

CONSTITUTION

PERSATUAN PENILAI BISNES MALAYSIA (BUSINESS VALUERS ASSOCIATION MALAYSIA (BVAM))

CLAUSE 1 NAME

1. The Association shall be known as

PERSATUAN PENILAI BISNES MALAYSIA (BUSINESS VALUERS ASSOCIATION MALAYSIA (BVAM))

Hereinafter referred to as "the Association".

2. Meaning of name : **The Society shall be known as the “Persatuan Penilai Bisnes Malaysia” (Business Valuers Association Malaysia (BVAM)) hereinafter referred as “The Association”**

3. Level : **Kebangsaan**

CLAUSE 2 ADDRESS

1. The registered address is

**INSTITUT PENILAIAN NEGARA PERSIARAN INSPEN 43000 KAJANG
SELANGOR
43000 ULU LANGAT
SELANGOR**

or at such other place as may from time to time be decided by the Committee; and the postal address is

**INSTITUT PENILAIAN NEGARA PERSIARAN INSPEN 43000 KAJANG
SELANGOR
43000 ULU LANGAT
SELANGOR**

2. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

CLAUSE 3 OBJECTIVE

- i. To promote the role of Business Valuers in Malaysia.
- ii. To respect and uphold the integrity of the profession of Business Valuers.
- iii. To upkeep and promote the development of the profession of Business Valuers.
- iv. To provide a forum for the promotion of any cause common to the business

interest of members.

v. To foster, maintain and preserve the integrity and status of members of the Association, to sustain honourable practice, to discourage malpractice and to encourage strict observance of the Code of Ethics and the Code of Professional Conduct prescribed by the Association.

vi. To promote research and encourage the members of the Association to keep abreast with latest developments relating to the practice of business valuation or any allied subjects.

vii. To maintain and make available to the public an up-to-date list of members of the Association.

viii. To acquire, sponsor, promote, organize, conduct, manage or finance or assist in the acquiring, sponsoring, promoting, organising, conducting, managing or financing of exhibitions, trade fairs, stands and displays or other commercial ventures that are related to the objects of the Association whether as principals or jointly in partnership with any person, company or Association.

ix. To acquire and own real estate.

x. To enter into strategic partnerships with third parties or to form or incorporate subsidiary companies in furtherance of the objects of the Association.

xi. To set up and maintain a panel for appointment of arbitrators, mediators and adjudicators for the resolution of any disputes that are in the area of competence of business valuers to resolve as arbitrators, mediators and adjudicators.

xii. The income and property of the Association shall be applied solely towards the furtherance, promotion and execution of the objective of the Association.

xiii. To promote education and training and to hold examinations to qualify members of the Association.

Xiii. To carried out research in the area of Business Valuation

CLAUSE 4 MEMBERSHIP

(1) Membership shall be opened to business valuers whose qualification is recognized by the Association. The number of members for registration is unlimited.

(2) Every application for membership shall be proposed and seconded by two existing members and shall be forwarded to the Secretary who shall at the first convenient opportunity, submit it to the Committee for approval. The Committee may at its discretion reject any application without assigning any reason thereof.

(3) Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and first monthly subscription, be admitted as a member of the Society and shall be entitled to all the privileges of membership.

(4) A university or university-college student shall not be eligible for membership without the prior approval of the Vice-chancellor of the university concerned.

CLAUSE 5 RESIGNATION AND TERMINATION

(1) Any member who wishes to resign from the Association shall give two weeks

notice in writing to the Secretary and shall pay up all dues.

(2) Any member who fails to comply with the rules of the Society or has acted in a manner to bring disrepute upon the Society may be expelled or suspended for a period of time as the Committee deems fit. Before the Committee expels or suspends the member, the member shall be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and clear himself in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a general meeting upon appeal by the said member.

CLAUSE 6 SOURCE OF INCOME

(1) The entrance fee and subscription payable shall be as follows:-

Ordinary Members:

Entrance fee : RM100.00

Yearly subscription fee : RM100.00

(2) All yearly subscription shall be payable to the Treasurer on or before 31 March of each year.

(3) Any member who allows his arrears to exceed two years subscriptions shall receive a written notification signed by or on behalf of the Secretary, and shall be denied the privileges of membership until he settles his account.

(4) Any member who allows his arrears to exceed three years subscription shall automatically cease to be a member of the Association, and the Committee may direct legal action be taken against him, provided that they are satisfied that he has received due notice of his debts.

(5) The Committee shall have the power to fix a re-entrance fee for any person who has allowed his membership to lapse through arrears.

(6) Special subscriptions or levies for particular purposes may be raised from members by resolution of the general meeting of the Association. If any member fails to pay such subscription within such period as may be resolved, the amount due shall be treated in the same way as arrears of monthly subscription.

CLAUSE 7 GENERAL MEETING

(1) The supreme authority of the Association is vested in a general meeting of the members. At least one-half of the voting membership of the Society or the voting members present represent twice the total number of committee members, whichever is the lesser, must be present at a general meeting for its proceedings to be valid and to constitute a quorum.

(2) If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding 30 days) to be decided by

the Committee, and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have the power to proceed with the business of the day but shall not have the power to alter the rules of the Association or make any decision affecting the whole membership.

(3) An annual general meeting of the Association shall be held as soon as possible after the close of each financial year but not later than April on a date and a time and place to be decided by the Committee. The business of the annual general meeting shall be:-

(a) To receive the minutes of the previous annual general meeting,

(b) To receive the Committees report on the working of the Association during the previous year,

(c) To receive the Treasurers report and the audited accounts of the Association for the previous year,

(d) To elect a Committee and to appoint auditors for the ensuing year,

(e) To deal with such other matters as may be put before it.

(4) The Secretary shall send to all members at least 14 days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Association for the previous year. Copies of these documents will also be made available at the registered place of business of the Association for the perusal of members.

(5) An extraordinary general meeting of the Association shall be convened:-

(a) Whenever the Committee deems it desirable, or

(b) At the joint request in writing of not less than twice the number of committee members, stating the objects and reasons for such meeting.

(6) An extraordinary general meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.

(7) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.

(8) Paragraphs 8 (1) and 8 (2) of this rules regarding the quorum and the postponement of an annual general meeting shall apply also to an extraordinary general meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed extraordinary general meeting requisitioned by the members, the meeting shall be cancelled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of

at least six months from the date thereof.

(9) The Secretary shall forward to all members a copy of the draft minutes of each annual and extraordinary general meeting as soon as possible after its conclusion.

CLAUSE 8 COMMITTEE

(1) A committee consisting of the following, who shall be termed the office-bearers of the Association, shall be elected at the annual general meeting:-

A President
A Deputy-President
A Vice President
A Secretary General
A Treasurer
10 Ordinary Committee Members

(2) All office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian citizens.

(3) Names for the above offices in paragraph (1) shall be proposed and seconded and election will be by a simple majority vote of the members at the annual general meeting. All the office-bearers shall be eligible for re-election each year.

(4) The function of the Committee is to organize and supervise the day-to-day activities of the Association and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. It shall furnish a report to each annual general meeting on its activities during the previous year.

(5) The Committee shall meet at least four (4) times a year, a 7 days notice of each meeting shall be given to the members. The President acting alone, or not less than three of its members acting together may call for a meeting of the Committee to be held at any time. At least one half of the Committee members must be present for its proceedings to be valid and to constitute a quorum.

(6) Where any urgent matter requiring the approval of the Committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter. The following conditions must be fulfilled before a decision of the Committee is deemed to have been obtained:-

(a) The issue must be clearly set out in the circular and forwarded to all members of the committee,

(b) At least one-half of the members of the Committee must indicate whether they are in favour or against the proposal, and

(c) The decision must be by a majority vote.

Any decision obtained by circular letter shall be reported by the Secretary to the next Committee meeting and recorded in the minutes thereof.

(7) Any member of the Committee who fails to attend three consecutive meetings of the committee without satisfactory explanation shall be deemed to have resigned from the Committee.

(8) In the event of the death or resignation of a member of the Committee, the Committee shall have the power to co-opt any other member of the society to fill the vacancy until the next election of office-bearers.

(9) The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Society. It may appoint such officers and such staff as it deems necessary. It may suspend or dismiss any officers or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Committee, or for any other reason which it deems good and sufficient in the interest of the Society.

(10) The Committee may appoint any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the rules. Any members can become members of these sub-committee.

CLAUSE 9 DUTIES OF OFFICE BEARERS

(1) The President shall during his term of office preside at all general meetings, all meetings of the committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved.

(2) The Deputy-president shall deputize for the President during the latter's absence.

(3) The Secretary shall conduct the business of the Association in accordance with the rules, and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and paper except the accounts and financial records. He shall attend all meetings, and record all proceedings. He shall keep a membership register consisting of details such as name, identity card number, date and place of birth, occupation, name and address of employer and residential address. He shall in conjunction with the President and the Treasurer, sign all cheques on behalf of Association. He shall file annual returns within 60 days from the date of the annual general meeting to the Registrar of Societies.

(4) The Assistant Secretary shall assist the Secretary in carrying out his duties and shall act for him in his absence.

(5) The Treasurer shall be responsible for the finances of the Society. He shall keep

accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President and the Secretary sign all cheques on behalf of the Society.

(6) The Ordinary Committee Members shall carry out such duty as directed by the President or the Committee.

CLAUSE 10 FINANCIAL PROVISION

(1) Subject to the following provisions in this rules, the funds of the Society may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

(2) The Treasurer may hold a petty cash advance not exceeding RM5,000.00 (Ringgit Malaysia Five Thousand) at any one time. All money in excess of this sum shall within seven days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of the Association.

(3) All cheques or withdrawal notices on the Associations account shall be signed jointly by the President, the Secretary and the Treasurer. In the absence of the President, the Secretary or the Treasurer for a long period, the Committee shall appoint one of its members to sign in his place.

(4) No expenditure exceeding RM10,000 (Ringgit Malaysia Ten Thousand) at any one time shall be incurred without the prior sanction of the committee, and no expenditure exceeding RM50,000 (Ringgit Malaysia Fifty Thousand) in any one month shall be incurred without the prior sanction of a general meeting. Expenditure less than RM10,000 (Ringgit Malaysia Ten Thousand) at any one time may be incurred by the President together with the Secretary or the Treasurer.

(5) As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under the rule 12. The audited accounts shall be submitted for the approval of the next annual general meeting, and copies shall be made available at the registered place of business of the Society for the perusal of members.

(6) The financial year of the Society shall commence on the 1st January and end on the 31st December every year.

CLAUSE 11 AUDITORS

(1) Two persons, who shall not be office-bearers of the Association, shall be appointed, by the annual general meeting as Honorary Auditors. They shall hold office for one year and may be reappointed.

(2) The Auditors shall be required to audit the accounts of the Association for the year, and to prepare a report or certificate for the annual general meeting. They may also be required by the President to audit the accounts of the Association for any period within their tenure of office, at any date, and to make a report to the Committee.

CLAUSE 12 PROPERTY ADMINISTRATOR / TRUSTEES

(1) Three Trustees, who must be over 21 years of age, shall be appointed at the annual general meeting and shall hold office during the pleasure of the Association. They shall be vested in them all immovable properties whatsoever belonging to the Society upon execution of a Deed of Trust.

(2) The Trustees shall not sell, withdraw or transfer any of the property of the Association without the consent and authority of a general meeting of members.

(3) A Trustee may be removed from office by a general meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reasons, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of a trustee the vacancy shall be filled by a new Trustee appointed by a general meeting.

CLAUSE 13 INTERPRETATION

(1) Between annual general meetings the committee shall interpret the rules of the Association and when necessary, determine any point on which the rules are silent.

(2) Except where they are contrary to or inconsistent with the policy previously laid down by the general meeting, the decisions of the Committee shall be binding on all members of the Association unless and until countermanded by a resolution of a general meeting.

CLAUSE 14 ADVISOR / PATRON

The Committee shall if it deems fit and necessary appoint qualified persons to be the Advisor or Patron of the Association . The person appointed must give his consent in writing.

CLAUSE 15 PROHIBITION

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

(2) Neither the Association nor its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959.

(3) The Association shall not hold any lottery, whether confined to its members or not, in the name of the society, its office-bearers or members without prior approval from the authorities concerned.

(4) "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the society to any of its member.

CLAUSE 16 AMENDMENT OF CONSTITUTION

These Rules shall not be amended except by resolution of a general meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

CLAUSE 17 DISSOLUTION

(1) The Association may be voluntarily dissolved by a resolution of not less than three-fifths of the membership present in a general meeting.

(2) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.

(3) Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.

CLAUSE 18 FLAG, LOGO AND BADGE

1. Flag
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 - Description
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2. Logo
 -
 - Description
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3. Badge
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 - Description
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