

**CONSTITUTION & RULES OF  
MALAYSIAN FOOTWEAR MANUFACTURERS' ASSOCIATION  
(PERSATUAN PENGILANG-PENGILANG KASUT MALAYSIA)**

**1. Name**

The Association shall be known as the Malaysian Footwear Manufacturers' Association (Persatuan Pengilang-Pengilang Kasut Malaysia) hereinafter referred as "The Association".

**2. Place of Business**

Its registered place of business shall be No 63, 1<sup>st</sup> Floor & 2<sup>nd</sup> Floor Jalan 2/90, Taman Pertama, Km6 Jalan Cheras, 56100 Kuala Lumpur or at such other place as may from time to time be decided by the Committee. The registered place of business of the Association shall not be changed without the prior approval of the Registrar of Societies.

**3. Flags, Symbols, Badges or Other Insignia.**

The Association's logo is a combination of a light blue ladies shoe and dark blue men shoe with The Association's name in English on the circumference, and in Bahasa Malaysia and Chinese at the bottom. Logo design is displayed in Appendix I

**4. Objectives**

- (1) To promote friendly relation and to cultivate the spirit of mutual help among the members of the Association.
- (2) To promote the welfare of the members of the Association
- (3) To accept all donations to the Association in cash or kind



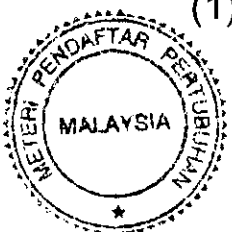
- (4) To invest and deal with the property of the Association in such manner as may be authorized by law
- (5) To lease, buy or accept by way of gift and land of buildings which may be required for the purpose of carrying on the activities of the Association and to erect if necessary any suitable building thereon
- (6) To borrow monies on the security of the assets of the Association and to use the same for the purposes of the Association
- ~~(7) To promote the welfare of the members of the Association~~

## 5. Membership

- (1) Membership shall be opened to all persons irrespective of age, race and religion shall be eligible to be made members and all persons who attended the inaugural meeting of the Association held on 23<sup>rd</sup> September 1978.
- (2) Every application for membership shall be applied by filling in the Membership Application Form with proposed and seconded by existing members and required documents shall be forwarded to the Honorary Secretary General 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, be admitted as a member of the Association and shall be entitled to all the privileges of membership.

## 6. Type of Membership

- (1) Ordinary Member  
Corporate who carries on the business of manufacturing shoes or slippers, shoe moulds or other manufacturing related to



shoes industry and whose usual place of residence is within Malaysia

(2) Associate Member

Person or corporate other than those carrying on the business of manufacturing shoes or slippers and whose usual place of residence is within Malaysia

## 7. Privileges of Membership

(1) Ordinary Members shall be eligible to participate in any activities of the Association, have the right to vote and eligible to serve in management committee of the Association

(2) Association members shall have all the privilege of Ordinary Members except the right to vote at any annual general meeting or to hold office in the management committee

## 8. Entrance Fees, Subscriptions and Other Dues

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

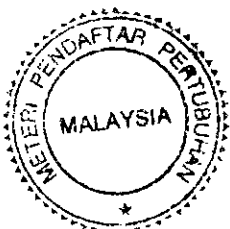
Ordinary Member - RM500.00 (Ringgit Malaysia Five Hundred only)

Associate Member - RM2,000.00(Ringgit Malaysia Two Thousand only)

(2) The Management Committee may implement project for fund-raising for the Association's object from time to time as thought fit and no donation or fund shall be sought without the express sanction in writing of the Management Committee.

## 9. Resignation & Termination

(1) Any member who wishes to resign from the Association shall give two months' notice in writing to the Secretary and shall pay up all dues.

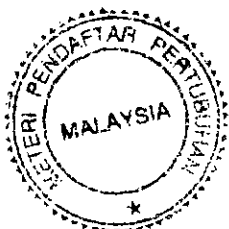


- (2) Any member who fails to comply with the rules of the Association or has acted in a manner to bring disrepute upon the Association may be expelled or suspended for a period of time as the Committee deems fit. Before the Committee expels or suspends the member, the member shall be informed of the 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.

## 10. General Meeting

- (1) The supreme authority of the Association as vested in a general meeting of the members. At least one-half of the ordinary members or twice the total number of Management Committee, 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 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 or resolve to dispose any immovable property belonging to the Association.
- (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 Honorary Secretary General's 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 of the office bearers and the appointment of two internal Auditors once every three years;
  - (e) To deal with such other matters as may be put before it.
- (4) Additional items other than amendments to the constitution of the Association may only discussed at the Annual General Meeting provided two weeks prior notice of the same in writing has be given to the Honorary Secretary General and with the approval of a majority of the members present.
- (5) The Secretary shall send to all members at least 21 days (3 weeks) 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.
- (6) 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.
- (7) An extraordinary general meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.
- (8) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least 21 days (3 weeks) before the date fixed for the meeting. No other agenda shall be discussed.
- (9) The quorum referred to Paragraphs 10 (1). If half an hour after the time appointed for the meeting a quorum is not present, an extraordinary general 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 be have the



power to proceed with the business of the day but shall not have the power to alter the rules of Association or make any decision affecting the whole membership.

- (10) 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.

## **11. Management Committee**

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

A President

A Deputy-President

Four (4) Vice-President

A Honorary Secretary General

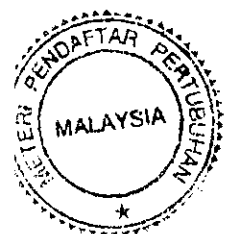
A Honorary Deputy Secretary General

A Honorary Treasurer General

A Honorary Deputy Treasurer General

Eleven (11) 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.
- (4) All the office-bearers shall be eligible for re-election every three (3) years. The President shall hold office for a maximum of three (3) terms.



- (5) 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.
- (6) The Committee shall have the power to plan and carry out all activities in accordance with objectives of the Association and to take disciplinary action against any member or committee who has acted in any manner detrimental to the good name or general interest of the Association.
- (7) The Committee shall meet at least once every three months, a Seven (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.
- (8) Where any urgent matter requiring the approval of the Committee arises and it is not possible to convene a meeting, the Honorary Secretary General 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.

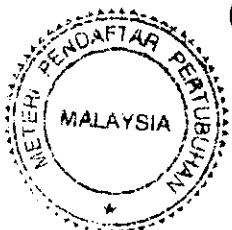
Any decision obtained by circular letter shall be reported by the Honorary Secretary General to the next Committee meeting and recorded in the minutes thereof.



- (9) 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.
- (10) 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 Association to fill the vacancy until the next election of office-bearers.
- (11) The Committee shall give instructions to the Honorary Secretary General and other officers for the conduct of the affairs of the Association. 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 Association.
- (12) 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 this sub-committee.

## **12. 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. He shall, in conjunction with the Honorary Secretary General or Honorary Treasurer General sign all cheques on behalf of the Association.
- (2) The Deputy President shall assist the President in the execution of his duties and in the absence of the President, assume the duties and power of the President.
- (3) The Vice President shall assist the Deputy President in the execution of his duties and in the absence of both the President





and Deputy President, any one of them shall assume the duties and power of the President.

- (4) The Honorary Secretary General 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 Honorary Treasurer General, 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.
- (5) The Honorary Deputy Secretary General shall assist the Honorary Secretary General in carrying out his duties and shall act for him in his absence.
- (6) The Honorary Treasurer General shall be responsible for the finances of the Association. 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 Honorary Secretary General sign all cheques on behalf of the Association.
- (7) The Honorary Deputy Treasurer General shall assist the Honorary Treasurer General in carrying out his duties and shall act for him in his absence.
- (8) The Ordinary Committee Members shall carry out such duty as directed by the President or the Committee.

### **13. Financial Provisions**

- (1) Subject to the following provisions in this rules, the funds of the Association 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

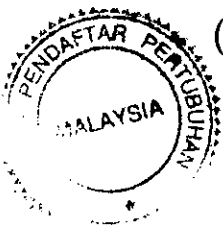


they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

- (2) The Treasurer may hold a petty cash advance not exceeding RM500.00 (Ringgit Malaysia Five Hundred only) 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 Association's account shall be signed jointly by the President, the Honorary Secretary General or the Honorary Treasurer General.
- (4) No expenditure exceeding RM5,000.00 (Ringgit Malaysia Five Thousand) at any one time shall be incurred without the prior sanction of the committee. Expenditure less than RM15,000.00 (Ringgit Malaysia Fifteen Thousand) at any one time may be incurred by the President together with the Secretary or the Treasurer. Except project-based expenses.
- (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 <sup>17</sup>15. 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 Association for the perusal of members.
- (6) The financial year of the Association shall commence on the 1<sup>st</sup> January and end on the 31<sup>st</sup> December every year.

#### 14. Audit

- (1) Two persons, who shall not be office-bearers of the Association, shall be appointed, by the annual general meeting as Auditors. They shall hold office for three years 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.

## **15. Administration of Property**

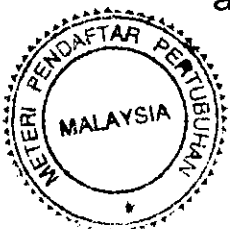
- (1) The immovable properties of the Association shall be registered in the name of the Association and all the instruments relating to the properties shall be as valid and effective as if they had been executed by three office bearers for the time being of the Association, that is the President, the Honorary Secretary General and the Honorary Treasurer General whose appointment are authenticated by certificate of the Registrar and sealed with the seal of the Association
- (2) The property shall not be sold, transferred or changed without the consent and authority of a general meeting of members.

## **16. 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.

## **17. 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.



## 18. Prohibitions

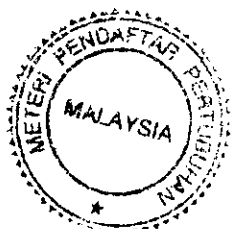
- (1) None of any games of mere chances shall be played in the premises of the Association in accordance to the First and Second Schedule of the Common Gaming Houses Act 1953.
- (2) Neither the Association nor its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959.
- (3) "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the society to any of its member.

## 19. Amendments of Rules

- (1) These Rules shall not be amended except by resolution of a general meeting.
- (2) Any proposed amendment shall be made in writing to and received by Honorary Secretary General at least 14 days before the general meeting.
- (3) Amendment shall be considered pass if a majority of two-thirds of the ordinary members present shall have voted in favour.
- (4) Such amendments shall take effect from the date of their approval by the Registrar of Societies.
- (5) Any amendment to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

## 20. 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.



.....  
Name: Ting Ching Min  
Position: President



.....  
Name: Chan Hung Kar  
Position: Hon. Secretary General



**PERSATUAN PENGILANG-PENGILANG KASUT MALAYSIA  
(MALAYSIAN FOOTWEAR MANUFACTURERS' ASSOCIATION)**

Bil. PPP : WKL000005/79(96)

Bil. PPM: WKL000014/79

Appendix I



**Persatuan Pengilang-Pengilang  
Kasut Malaysia**

**馬來西亞鞋業廠商公會**

