



PIKOM

PERSATUAN INDUSTRI KOMPUTER DAN MULTIMEDIA MALAYSIA
THE NATIONAL ICT ASSOCIATION OF MALAYSIA

RULES BOOK

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**RULES
OF
PERSATUAN INDUSTRI KOMPUTER DAN MULTIMEDIA MALAYSIA**
(Association of the Computer And Multimedia Industry of Malaysia) (PIKOM)

**PART I
GENERAL**

1. NAME AND PLACE OF BUSINESS

- (a) This Association shall be known as “Persatuan Industri Komputer Dan Multimedia Malaysia” (PIKOM) (Association of the Computer And Multimedia Industry of Malaysia), hereinafter referred to as “the Association”. *Name*
- (b) The registered address of the Association is at E1, Empire Damansara, No. 2, Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor or at such other place as may from time to time be decided by the Council. *Place of Business*
- (c) The postal address of the Association is at E1, Empire Damansara, No. 2, Jalan PJU 8/8A, Damansara Perdana, 47820 Petaling Jaya, Selangor.
- (d) The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

2. LOGO

- (a) The logo of the Association is the word "PIKOM" in right slant with a central horizontal dashed line across the word and a crosshair within the alphabet "O" as shown below. The colour of the logo is cyan. *Logo of Association*



3. AIMS AND OBJECTS

- (a) The objects for which the Association is established are: *Object*
- (i) To marshal and assist with the development of resources and manpower skills necessary and essential to a sound and healthy Information and Communications Technology trade and industry in Malaysia (hereinafter referred to as “the industry”) in the interests of Malaysia and her economy.
- (ii) To promote, encourage, foster, develop, coordinate and protect the interests of any legally constituted body corporate, association (whether incorporated or not), institution or firm engaged in the business of manufacturing, developing and providing products and services which are concerned with the selection, use, performance, operation, or efficiency of computing, data conversion, information systems, electronic commerce, communications and multimedia products and services being the interests

therein represented by the Members of the Association and to promote research connected therewith.

- (iii) To act as the advisory consultative and coordinating body for the industry.
- (iv) To provide a negotiating body and to represent the industry on all matters concerning it and in discussions with the Government of Malaysia and the instrumentalities thereof.
- (v) To formulate, maintain and publish codes of conduct to be observed by the industry and to promote and encourage high standards of conduct, service and performance throughout the industry and to develop the confidence and respect of the public.
- (vi) To be aware of proposed Malaysian or overseas legislation which may in any way be connected with, related to or affect the industry, to inform the Members of such proposed legislation, the effects of such legislation and any actions on the part of the Members that may be advisable or called for should such legislation come into effect.
- (vii) To promote interest in the use of information and communications technology through education, the press, general literature, exhibitions, competitions, public lectures and such other means as may appear to be advantageous to the industry and to the public.
- (viii) To afford its Members an opportunity for inter-changing opinions and discussing matters affecting the industry.
- (ix) With prior approval of the relevant authorities concerned, to prepare, edit, print, publish, issue, acquire and circulate trade journals, directories, books, papers, periodicals, gazettes, circulars and other literary under takings treating of or bearing upon the business of the industry or any other business considered by the Association to be allied thereto and to form libraries, statistics and other data or information relating to the industry or such business.
- (x) In furtherance of the objects of the Association, to establish and maintain relations and/or affiliations with bodies of other industries whether they have objects similar to the Association or not.
- (xi) To collect, compile and distribute amongst the Members, information and data which will be of assistance in carrying out the objects of the Association.
- (xii) To raise from Members (a) funds as may be necessary with prior approval of a resolution of a General Meeting, and (b) to apply all moneys received from the subscriptions of Members of the Association or from any source whatsoever to the expenses of management or to such purposes as the Council of the Association may from time to time determine to be calculated to promote the objects of the Association.
- (xiii) To purchase, take, lease or in exchange, hire or otherwise acquire any real or personal, movable or immovable property of any kind and any shareholdings, rights or privileges and enter into any joint-ventures which

the Association may think necessary or convenient for the promotion of any of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

- (xiv) To sell, improve, manage, mortgage, develop, exchange, lease, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property or rights of the Association as may be thought expedient with a view to the promotion of its objects.
- (xv) To give any guarantee that may be necessary for the payment of money or the performance of any obligation connected with or arising out of the activities of the Association whether of a pecuniary nature or not, to carry out any obligations or discharge any obligations.
- (xvi) To enter into any arrangements with any Governments or Authorities (federal, state, municipal, local, statutory or otherwise) or any corporations, chambers of commerce, trade associations, professional bodies, companies or persons that may seem conducive to the objects of the Association or any of them, and to obtain from any of the foregoing, any charters, contracts, decrees, rights, privileges and concessions which the Association may think desirable and to carry out, exercise and comply with any such charges, contracts, decrees, rights, privileges and concessions.
- (xvii) To remunerate any person, firm or company rendering services to the Association whether by cash payment or otherwise.
- (xviii) To apply the funds of the Association in payment of all expenses properly incurred relating to the formation and the raising of money for the Association and in satisfaction of expenses, debts, and liabilities which may properly be incurred in the course of or incidental to the carrying out of all or any of the objects of the Association.
- (xix) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any company, association, society, institution, firm, partnership or other body of persons established in Malaysia having objects in whole or in part similar to those of the Association in respect of matters within the objects of the Association or the establishment or promotion of which may be beneficial to the Association.

Provided that no subscription shall be paid to any such body or association out of the funds of the Association except where it is bona fide in furtherance of the objects of the Association and provided that none of the income and property of the Association shall be paid to any body, or association which does not prohibit the payment of its income or property by way of profit to its members, except where resolved otherwise at a duly convened Council Meeting by no less than two thirds of the total membership of the Council.

- (xx) To undertake and execute any trusts which may be lawfully undertaken by the Association.
- (xxi) To indemnify any officer or employee of the Association in respect of any action taken or to be taken or any liability incurred or to be incurred by such officer or employee in any manner which the Association in a General Meeting may consider would be in furtherance of the objects and policy of the Association.
- (xxii) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Association or the dependants of such persons and to establish, support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects.
- (xxiii) To encourage the settlement of disputes between members of the industry, their clients or members of the public in general by way of alternative dispute resolution and to appoint a sub-committee of arbitrators, mediators and umpires in such cases as may seem expedient, subject to the consent of the parties concerned being obtained.
- (xxiv) To set up, establish, promote or assist in setting up, establishing or promoting; or to subscribe to, or become a member of or participate in, any company, association, society, institution, firm, partnership or other body of persons established in Malaysia, whose main object is the promotion, endorsement or support of charitable and corporate social responsibility initiatives, whether Information and Communications Technology (ICT) related or otherwise, and to provide contributions, whether monetary or otherwise, in support of the said object provided that no such subscription or monetary contributions shall be paid to any company or association out of the funds of the Association except where it is bona fide in furtherance of the said object and provided that none of the income and property of the Association shall be paid to any body or association which does not prohibit the payment of its income or property by way of profit to its members.

4. ORGANISATION

- (a) The supreme authority of the Association shall be vested in the Association in General Meetings except where otherwise provided for in the Rules. *Organisation*
- (b) The management of the Association shall be vested in the Council and the instrumentalities thereof.

PART II MEMBERSHIP

5. MEMBERSHIP

Membership

(a) The Council shall at its discretion admit to membership any company, firm, organisation or other body, as well as individuals, in accordance with the provisions hereinafter contained.

(b) The number of Members which the Association proposes to have to be registered shall be of no limit but the Council may from time to time register a limit to the number of Members.

*Number of
Members*

(c) There shall be (5) classes of membership, namely:-

*Classes of
Membership*

- i) Ordinary Membership;
- ii) Affiliate Membership;
- iii) Associate Membership;
- iv) Overseas Membership; and
- v) Individual Membership.

(d) Ordinary Membership:-

*Ordinary
Membership*

(i) Ordinary membership is open to:

- (1) information technology and communications hardware, software and services providers;
- (2) network facilities and services providers;
- (3) application and content service providers;
- (4) multimedia and online content developers, aggregators and distributors; and
- (5) such other eligible entities which are directly involved in the industry, as may be determined by the Council from time to time

(ii) Ordinary Membership shall be open only to entities of the following types:

*Eligible
Entities*

- (1) A company, firm or organisation established or incorporated under the laws of Malaysia which has been engaged in the activities by which it is eligible for Ordinary Membership under Rule 5(d)(i) hereof (hereinafter called the "Ordinary Membership test") in Malaysia.
- (2) A foreign company or firm registered in Malaysia under the Companies Act which, either in its country of incorporation or in Malaysia, has satisfied the Ordinary Membership test.

(e) Affiliate Membership:-

*Affiliate
Membership*

(i) Affiliate Membership shall be open to any company, firm or organisation established or incorporated under the laws of Malaysia which fulfils the Ordinary Membership test.

*Eligible
Entities*

(ii) Affiliate Members shall be admitted in the same manner as Ordinary Members.

Admission

(iii) Affiliate Members shall enjoy all privileges of Ordinary Members except that: *Privileges*

(1) they may not vote or stand for election for any position at any General Meeting; and

(2) they will not be eligible to participate in PIKOM events at the discounted and/or subsidised rate available to Ordinary and Associate Members as specified by the Council from time to time.

(iv) Provided always that Affiliate Members when they satisfy Rule 5(d) hereof may apply to be Ordinary Members by paying the entrance and annual fees prevailing less the amount paid by them as entrance and annual fees on being admitted as Affiliate Members.

(f) Associate Membership:- *Associate Membership*

(i) Associate Membership shall be open to any company, firm or organisation established or incorporated under the laws of Malaysia which does not qualify to be an Ordinary Member under Rule 5(d) hereof. *Eligibility*

(ii) Associate Members shall be admitted in the same manner as Ordinary Members. *Admission*

(iii) Associate Members shall enjoy all privileges of Ordinary Members except that they may not vote or stand for election for any position at any General Meeting. *Privileges*

(iv) Provided always that Associate Members when they satisfy Rule 5(d) hereof may apply to be Ordinary Members by paying the entrance fees prevailing less the amount paid by them as entrance fees on being admitted as Associate Members.

(g) Overseas Membership:- *Overseas Membership*

(i) Overseas Membership shall be open to any foreign company, firm or organisation lawfully established or incorporated under the laws of a country other than Malaysia. *Eligibility*

(ii) Overseas Members shall be admitted in the same manner as Ordinary Members. *Admission*

(iii) Overseas Members shall enjoy all privileges of Ordinary Members except that they may not vote or stand for election for any position at any General Meeting. *Privileges*

(iv) Provided always that Overseas Members when they satisfy Rule 5(d), (e) or (f) hereof, may apply to be Ordinary, Affiliate or Associate Members (as applicable) by paying the applicable entrance fees prevailing less the amount paid by them as entrance fees on being admitted as Overseas Members.

- (h) Individual Membership:-
- i) Individual Membership shall be open to any individual residing in Malaysia above the age of eighteen (18) and subject to minimum qualification criteria as specified by the Council.
 - ii) Individual Members shall be admitted in the same manner as Ordinary Members.
 - iii) Individual Members shall enjoy all privileges of Ordinary Members except that:
 - (1) they may not attend any General Meeting;
 - (2) they may not vote or stand for election at any General Meeting;
 - (3) they may not inspect the accounts of the Association;
 - (4) they may not be entitled to such privileges of the Association as determined by the Council from time to time.

6. ADMISSION AS MEMBERS

- (a) Subject to the provisions of these rules, the Council may from time to time determine the terms and conditions on which any company, firm, organisation or other body, as well as individuals, shall be admitted to membership as an Ordinary Member, Affiliate Member, Associate Member, Overseas Member or an Individual Member. *Admission as Members*
- (b) An application for membership shall be in the form and manner prescribed by the Council from time to time, and every applicant in making an application shall undertake to be bound by the Rules and by-laws of the Association for the time being in force in the event their application is successful. An application for membership shall be accompanied by evidence as to eligibility of membership. *Application for Membership*
- (c) Each application for admission shall come before a Council Meeting and shall be subject to the approval of a majority of the Councillors present and voting at the Council Meeting in question. *Approval by Council*
- (d) A rejected applicant may reapply for admission in accordance with Rule 6(b) after a lapse of not less than one (1) year from the date of rejection. *Reapplication for Membership*
- (e) Names of approved applicants shall be circulated to the membership after each Council Meeting and after two (2) weeks of such circulation the applicant will be deemed eligible for membership provided that there are no objections from one (1) or more of the Members. In the event of objections being raised the decision on whether to admit the applicant to membership of the Association will rest with the Council. *Approval of Membership*
- (f) Every applicant deemed eligible for membership shall thereafter be notified in writing and shall thereafter confirm their acceptance of membership in the form and manner as prescribed by the Council from time to time. *Confirmation of Membership*

7. ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

- (a) The entrance fee and annual subscription shall be such sums and payable in such mode and at such times as the Council may from time to time prescribe but until otherwise prescribed the entrance fee and annual subscription shall be as set out below :

*Entrance fee
and
Subscription*

CATEGORY	ENTRANCE FEE	ANNUAL SUBSCRIPTION
Ordinary Member	RM1,000	RM1,000
Affiliate Member	RM200	RM200
Associate Member	RM500	RM500
Overseas Member	RM2,000	RM2,000
Individual Member	RM100	RM100

- (b) The entrance fee and the first annual subscription are payable within four (4) weeks of approval for admission to membership, in default of which the approval of the applicant's membership may be withdrawn by order of the Council.
- (c) Annual subscriptions shall otherwise be due and payable on a date to be prescribed by the Council.
- (d) The Council may in addition submit for approval of the Members at a General Meeting a special levy from Members for a special purpose in furtherance of the object(s) of the Association.
- (e) The Council may prescribe additional entrance and subscription fees for membership in such Chapters as may be established by the Council from time to time. Chapter entrance and/or subscriptions fees, as applicable, shall be due and payable together with the payment for annual subscriptions.

*Payment
upon
Admission*

*Annual
Subscriptions*

Levy

Chapter fees

8. RIGHTS AND DUTIES OF MEMBERS

- (a) Ordinary, Affiliate, Associate and Overseas Members of the Association shall be entitled to attend all General Meetings of the Association and to receive the notices of such meetings. All Members shall be entitled to receive all other notifications and circulars concerning the affairs of the Association.
- (b) Every Ordinary, Affiliate, Associate and Overseas Member shall promptly notify the Association of the registered and/or business address of such Member and of the particulars of the members of their Board of Directors, Managing/Executive Committee or such other governing body as the case may be. Every Individual Member shall promptly notify the Association of his or her postal address, email address and such other relevant particulars as may be required by the Council.

*Members'
entitlement*

- (c) It shall be the absolute duty of each Member upon first becoming a Member to notify the Association of all particulars required to enable the Secretary to complete the Register referred to in Rule 18 hereof and to notify the Association promptly of any changes in the particulars contained therein. The Association shall be entitled to assume and each Member shall be estopped completely from denying the truth of all statements contained and entered in the Register in accordance with the information from time to time supplied to the Association by the Member in question. However, should the Association at any time have reason to believe or to suspect that any of the information contained in the Register concerning any Member may in any way be inaccurate it shall have the right to cause such enquiries to be made as it shall think fit. Such enquiries shall be made by the Council or any sub-committee appointed by it. *Notification of Changes in Particulars*
- (d) Every Ordinary Member, Affiliate Member, Associate Member and Overseas Member of the Association shall be entitled at all reasonable times during business hours to inspect the accounts of the Association. *Inspection of Accounts*

9. REPRESENTATIVES

- (a) Any Ordinary, Affiliate, Associate or Overseas Member which is a company may either by resolution of its directors or other governing body or alternatively in writing by a Director of the Company or Chief Executive Officer, but the latter always being subject to the by-laws of the Association, authorise a senior member of the management of the Member as its nominated Representative at any meeting of the Association for any period of time, and the person so authorised shall be entitled to exercise the same powers on behalf of the company he represents as that company could have exercised if it were an individual person who was a Member of the Association. *Appointment of Representative by company*
- (b) Any Ordinary, Affiliate, Associate or Overseas Member which is a firm or organisation may appoint in writing, subject to the by-laws of the Association, a senior member of the management of the Member as its nominated Representative at any meeting of the Association for any period of time, and the person so appointed shall be authorised to exercise the same power on behalf of the body he represents as that body could have exercised if it were an individual person who was a Member of the Association. *Appointment of Representative by others*
- (c) The names, descriptions and office addresses of all such Representatives appointed under Rule 9 herein shall be recorded in the Register of Members. *Record of Representatives*
- (d) An individual shall not be appointed as a nominated Representative of more than one (1) Member.

10. CESSATION OF MEMBERSHIP

- (a) A Member shall cease to be a Member in any of the following events :
- (i) A Member gives one (1) months' notice in writing to the Secretary but the Council may in its absolute discretion resolve to accept the resignation of a Member notwithstanding that one (1) months' notice has not been given, or *Resignation*
 - (ii) If being an Ordinary or Affiliate Member, it no longer satisfies the criteria for Ordinary Membership as set out in Rule 5(d) hereof, or *On non-satisfaction of Ordinary Member criteria*
 - (iii) If being a company, it is ordered to be wound up under an order of any court, or resolves by a special resolution to wind up. *On Winding up*
 - (iv) Provided that where a company being a Member ("the original Member") winds up or dissolves for the purposes of an amalgamation or reconstruction, and it is reincorporated in the same or substantially the same form of business as that of the original Member so that such reincorporated company would be entitled to membership of the Association, then the reincorporated company shall be substituted for the original Member and shall accede in all respect to the prevailing Rules and by-laws of the Association as if it had been the original Member. *Membership where reincorporated*
 - (v) In respect of a firm or organisation: *Cessation of membership of Firm or Organisation*
 - (1) should a bankruptcy petition be filed against any of its principals, or
 - (2) should it compound with its creditors, or
 - (3) should it dissolve or give notice of dissolution.
 - (vi) Provided that where a firm or organisation being a Member ("the original Member"), dissolves for the purposes of reconstruction or reorganisation and following such reconstruction or reorganisation a new firm or organisation ("the new body") is constituted and it carries on the same or substantially the same business and name as that of the original Member so that such new body would be entitled to membership of the Association, then the new body shall be substituted for the original body and shall accede in all respects to the prevailing Rules and by-laws of the Association as if it had been the original Member. *Membership where reorganised*
 - (vii) If in the opinion of the Council, an Ordinary Member, Affiliate Member, Associate Member or an Overseas Member has refused or neglected to comply with the provisions of any prevailing Rules and/or by-laws of the Association, the Council may submit the question of expulsion to a General Meeting. At such General Meeting, the Member concerned shall be allowed to offer an explanation of its conduct verbally or in writing, *On non-compliance with Rules and by-laws*

and if thereupon two thirds of the Members voting present in person or by proxy shall vote for the expulsion of the said Member from the membership of the Association, it shall thereupon cease to be a Member; provided that the voting at such General Meeting shall be by ballot if not less than three (3) Members present thereat and entitled to vote shall so demand.

If in the opinion of the Council, an Individual Member has refused or neglected to comply with the provisions of any prevailing Rules and/or by-laws of the Association, the Council shall have the power to table and vote on the expulsion of the said Individual Member at a Council Meeting, upon having provided the Individual Member the opportunity to explain his/her conduct verbally or in writing. If a simple majority of the Councillors present at the Council Meeting vote for the expulsion of the said Individual Member from the membership of the Association, he/she shall thereupon cease to be an Individual Member.

- (viii) A Member fails to pay to the Association the subscription or levy payable by the Member within ninety (90) days after the due date of such payment, such Member shall thereupon be automatically suspended from membership provided that the Council may in its discretion extend the said period of ninety (90) days. The Member will be advised of such suspension whereupon should the Member fail to pay in full all subscriptions and/or levies outstanding within thirty (30) days of receipt of such advice the Member shall cease to be a Member but may be reinstated to membership by the Council in its absolute discretion and upon such terms and conditions at the Council sees fit.

*On
non-payment*

PART III MEETINGS & VOTING

11. GENERAL MEETINGS

- (a) The Association shall hold an Annual General Meeting every calendar year at such time and place as may be determined by the Council, and shall make the Annual General Meeting known through notification to all relevant and entitled persons to attend such Annual General Meetings whether voting or not, provided that every Annual General Meeting except the first shall be held within fourteen (14) months after the holding of the last preceding Annual General Meeting.
- (b) All General Meetings, other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (c) An Extraordinary General Meeting shall be convened by the Council:-
- (i) whenever the Council deems it convenient or fit ; or
 - (ii) within thirty (30) days of being requested in writing by twenty (20) or more Members having the right to attend and vote.

*Annual General
Meeting*

*Extraordinary
General Meeting*

- (d) A minimum of twenty-one (21) days notice in writing shall be given of every Annual General Meeting and of every General Meeting convened to pass a special resolution. *Notice of AGM*
- (e) A minimum of fourteen (14) days notice in writing shall be given of every other General Meeting (exclusive in every case of both the day it is served or deemed to be served and of the day for which it is given). *Notice of EGM*
- (f) Such notice(s) shall specify the location, the day and the hour of the General Meeting. In the case of an Annual General Meeting, the notice shall stipulate the closing date for the acceptance of nominations for the election of the Chairman, Deputy Chairman, Secretary and Treasurer and a copy of the audited annual accounts of the previous year shall be attached. In the case of special business, the general nature of that business, shall be given to such persons (including the Auditors and Trustees) as under these Rules are entitled to receive such notices from the Association. In the case of General Meetings other than the Annual General Meeting, with the consent of all Members having the right to attend and vote thereat, or of such proportion of them as is prescribed hereof, a General Meeting may be convened by such notice as those Members think fit. *Details of Notice*
- (g) The non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any General Meeting. *Non-Receipt of Notice*
- (h) Where it is considered by the Council that it is desirable to give a prompt decision on any point which should ordinarily be determined at a General Meeting, the Chairman shall send a written notice of the same to each Member entitled to vote stating a date by which the Member's decision or vote on the point must be received by the Chairman. *Decisions outside a General Meeting*
- (i) The said date shall allow reasonable and sufficient time in all circumstances for the Members to respond. The Members can communicate by written notice.
- (ii) If there is a decision on the point by at least two thirds of the Members voting, then such decision shall be binding as if reached in a General Meeting of the Association duly convened and held.

12. PROCEEDINGS AT GENERAL MEETINGS

- (a) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the receipts and payments and balance sheet, and the reports of the Council and of the Auditor, the election of the Councillors in place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditor. *Proceedings at General Meeting*

- (b) No business shall be transacted at any General Meeting unless a quorum is present when the General Meeting proceeds to business. Save as hereinafter provided, twice the number of elected Councillors or one half of the Ordinary Membership, whichever is lesser, present in person or by their duly appointed Representatives and entitled to vote shall be a quorum. *Quorum*
- (c) If within half an hour from the time appointed for the holding of the General Meeting a quorum is not present, the General Meeting shall stand adjourned for twenty one (21) days, at the same place and time, or at such other place and time as the Council may determine, and if at such adjourned General Meeting a quorum is not present within half an hour from the time appointed for the holding of the adjourned General Meeting, the Ordinary Members present shall be a quorum. A new notice shall be served within one (1) week of the initial adjourned General Meeting. *Adjournment without Quorum*
- (d) The Chairman of the Council, or in the event of his absence, the Deputy Chairman shall preside as Chairman at every General Meeting or if at such General Meeting none of them shall be present within fifteen (15) minutes after the time appointed for the holding of the same, or shall be unwilling to preside, or if no such Councillor shall be present, or if all the Councillors present decline to take the Chair, they shall choose some other Ordinary Member present to preside. *Chairman of General Meeting*
- (e) The Chairman may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn the General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business which might have been transacted at the General Meeting at which the adjournment took place. Whenever a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting shall be given in the same manner as of an original General Meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted to an adjourned General Meeting. *Adjournment with Quorum*
- (f) At any General Meeting a resolution put to the vote of the General Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three (3) Members voting. Unless a poll is so demanded, a declaration by the Chairman of the General Meeting:- *Passing of Resolution*
- (i) that a resolution has been carried; or
 - (ii) carried unanimously; or
 - (iii) by a particular majority; or
 - (iv) lost; or
 - (v) not carried by a particular majority,

and an entry to that effect in the minute book of the Association, shall be conclusive of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

- (g) Subject to the provisions of Rule 12(j), if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the Chairman of the General Meeting shall direct and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. *Demand for a Poll*
- (h) No poll shall be demanded on the election of the Chairman of a General Meeting, or on any question of adjournment. *No Poll*
- (i) In the case of an equality of votes, the Chairman of the General Meeting shall be entitled to a second or casting vote. *Equality of Votes*
- (j) The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded. *Continuation of Meeting where Poll Requested*
- (k) A resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held. *Written resolution by all Members*
- (l) All questions as to procedure at or in connection with any General Meeting for which no provision is made in these Rules shall be decided by the Chairman of such General Meeting. *Questions as to procedure*

13. VOTES OF MEMBERS

- (a) Subject as hereinafter expressly provided, every Ordinary Member shall have one (1) vote which must be exercised by its Representative or by proxy. *Votes of Members*
- (b) Save as hereinafter expressly provided, no Ordinary Member other than an Ordinary Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of its membership, shall be entitled to vote on any question at any General Meeting. *Entitlement to Vote*
- (c) On a poll, votes may be given either by an Ordinary Member's duly appointed Representative or by proxy. *Voting on Poll*
- (d) The Representative of an Ordinary Member shall have the power to appoint another person being one of that Ordinary Member's officers to represent the Ordinary Member in its stead and to vote on its behalf at any General Meeting or adjournment thereof, provided the Representative gives authority *Vote by Representative*

in writing to such substitute representative. Unless inconsistent with the context, the term “Representative” where herein used shall include a substitute representative so appointed. The presence of the Representative at any General Meeting in respect of which a substitute representative has been appointed, shall automatically render the appointment of the substitute representative as invalidated.

- (e) Any Ordinary Member having no Representative in the place at which a General Meeting of the Association is held may vote by proxy at such General Meeting. The instrument appointing a proxy shall be in writing under the hand of a duly authorised officer. A proxy must be an officer of an Ordinary Member. The officers of an Ordinary Member cannot cumulatively among themselves be proxies for more than two (2) Ordinary Members for any one General Meeting.

Voting by Proxy

- (f) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of authority shall be deposited at the registered office of the Association not less than seven (7) days before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The presence of either the Representative or a substitute representative of a Member at any General Meeting in respect of which the said Member has deposited an instrument of proxy at the registered office of the Association in accordance with the provisions of these Rules shall automatically invalidate the said instrument of proxy and terminate the appointment of the proxy.

Instrument of Proxy

- (g) An instrument appointing a proxy may be substantially in the following form, or any other form which the Council shall approve from time to time whether in the by-laws or otherwise.

Form of Proxy

We, *(insert name of member company, firm, organisation, etc.)* of *(insert member's address)* being an Ordinary Member of Persatuan Industri Komputer Dan Multimedia Malaysia (“the Association”) hereby appoint *(insert name of proxy)* of *(insert name of proxy's member company, firm, organisation, etc.)* or failing him, *(insert name of alternative proxy)* of *(insert name of alternative proxy's member company, firm, organisation, etc.)* as our proxy to vote for us on our behalf at the Annual/Extraordinary General Meeting of the Association to be held on the *(insert date of day of Annual/Extraordinary General Meeting)* and at any adjournment thereof.

Signed this _____ day of _____, _____

- (h) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Authority Conferred by Proxy

PART IV THE COUNCIL

14. THE COUNCIL

Eligibility

- (a) Only an individual who is the Representative of an Ordinary Member shall be eligible to hold office as an elected Councillor.
- (b) Unless otherwise determined by a General Meeting, the Council shall consist of not more than nineteen (19) Councillors, five (5) of which shall be office bearers holding the posts of:-

*Membership of
the Council*

- (i) Chairman,
- (ii) Deputy Chairman,
- (iii) Secretary,
- (iv) Treasurer and
- (v) Immediate Past Chairman.

- (c) The General Meeting shall, subject to the eligibility requirements stipulated in Rule 14(cc), elect by majority vote from among the Ordinary Members four (4) Councillors being the Chairman, Deputy Chairman, Secretary and Treasurer. The Chairman, Deputy Chairman, Secretary and Treasurer shall hold office for one (1) term of office and all shall be eligible for re-election for another one (1) term of office and none of them shall receive any salary or remuneration. Provided that no elected office bearer can hold the same office for more than two (2) consecutive terms of office, a former office bearer may be elected again to the same office.

Office-Bearers

- (cc) Representatives of Ordinary Members are eligible to be elected as office bearers subject to their meeting the following eligibility requirements:
 - i) having previously served as an elected Councillor for no less than two (2) terms of office, for the post of Chairman;
 - ii) having previously served as an elected Councillor for no less than one (1) term of office, for the post of Deputy Chairman;
 - iii) having previously served as an elected Councillor for no less than one (1) term of office, for the post of Secretary; and
 - iv) having previously served as an elected Councillor for no less than one (1) term of office, for the post of Treasurer.

- (ccc) The nominations for the posts of Chairman, Deputy Chairman, Secretary and Treasurer shall be made no later than seven (7) days before the date fixed for the Annual General Meeting (exclusive in every case of both the day it is served or deemed to be served and of the day for which it is given). The nominations shall be made in the form duly stipulated by the Council from time to time, whether in the by-laws or otherwise. Where there are no nominations made for the posts of Chairman, Deputy Chairman, Secretary or Treasurer within the period allocated herein, nominations for the post(s) so affected may be made at the Annual General Meeting itself.

- (d) The Immediate Past Chairman shall act as a full Councillor with all the rights and obligations of a Councillor. This post shall be filled by the Chairman of the outgoing Council for one (1) term of office. Provided that the Chairman of the outgoing Council is elected for a consecutive term, in any capacity in the incoming Council, the post of Immediate Past Chairman shall remain vacant until the term of office of the incoming Council expires. *Immediate Past Chairman*
- (e) The Council shall at all times consist of eight (8) Councillors elected from among the Ordinary Members by majority vote. The General Meeting shall (after having elected the office bearers): *Elected Councillors*
- (i) at the Annual General Meeting in 2005 elect by majority vote from among the Ordinary Members eight (8) Councillors, the four (4) highest polling of whom shall hold office for two (2) terms of office (retiring in 2007) and the four (4) lowest polling of whom shall hold office for one (1) term of office (retiring in 2006), all of whom shall be eligible for reelection; and
- (ii) at every Annual General Meeting commencing 2006 elect by majority vote from among the Ordinary Members four (4) Councillors who shall each hold office for two (2) terms of office and all shall be eligible for re-election.
- For the avoidance of doubt, one (1) term of office shall mean the period between one Annual General Meeting and the Annual General Meeting immediately following it in the next calendar year.
- (ee) Nominations for Councillors may be made at any time commencing from the date notice in writing is deemed given of an Annual General Meeting as well as at the Annual General Meeting itself.
- (eee) No Ordinary Member other than an Ordinary Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of its membership, shall be entitled to nominate Representatives of Ordinary Members as candidates for election as either office bearers or Councillors.
- (f) The Council shall appoint up to six (6) voting Councillors from among the Ordinary Members for the purpose of ensuring sufficient representation on the Council of all major sectors within the industry. Such appointments will take place at the commencement of the term of office of the Council and the appointed voting Councillors shall remain in office until the term of office of the Council expires, and all shall be eligible for reappointment and/or election. The Council shall give notice of any such appointment(s) to the Members within two (2) weeks of the same. *Appointed Councillors*
- (g) The election and appointment of Councillors are personal to themselves. Should a Member's Representative who has been elected or appointed as a Councillor leave the employ of such Member or be substituted by another

officer of such Member, the office of such elected or appointed Councillor shall be vacated and the vacancy shall be dealt with in accordance with Rules 14(j) and 14(l) hereof.

(h) A Councillor shall vacate from office:

Councillor to vacate office

- (i) If he becomes bankrupt or if a receiving order is made against him or if he makes any arrangement or composition with his creditors;
- (ii) If he becomes of an unsound mind;
- (iii) If he ceases to be a Representative of a Member;
- (iv) If by notice in writing to the Council he resigns his office;
- (v) If he is convicted of an indictable offence;
- (vi) If he is absent from two (2) consecutive Council Meetings without special leave of absence from the Council and they pass a resolution that he had by reason of such absence vacated his office;
- (vii) If he is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest.

(i) Further to Rule 14(h) hereof, a Councillor shall vacate from office if he is removed from office by an Extraordinary General Meeting of Ordinary Members. Such Extraordinary General Meeting shall be convened by the Councillor concerned or if he fails to do so, by any two (2) Ordinary Members. Provisions for the giving of notice and proceedings of the Extraordinary General Meeting would be as those for a General Meeting of the Association.

Removal by EGM

(j) Except for the office of Immediate Past Chairman, when the office of an office bearer becomes vacant, it shall be filled within sixty (60) days. The Council may, at its discretion, appoint an elected Councillor to fill the office of the office bearer until the term of office of the Council expires, or fill the office of the office bearer by a person elected by majority vote of the Ordinary Members at an Extraordinary General Meeting.

Vacancy by Office Bearer

(k) When the office of Immediate Past Chairman becomes vacant, it shall not be filled until the term of office of the Council expires.

Vacancy by Immediate Past Chairman

(l) When the office of an elected or appointed Councillor becomes vacant, it shall be filled within sixty (60) days. The Council may, at its discretion, appoint an Ordinary Member to fill the office of the Councillor until the term of office of the Councillor expires or fill the office of the Councillor by a person elected by majority vote of the Ordinary Members at a General Meeting.

Vacancy by Councillor

15. POWERS OF THE COUNCIL

(a) The affairs of the Association shall be managed by the Council who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Association as it thinks fit.

Powers of the Council

- (b) The Council may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association which are not required either by statute or by these Rules to be exercised or done by the Association in General Meeting. *Exercise of Powers*
- (c) No amendments to these Rules made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such amendments had not been made. *Validity of Prior Act*
- (d) Except where they are contrary to or inconsistent with the policy previously laid down by the Association in General Meeting, the decisions of the Council shall be binding on the Association unless and until countermanded by a resolution carried by three quarter of the Members voting at a General Meeting. *Association to be bound by Council's decision*
- (e) The Council shall be empowered to appoint solicitors, bankers, secretaries and all such employees and servants of the Association as it may consider necessary and shall regulate their duties, fix or negotiate their salaries, remuneration, or other terms of employment. *Power to appoint employees, etc*
- (f) The Council shall be empowered to enact, alter and repeal by-laws as they may deem expedient for the proper conduct and management of the Association, provided that such by-laws are for the purpose of furthering the objects and not contrary to the Rules expressed herein. Any enactment, alteration and repeal of by-laws shall be brought to the nominal attention of the Members by being published in a regular publication of the Association, which in all cases should be not more than two (2) months from the date of the relevant by-laws being enacted, altered and/or repealed. Any by-law may be set aside by a resolution passed with a two-third majority of voting Members present at a General Meeting of the Association. *Power to enact, alter & repeal by-laws*
- (g) The Council may delegate any of its powers to sub-committees consisting of at least one (1) Councillor and such other persons as it may determine, upon such terms and conditions as the Council may see fit and may fix the quorum of sub-committee meetings and may provide for the rules and regulations for the proceedings of such sub-committees, provided that there shall be no salary or remuneration payable to any Councillor in such sub-committees. *Delegation of powers*
- (gg) The Council may appoint regional sub-committees, consisting of representatives of Ordinary Members from the various regions in Malaysia as delineated by the Council, in order to aid the Council in attending to the needs of Members in the said regions. The appointment of the regional sub-committees shall be upon such terms and conditions as the Council may see fit and the Council may make rules relating to the appointment and removal of members of the regional sub-committees, the conduct of its meetings, the appointment and duties of its chairmen and all other matters relating to the regional sub-committees. There shall be no salary or remuneration payable to any member of the regional sub-committee. *Appointment of regional sub-committee*

The Council may invite Individual Members to serve on such sub-committees at the Council's sole discretion.

- (h) The Council may appoint such advisory boards as it deems necessary and may make rules relating to the appointment and removal of members from such boards, the conduct of their meetings, the appointment and the duties of the chairman of such boards and all other matters relating thereto. *Appointment of Advisory Boards*
- (hh) The Council may establish Chapters of the Association relating to specific areas of focus within the industry which it believes will assist or further the aims of the Association. The establishment of such Chapters shall be upon such terms and conditions as the Council may see fit and as detailed in Rule 18A herein. The Council may set aside funds at its discretion to assist in the founding or working of any such Chapters. *Establishment of Chapters of the Association*
- (i) The Councillors may be paid all travelling, hotel and other expenses properly incurred by them for the purpose of attending meetings of the Council or sub-committees or General Meetings of the Association or in connection with the business of the Association. *Councillor's expenses*
- (j) The office bearers of the Association and every officer (not being an office bearer or Councillor) performing executive functions in the Association shall be Malaysian citizens.

16. PROCEEDINGS OF THE COUNCIL

- (a) Subject as hereinafter provided the Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Chairman shall on the requisition by a minimum of three (3) Councillors, summon a Council Meeting within thirty (30) days. *Council Meetings*
- (b) The Council shall meet at such places as shall be determined from time to time by it and in the absence of any such determination, at such places as the Chairman shall notify. *Venue of Meetings*
- (c) Every Councillor shall have one (1) vote. Subject to Rule 16(d) and Rule 16(e), all matters to be decided by the Council shall be determined by the majority vote of all Councillors voting present at the Council Meeting. *Voting at Council Meetings*
- (d) All matters relating to: *Equality of Votes*
- (i) the amendment of the Rules of the Association;
 - (ii) the enactment, alteration and/or repeal of by-laws;
 - (iii) the variation of the Entrance Fee and/or Annual Subscription;
 - (iv) the imposition of a special levy on Members for a special purpose in furtherance of the object(s) of the Association;
 - (v) the investment, use, transfer or payment of monies of the Association involving a sum equivalent to more than ten percent (10%) of the Associations movable and immovable assets based on last audited accounts;

- (vi) the appointment of an elected Councillor to fill a vacancy in the seat of an office bearer;
- (vii) the selection, confirmation, appointment and termination of appointment of the President; and
- (viii) the selection, confirmation, appointment and termination of appointment of Trustees,

shall be decided upon by the tabling of a written resolution relating to the same and approved by the Council by no less than a two third majority vote of all Councillors entitled to vote subject at all times to such approvals as may be required from Members of the Association at a General Meeting.

- (e) Other than those matters falling under Rule 16(d), the President shall be entitled to vote on all matters to be decided by the Council.

- (f) In the event of an equality of votes, the Chairman shall have a casting vote.

- (g) Not less than seven (7) days' notice shall be given to every Councillor of any Council Meeting specifying the time, place and general nature of the business of such Council Meeting but where the Chairman considers an emergency exists, he may take steps as he considers necessary to notify the Councillors of the proposed Council Meeting notwithstanding that seven (7) days notice shall not have been given. Where the nature of the business involves the approval of a matter falling within the ambit of Rule 16(d), a copy of the related resolution shall be circulated together with the notice to all Councillors entitled to vote.

Notice of Council Meetings

- (h) Six (6) Councillors of whom at least three (3) are Councillors duly elected shall constitute a quorum for the Council Meeting. Provided that should the number of the Councillors be reduced below five (5) the continuing Councillors may act for the purpose of summoning a General Meeting but for no other purpose.

Quorum

- (i) All acts done by any Council Meeting shall notwithstanding that it afterwards be discovered there was some defect in the appointment of such person or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

Validity of Acts by Council

- (j) A resolution in writing, signed by no less than two thirds of all Councillors for the time being entitled to receive notice of a Council Meeting, shall be as valid and effectual as if it had been passed at a Council Meeting duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more Councillors.

Validity of resolution in writing

- (k) A Councillor may require that his opposition to a motion be recorded in the minute book.

Opposition to be recorded

PART V ADMINISTRATION

17. OFFICE BEARERS

(a) The duties of the office bearers are as follows:-

Duties of Office Bearers

(i) The Chairman shall act as Chairman at all General and Council Meetings. He shall serve as the formal head and representative of the Association.

Chairman

(ii) The Deputy Chairman shall deputise for the Chairman in the latter's absence.

Deputy Chairman

(iii) The Secretary shall be responsible for the keeping of all records, except financial, of the Association and shall be responsible for their correctness, and will be responsible for the keeping of minutes of all General and Council Meetings.

Secretary

(iv) The Treasurer shall be responsible for the keeping of all funds, the collection and disbursement of all money on behalf of the Association, the keeping of an account of all money transactions and for their correctness. The Treasurer or any such employee as appointed by the Council is authorised to expend up to RM1,000/- per month for petty expenses on behalf of the Association, or any other sum as deemed appropriate by the Council. The Treasurer or any such employee as appointed by the Council will not keep more than RM1,000/-, or any other sum as deemed appropriate by the Council, in the form of cash and money in excess of this will be deposited in a bank to be named by the Council. Cheques or any other forms of bills of exchange for withdrawals from the bank will be signed by any two (2) office bearers or where the sum concerned is less than RM10,000/-, or any other sum as determined by the Council from time to time, will be signed by one (1) office bearer and an employee appointed by the Council.

Treasurer

(b) Except for the post of Immediate Past Chairman, all other office bearers will be elected during a General Meeting by all Members entitled to vote who are present thereat or by proxy.

Election of Office Bearers

17A. PRESIDENT OF THE ASSOCIATION

(a) The Council shall appoint a President to head the management of the Association and oversee and manage the implementation of the decisions and resolutions of the Council. For the avoidance of doubt, the President shall be an employee of the Association.

President to be appointed

(b) The person so appointed by the Council to be the President of the Association is required to be an eminent and recognised figure in the

President to fulfil eligibility criteria

Information and Communications Technology (ICT) industry in Malaysia and shall fulfil such eligibility other criteria as may be determined by the Council.

- (c) Prior to the official employment of the person identified to fill the post of President, the Council shall ratify the choice of person to fill the said post, the terms, remuneration and scope of employment of the President. *Appointment to be by ¾ majority vote*
- (d) The terms, remuneration and scope of employment of the President shall be subject to the review of the Council from time to time. *Council to determine employment terms*
- (e) The President shall be empowered to do all such acts as may be necessary for the implementation of the resolutions of the Council subject to any limitations as may be determined by the Council from time to time. *President to implement Council's resolution*
- (f) Save for Council Meetings that are convened to determine the appointment, removal or rights and obligations of the President, the President shall have the right to attend all Council Meetings. For the purpose of meeting the requirement as to quorum as stipulated in Rule 16(h), the presence of a President at a Council Meeting shall count towards quorum as if he/she is a Councillor of the Association. *Right to attend meetings and presence to count towards quorum*
- (g) The vote of the President at a Council Meeting shall be considered as one (1) vote and shall be as valid and effective as if he/she is a Councillor of the Association and the provisions in Rule 16 pertaining to voting by Councillors shall apply mutatis mutandis to the President except as specified otherwise. *Councillor's right to vote to apply to President*
- (h) The President shall also have the right to requisition a Council Meeting for the purposes of Rule 16(a) subject always to such requisition being made with at least two (2) other Councillors. *Right to requisition Council Meeting*
- (i) Where a President ceases employment for any reason, the Council may appoint an Interim President while awaiting the selection, approval and appointment of a new President. The Interim President so appointed by the Council shall, until a President is appointed or the Council determines otherwise, continue to carry out the functions of the President save that the rights for his/her presence in a Council Meeting to count towards quorum and the rights in relation to voting at the Council Meeting shall not apply to such Interim President. *Interim President*

18. THE REGISTER

- (a) The Secretary of the Association shall cause to be kept a register of Members containing particulars of:-
 - (i) in the case of Ordinary, Affiliate, Associate and Overseas Members, the names of their organisations, relevant registration numbers, dates and places of incorporation/establishment, registered and business addresses, and the name of their current nominated Representative;

- (ii) in the case of a firm, the names of all partners;
- (iii) in the case of a company, the name of its secretary;
- (iv) in the case of an organisation, the name of the principals; and
- (v) in the case of an Individual Member, the name of the Individual Member according to his/her identifying documentation (NRIC / Passport), his/her postal address and email address.

PART V(A) ESTABLISHMENT OF CHAPTERS OF THE ASSOCIATION

18A. CHAPTERS OF THE ASSOCIATION

- (a) Where the Council exercises its powers to establish a Chapter of the Association pursuant to Rule 15(hh), the following shall apply:
 - i) The Council shall define the sanctioned area of focus and activities to be undertaken by the said Chapter.
 - ii) The Council shall define the eligibility criteria and fees for membership in the said Chapter.
 - iii) The Council shall appoint an executive committee for the said Chapter comprising such number of members with such powers as the Council deems appropriate.
 - iv) The Council shall have the right to regulate the proceedings of the Chapter and require reports of proceedings of the Chapter and its Executive Committee to be submitted to the Council as and when it deems it necessary.
 - v) The Council shall have the continuing right to set such terms and conditions pertaining to any aspect of the said Chapter.
 - vi) The Council shall have the power to suspend or dissolve the said Chapter as when it deems it appropriate and/or necessary.

The establishment, management and operation of a Chapter of the Association

PART VI FINANCES

19. PROPERTY AND FUNDS

- (a) The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set out in these Rules and no proportion thereof shall be paid or transferred directly or indirectly by way of profit.

Use of income and property of Association

- (b) No provision of the Rules herein shall prevent payment made in good faith of reasonable and proper remuneration to any servant or employee of the Association or to any Member. *Payment in Good Faith*
- (c) No Councillor shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and no remuneration or other benefit in money's worth shall be given by the Association to any member of the Council except repayment of out-of-pocket expenses and proper rent for premises demised to let to the Association. In this regard, the President shall not be regarded as a Councillor. *Restriction on Councillors*
- (d) Provided that the provision of Rule 19(c) shall not apply to any payment to any company of which the Councillor may be a member and in which such Councillor shall not hold more than a one-hundredth part of the capital and such Councillor shall not be bound to account for any share of profits he may receive in respect of such payment. *Proviso*

20. ACCOUNTS

- (a) The Council shall cause proper books of account to be kept with respect to:- *Proper Accounts to be kept*
- (i) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (ii) all sales and purchases of goods by the Association; and
- (iii) the assets and liabilities of the Association.
- (b) Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions. *Books to give true and fair view of affairs*
- (c) The books of account shall be kept at the office, or at such other place as the Council shall think fit, and shall always be open to the inspection of the Council. *Place where books are to be kept*
- (d) Such accounts as audited shall be presented to the next Annual General Meeting of the Association. *Accounts to be presented at AGM*
- (e) The financial year of the Association shall commence on 1st of January each year. *Commencement of financial year*

21. AUDIT

- (a) At least once in every year the accounts of the Association shall be examined and the correctness of the receipts and payments account and the balance sheet, ascertained by a properly qualified Auditor, who shall prepare a report for the Annual General Meeting on the correctness thereof. *Accounts to be audited*

- (b) The Auditor shall be appointed at the Annual General Meeting and shall hold office for the ensuing year and shall be eligible for re-election. *Appointment of Auditor*

22. TRUSTEES

- (a) If the Association at any time acquires any immovable property, such property shall be vested in Trustees and the Trustees shall deal with such property upon the execution of a Deed of Trust. *Property to Vest in Trustees*
- (b) Vacancies in the trusteeship may be filled at a General Meeting, but the number of Trustees shall not be greater than five (5) or less than two (2). *Number of Trustees*
- (c) Any Trustee may resign his trusteeship at any time. If a Trustee dies or becomes insane or of unsound mind or moves permanently or is absent from Malaysia for a period of one (1) year, he shall be deemed to have resigned his trusteeship. *Resignation of Trusteeship*
- (d) The Trustees shall not sell, withdraw or transfer any of the properties of the Association without the consent and authority of the Members in a General Meeting. *Limitation of Trustees Powers*
- (e) Any Trustee may be removed from his trusteeship by a majority vote of the Members present at a General Meeting. *Removal of Trustee*
- (f) If a Trustee is guilty of misconduct of such kind so as to render it undesirable that he continues as a Trustee, a General Meeting may remove him from his trusteeship.
- (g) With the exception of the removal and appointment of Trustees at an Annual General Meeting, notice of any proposal to remove a Trustee from his trusteeship or to appoint a new Trustee to fill a vacancy must be given by affixing in the premises of the Association a document containing such proposal at least two (2) weeks before the determination of the proposal at a General Meeting. The result of such General Meeting shall then be notified to the Registrar of Societies. *Notice to Appoint or remove Trustee*

PART VII MISCELLANEOUS

23. NOTICES

- (a) A notice may be given by the Association to any Member personally, by sending it by post or any other formalised means of notification, as determined by the Council from time to time, to the Member's registered or electronic address, as notified by the Member to the office. When a notice is sent by post, service of the notice shall be effected by properly addressing, preparing and posting a letter containing the notice, and notice shall be deemed to have been effected upon the expiration of twenty four (24) hours from when the letter containing the same was posted. *Service of Notice*

(b) Notice of every General Meeting shall be given in the same manner hereinbefore stated to:

- (i) every Ordinary, Affiliate, Associate and Overseas Member;
- (ii) the Auditors for the time being of the Association;
- (iii) the Trustees of the Association.

No other person shall be entitled to receive notices of General Meetings.

24. INDEMNITY

(a) Every Councillor, President, officer, agent, Auditor and other employee for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in successfully defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by a court in respect of any negligence, default, breach of duty or breach of trust in connection with his responsibilities to the Association.

Indemnity

25. INTERPRETATION

(a) Between Annual General Meetings, the Council shall be empowered to interpret the Rules of the Association and when necessary to use their own discretion to determine any point on which the Rules are silent.

*Interpretation
Amendments to*

26. PATRON

(a) The Council shall, if it deems fit and necessary, appoint distinguished persons to be the Patrons of the Association. The persons appointed must give their consent in writing. Each such appointment is to continue until terminated by the persons concerned or the Council.

*Appointment of
Patrons*

27. PROHIBITIONS

- (a) Gambling of any kind and the playing of cards or mahjong whether for stakes or not is prohibited.
- (b) The funds of the Association shall not be used to pay the fines of Members who have been convicted in Court.
- (c) The Association shall not attempt or restrict or in any other way interfere with trade or prices or engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Malaysia.
- (d) The Association shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

Prohibitions

28. AMENDMENTS TO RULES

- (a) No alterations or additions to these Rules shall be made except at a General Meeting. Any amendments to the Rules shall be submitted to the Registrar of Societies within sixty (60) days after the resolution to make such amendment has been duly passed and they shall not come into force without the prior sanction of the Registrar of Societies.

Amendments to Rules

29. DISSOLUTION

- (a) Any number not less than three-quarters of the Ordinary Members for the time being resident in Malaysia of the Association may determine that it shall be dissolved forthwith, or at any time agreed upon.
- (b) If upon dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Ordinary Members but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 19 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof, by a Judge of the High Court of Malaya having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.
- (c) Notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days from its date of dissolution.

Dissolution of Association

Transfer of Assets upon Dissolution

Notice of Dissolution

30. DEFINITIONS

- (a) In these Rules the words standing in the first column of the table below shall bear the meaning set opposite to them respectively in the second, if not inconsistent with the subject or context:

Definitions

WORDS	MEANING
Association	Persatuan Industri Komputer Dan Multimedia Malaysia. (Association of the Computer And Multimedia Industry of Malaysia) (PIKOM)
Company	Any incorporated company or body corporate constituted under the laws of Malaysia or under the laws of any foreign country.
Councillor	Member of the Council.
Firm	A sole proprietor or a partnership or two or more persons carrying on business as a partnership.
Immediate Past Chairman	Does not include any Chairman who has vacated his office during his term of office.
Officer	An office bearer of the Association, unless otherwise stated.
Organisation	Any unincorporated body, including but not limited to an association, society, institution, agency as determined by the Council.
Member	A member of the Association.
Month	Calendar month.
Rules	The rules stated herein.
Special Resolution	Any resolution requiring majority higher than a simple majority.
Term of Office	A term of office shall be defined as period in between two (2) consecutive Annual General Meetings.
The Council	The Council for the management of the Association.
The industry	The information and communication technology industry in Malaysia.
The office	The Association at its registered place of business.

- i) Any words importing the singular number only shall include the plural number, and vice-versa.
- ii) Words of the masculine gender only shall include the feminine gender and vice versa.

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**PERSATUAN INDUSTRI KOMPUTER DAN MULTIMEDIA MALAYSIA
THE NATIONAL ICT ASSOCIATION OF MALAYSIA**

Association Registration No. PPM-004-10-20081986

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