prescribe upon members using the Societies liability for damage done, late fees and fines for breaches of the rules and by-laws of the

Society;

- 22.1.5 to regulate the conduct and management of fund raising activities and other activities promoted by the Society;
  - 22.1.6 to regulate the use of the Society's premises and grounds;
  - 22.1.7 to regulate the setting up and management of any State Chapters or Liaison Offices of the Society in any part of Malaysia;
  - 22.1.8 to regulate the setting up and the management of Representative Offices, Liaison Offices or Branch Offices of the Society outside Malaysia.
  - 22.1.9 to prescribe upon participation of non-citizen in order to create a status for the same as a citizen volunteer;
  - 22.1.10 to regulate on any matter conducive to the welfare and conduct of the members of the Society and for the proper management of the Society, provided always that such by-laws shall not be inconsistent with these rules.
- 22.2 Upon making, amending or repealing such by-laws will be circulated, tabled and approved by a majority of two thirds (2/3) of the Executive Council.
- 22.3 The Honorary Secretary shall post a copy of the by-laws to all members within 60 days, or such amendment or alteration or repeal thereof made by the Executive Council as aforesaid, which shall become binding upon all members and all other persons acting in the name of the Society.
- 22.4 The making, amending or repealing of such by-laws shall not in any way contradict any other provisions in the Constitution.

## **ARTICLE 23: INTERPRETATION OF RULES AND BY- LAWS**

- 23.1 The Executive Council shall be the sole authority for the interpretation of the Rules and by-laws made hereunder or for the time being in force and as to the decision on any question of fact arising there from.
- 23.2 In the event of any question or matter arising not provided for in these rules or by-laws the Executive Council shall have the power to decide thereon and their decision shall be final and binding on all members and other persons acting in the name of the Society but such decisions of the Executive Council shall receive ratification by a General Meeting as soon as may be convenient.
- 23.3 These rules shall be printed and copies shall be made available to all Members on application to the Honorary Secretary in addition to being supplied to all Members and all newly elected Members of the Society.
- 23.4 Every Member of the Society shall be bound by the rules and by-laws and shall be deemed to have full notice thereof whether or not he/she has received a copy thereof.
- 23.5 A certified copy of the rules and by-laws shall be kept available in the Society's Secretariat for inspection by Members of the Society.

**ARTICLE 24:PROHIBITIONS**

- 24.1 The Society shall not engage in any political activity.
- 24.2 The Society shall not indulge in any form of gambling activity.
- 24.3 The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office-bearers, Executive Committee or Members.
- 24.4 Any other activity that is detrimental to the Society is prohibited.

**ARTICLE 25:DISSOLUTION**

- 25.1 The Society maybe voluntarily dissolved by a resolution of not less than three-fifth of the total voting membership.
  - 25.1.1 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and remaining funds shall be donated to the government or other similar organization as decided upon by a General Meeting and approved by the Director-General of the Inland Revenue Board.
  - 25.1.2 Notice of dissolution shall be forwarded to the Registrar of Societies and the Director-General of the Inland Revenue Board within fourteen (14) days of its dissolution.

**ARTICLE 26:EMBLEM**

- 26.1 The logo depicted below will be used as the official logo of the Society.



- 26.2 The logo of the Society shall be that of the word “MERCY Malaysia” which is the official acronym of the Society. The red hibiscus, which is the national flower of Malaysia, reflects the courage of Malaysian citizens who are members of the Society in carrying out relief work. The blue colour symbolizes professionalism of the Members in performing the activities of the Society. The word “MALAYSIA” reflects the country of origin of the Society.



Dato' Dr. Ahmad Faizal Mohd. Perdaus

President

Date : 20<sup>th</sup> July 2016



Raja Datin Riza Shazmin Raja Badrul Shah

Honorary Secretary

Date : 20<sup>th</sup> July 2016