

CONSTITUTION

MALAYSIA GREEN BUILDING CONFEDERATION

(PERSEKUTUAN BANGUNAN HIJAU MALAYSIA)

Malaysia Green Building Confederation (Persekutuan Bangunan Hijau Malaysia)
4 & 6 Jalan Tangsi, 50480 Kuala Lumpur, Malaysia

THE CONSTITUTION

MALAYSIA GREEN BUILDING CONFEDERATION (PERSEKUTUAN BANGUNAN HIJAU MALAYSIA)

1.0 NAME AND REGISTERED PLACE OF BUSINESS

- 1.1 The name of the Confederation shall be Malaysia Green Building Confederation (Persekutuan Bangunan Hijau Malaysia) (MGBC)
- 1.2 Its place of business shall be 4 & 6 Jalan Tangsi, 50480 Kuala Lumpur or at such other place or places as may from time to time be decided on by the Board. The place of business and postal address shall not be changed without the prior approval of the Registrar of Societies.
- 1.3 The Confederation's name is in-line with other green building council's worldwide that have similar vision and objectives related to sustainability and green issues.

2.0 OBJECTIVES

The Objects and Powers of the Confederation are:

- 2.1 to support the government in developing a sustainable built environment for Malaysia;
- 2.2 to facilitate exchange of knowledge among different stakeholders in the building and construction industry;
- 2.3 to be the reference centre for sustainable building resources in Malaysia;
- 2.4 to be the platform for networking nationally and internationally;
- 2.5 to promote and stimulate demand for sustainable buildings;
- 2.6 to obtain and disseminate among the Members as well as the public, information on matters affecting sustainability and to compile, print, sell, lend, publish, issue or distribute the proceedings and reports of the Institute or any papers, periodicals, books, circulars and other literary undertakings or any extracts there from as may seem conducive to any of these objects;
- 2.7 to support and provide facilities interchange with other associations carrying on similar work or with Governments, local authorities, educational and scientific bodies engaged in research and development on matters relating to the work, theory or practice of sustainability or allied subjects;
- 2.8 to arrange for alliance or affiliation with any Institution, Association or Society with similar object to those of the Confederation on such terms or conditions as may be in the interests of the Confederation;
- 2.9 to institute Chapters consisting of such Members as may be resident in any territory

as defined from time to time in accordance with the Constitution of the Confederation and to confer on such Chapters all such powers, authorities and discretion as may be thought fit;

- 2.10 to hold examinations of proficiency in the science and art of sustainability and to award certificates thereof;
- 2.11 to hold exhibition of works promoting sustainability and to allocate any portion of funds for this purpose;
- 2.12 to work closely with other members of the building industry for the betterment and development of the industry;
- 2.13 to originate and promote improvement in the policy, law and regulations affecting sustainability and other matters connected with them;
- 2.14 to promote the awareness, appreciation, confidence and understanding of the public in sustainability matters;
- 2.15 to establish, form and maintain libraries and collection of models, designs, drawings and other articles of interest in connection with the art and science of sustainability;
- 2.16 to purchase, lease, hire or otherwise acquire suitable premises for the use of the Confederation and to manage, improve and to develop and utilize any such premises and to sell, mortgage, let or dispose of the same;
- 2.17 to acquire by purchase, take or lease, gift or otherwise any real or personal property and any rights or privileges necessary or convenient for the purpose of the Institute and to resell, lease, or sublease, mortgage, surrender, or turn to account, or otherwise dispose of such property or any part thereof, and to erect upon such land, and building or other structure for the purpose of the Confederation and to alter, add to, or maintain the same;
- 2.18 to accept donations, legacies or loans (free of interest) to be applied to the objects of the Confederation;
- 2.19 to borrow any monies required for the purposes of the Confederation upon such terms and upon such security as may be determined;
- 2.20 to institute, carry or discontinue any legal proceedings in the name of the Confederation or its Officers, Servants or Members for the recovery of any debts or demands claimed by or on behalf of the Confederation or for the assertion of any actual or supposed rights or privileges of the Confederation or any Member thereof and to defend any legal proceedings commenced against the Confederation or any Member thereof in his capacity or representing the Confederation and to pay out of the funds of the Confederation any costs or charges incurred in connection with such legal proceedings;
- 2.21 to invest the monies of the Confederation not immediately required upon such securities or in such manner as may from time to time be determined;
- 2.22 to lend money or give financial assistance by way of donation or subscription or otherwise to any association or other body not carrying business for profit;
- 2.23 to make loans or grants of money, books, equipment or otherwise for the purpose of

training candidates in sustainability and for the promotion of research work in relation to environmental science or to the art and science of sustainability;

- 2.24 to devote any portion of the funds of the Confederation to the establishment of a trust fund or to the formation or endowment of scholarships or otherwise to assist in the education of students or others who may desire to qualify in the relevant field or others who may desire to qualify for the practice of architecture, engineering or building, and in connection therewith to hold lectures, classes, and examinations in the science and art of sustainability and to award certificates of proficiency;
- 2.25 to appoint any persons to accept and hold in trust for the Confederation any property belonging to the Confederation or in which it is interested and to execute and do all such deeds, instruments, acts and things as may be requisite to vest in the same in such person or persons and to remunerate any such person;
- 2.26 the Confederation shall not support any object, which is an object of the Institute that would make it a Trade Union or trade protection society.

3.0 MEMBERS OF THE CONFEDERATION

3.1 Classes of Membership

There shall be eight classes of membership of the Confederation termed respectively as Professional Members, Corporate Members, Academic Members, Associate members, Student members, Honorary members, Industry Confederation Partners and Institutional Confederation Partners. All classes of membership are individual membership except for the Industry and Institutional Confederation Partners.

3.1.1 Examinations

Where applicable the Confederation's examination for candidates for membership shall be held at such times and places as may be appointed or approved by the Board of the Confederation.

3.1.2 Use of Suffixes

Every Member duly elected into Professional, Corporate and Academic Membership and has complied with section 4.3 has the right to affix the initials "MMGBC" after his name. No other classes of membership are eligible to use any initials denoting membership of the Confederation after their names.

3.1.3 Qualification for Professional Members

A candidate for admission as a Professional Member must be a person:

- a) who is a Malaysian citizen, and
- b) who has obtained a professional tertiary academic qualification, and
- c) who is a Professional Architect, Professional Engineer or Quantity Surveyor registered under Statutory Act.

3.1.4 Qualifications for Corporate Members

A candidate for admission as a Corporate Member must be a person:

- a) who is a Malaysian citizen, and
- b) who is not eligible for membership under section 3.1.3, and
- c) has obtained a degree or equivalent qualification acceptable to the Board, and
- d) be a member of a professional, commercial, trade, industrial, or government body acceptable to the Board.

3.1.5 Qualifications for Academic Members

A candidate for admission as an Academic Member must be a person:

- a) who is a Malaysian citizen, and
- b) who is not eligible for membership under section 3.13 and 3.14, and
- c) who is currently lecturing or teaching full-time in an approved college or university or university college in Malaysia, or
- d) who is lecturing or teaching in any other approved university or college other than in Malaysia and is engaged in continuing education in a field of study acceptable to the Board.

3.1.6 Qualifications for Student members

A candidate for admission as a Student member must be:

- (a) not less than 18 years of age, and
- (b) has achieved a standard of general education acceptable to the Board
- (c) has been admitted to a course leading to a degree or diploma in a field of study acceptable to the Board

3.1.7 Qualifications for Associate members

A candidate for admission as an Associate Member must be a person:

- a) who is not eligible for membership under section 3.1.3 to 3.1.6 above, and
- b) who has a relevant qualification which is acceptable to the Confederation, or
- c) is a member of the sustainability/green body in his country of origin and
- d) is currently engaged in the practice related to sustainability, and
- e) has not breached any of the laws of Malaysia.

3.1.8 Honorary members

Honorary members may be admitted by resolution of the Board and shall be persons who are not eligible for admission to any class of membership of the Confederation but who may appear to the Board to be able to render assistance in promoting the objectives of the Confederation by reason of their position or their eminence in the arts, science or literature or in matters relating to environmental design or who are members of allied professions. Such persons shall remain Honorary members at the pleasure of the Board. The number of Honorary members shall not exceed ten in number at any one time at the date of election.

3.1.9 Industry and Institutional Confederation Partners

a.) Industry Confederation Partners

Body corporates, partnerships, sole proprietorships and businesses involved in the promotion of sustainability or its allied industry and which are registered with the relevant statutory authorities may be admitted as Industry Confederation Partners upon invitation by the Board. Such applicants upon compliance with section 4.3 may be admitted as Industry Confederation Partner and shall continue to remain the same at the pleasure of the Board.

b.) Institutional Confederation Partners

Not for profit organizations, institutes, clubs and societies may be admitted as Institutional Partners upon invitation by the Board. Such applicants upon compliance with section 4.3 may be admitted as Institutional Confederation Partner and shall continue to remain the same at the pleasure of the Board.

3.2 Voting rights of Members

3.2.1 All Professional, Corporate and Academic Members are entitled to attend General Meetings and to vote at such General Meetings.

3.2.2 All Student, Associate, Honorary, Industry Confederation Partners and Institutional Confederation Partners are entitled to attend General Meetings but shall not be entitled to vote.

3.3 The Patron

The Board may by way of majority vote taken at the Board Meeting approve the appointment of a Patron or Patrons for the Confederation. A Patron shall be a person of national or international eminence who in the opinion of the Board has made an outstanding contribution towards the general awareness of the Confederation, and whose patronage will add prestige to, or advance the interest of the Confederation. Such person(s) shall enjoy all the amenities and privileges of the Confederation and shall not be required to attend or vote at any meetings of the Confederation. The duration of the appointment shall be at the sole discretion of the Board.

4.0 ELECTION OF MEMBERS

4.1 Applications for Membership

4.1.1 Every candidate or organisation, seeking admission to the Confederation either as Professional Member, Corporate Member, Academic Member, Associate member, Student member, Industry Confederation Partner or Institutional Confederation Partner, shall make a statement that the candidate or organization is eligible for membership under this Constitution and that the candidate or organization concerned are willing if elected, to be bound by the Constitution and any other Regulations of the Confederation which is in force for the time being.

4.1.2 Save and except Honorary members who shall be elected by the Confederation by special resolution, every applicant desirous of being admitted as Professional Member, Corporate Member, Academic

Member, Student member, Associate member, Industry Confederation Partner or Institutional Confederation Partner must be proposed according to the Nomination Form of the respective class of membership. The applicant's full name together with the place of residence or location, the place of business and business registration number shall be inserted in the Nomination Form. The Nomination Form must be signed by the candidate or in case of an organization by its Chief Executive Officer or President, and shall be proposed and seconded by at least two Members of the Board. The Nomination Form shall also contain a written statement by the applicant giving particulars of qualifications obtained or particulars the organization as the case may be.

4.1.3 In the case of any applicant seeking membership of the Confederation and not being personally acquainted with any of the Members herein required to make such proposal/seconding, the Board may if necessary, conduct an interview of such applicant, and if satisfied with the applicant's qualification or credibility, shall have the power to nominate such applicant to the membership of the Confederation.

4.1.4 The nomination of every applicant for admission to any class of membership must be forwarded to the Honorary Secretary for submission to the Board and if the Board approves the nomination and find such applicant to be eligible and qualified according to the Rules and By-Laws for the time being in force, then such applicant shall be admitted to membership in the class to which nominations is made and the election shall be recorded in the Minutes of the Board Meeting at which such nominations is approved.

4.2 Refusal of Application

The Board reserves the right to refuse admission of any applicant for membership.

4.3 Payment of Entrance Fee & Subscription

4.3.1 Applications for membership shall be accompanied by the appropriate entrance fee together with the first annual subscription. In the event of the application not being accepted by the Board, the entrance fee and subscription paid shall be refunded to the applicant.

4.3.2 Whenever a candidate is admitted as a member of the Confederation, the Honorary Secretary shall inform the candidate of such admission and shall send the candidate concerned a copy of the Constitution and By-Laws.

4.4 Code of Conduct

Every Professional Member, Corporate Member, Academic Member, Student member, Associate member, Honorary member, Industry Confederation Partner or Institutional Confederation Partner shall be bound by the Constitution and Code of Conduct of the Confederation

4.5 Death of a Member

Upon death of any individual member, the Confederation shall remove his name from the Register of Members of the Confederation.

4.6 Resignation of Membership

Any member may at any time, by giving notice in writing, sent by post or delivered to the Honorary Secretary at the registered place of business of the Confederation and accompanied by the Certificate of Membership held by such member, resign from the membership of the Confederation provided that any member who is under any financial liability to the Confederation shall not be entitled to resign without the prior sanction of the Confederation.

4.7 Termination of Membership

Membership of the Confederation may be terminated if a member or organisation:

- 4.7.1 becomes a bankrupt or suspends payment or compound with or makes an assignment of his property for the benefit of creditors, or
- 4.7.2 in the case of an individual, is declared unfit or of unsound mind, or
- 4.7.3 in the case of an individual, is convicted of a felony, or
- 4.7.4 has contravened the Constitution or the By Laws or the Code of Conduct of the Confederation, or
- 4.7.5 is struck off from any statutory professional register, or
- 4.7.6 goes into receivership or a dissolution of the partnership occurs.

4.8 Re-admission of Membership

The re-election to membership of any person or corporate body that has ceased to be a member of the Confederation shall be dealt with in the same manner as an original application.

5.0 ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

5.1 Entrance Fees and Annual Subscriptions

5.1.1 The amount of entrance fees and annual subscriptions are as follows:

	Entrance Fee (RM)	Yearly Subscription (RM)
Professional	400.00	200.00
Corporate	400.00	200.00
Academic	200.00	100.00
Associate	500.00	500.00
Student	40.00	20.00
Honorary	Nil	Nil
Confederation Partner		
a) Industry Confederation Partner	4000.00	2000.00
b) Institutional Confederation Partner	500.00	200.00

5.1.2 The annual subscription for Professional, Corporate, Academic, Student, and Associate membership shall be payable in advance and shall be due on the first day of January in each year. Members admitted before the first day of July in any year shall pay the annual subscription payable for the current year, and those admitted on or after the first day of July shall pay half the annual subscription.

- 5.1.3 The annual subscription for Industry Confederation Partner or Institutional Confederation Partner shall be payable in advance and shall be due each year on the first day of the month in which appointment as Confederation Partner first commenced. Whenever such annual subscription shall fall in arrears for a period exceeding two months from the date due, then the Confederation Partner becomes a defaulter and may be suspended or expelled by resolution of the Board. Should any defaulter be suspended/expelled for non-payment of such subscription, the Board shall have power, upon the defaulter giving to their satisfaction, an explanation for the non-payment, to reinstate to its former position as a Confederation Partner, and in such case require the payment of all subscriptions which would have been paid had the defaulter continued as an Industry Confederation Partner or Institutional Confederation Partner up to the date of such reinstatement, and a further re-admission fee shall be payable to the Confederation.
- 5.1.4 Whenever any Professional Member, Corporate Member, Academic Member, Associate member or Student member, shall suffer the annual subscription due to remain in arrears for a period exceeding one year, such member shall become a defaulter and may be suspended or expelled by resolution of the Board. Should any such member be expelled for non-payment of such subscription, the Board shall have power, upon the defaulter giving to their satisfaction, an explanation for the non-payment, to reinstate him in his former position.

5.2 Penalty of Non-payment

No member whose annual subscriptions remain unpaid for a period of three months shall be entitled to attend or take part in the meetings of the Confederation nor to receive the notices of publications of the Confederation nor shall he be entitled to be nominated for any office until he has paid in full such subscription.

5.3 Certificate of Membership

Subject to such By-Laws as the Board may from time to time prescribe, the Confederation shall issue to each member a certificate showing the class to which the member belongs. Every such certificate shall remain the property of the Confederation, and shall on demand, be returned to the Confederation. Such certificates shall be signed by the President or Vice-President and by two members of the Board for the time being in force and countersigned by the Honorary Secretary of the Confederation.

5.4 Register of Members

A Register of Members shall be kept and the name and address of every member, shall be written in such Register together with a record showing whether or not his subscription for each current year has been paid. A Roll of Honorary Members shall be kept by the Honorary Secretary

6.0 THE BOARD

6.1 Board

The Board whose members shall consist of Professional, Corporate and Academic Members of the Confederation, all of whom shall be Malaysians, shall consist of President, Immediate Past President, Vice-President, Honorary Secretary, Honorary Treasurer and not more than six Ordinary Board members, and may include not more than two Past Presidents who, other than the Immediate Past President, may be appointed by the newly elected Board. Of the total composition of the Board members, the majority shall be Professional Members. All members of the Board and every officer performing executive functions in the Confederation shall be Malaysian Citizens.

6.2 President

The President shall be elected at the Annual General Meeting of the Confederation. No persons shall be elected to such office unless he has been a Board Member of the Confederation for a continuous period of three years of which at least two years was as an office bearer (applicable only after the Confederation has been established for five years). The President shall not hold office for more than two years in succession at any one time. The President shall during the term of office, preside at all meetings of the Board and shall be responsible for the proper conduct of all such meetings. He shall have a casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Vice President or Honorary Treasurer, sign all cheques on behalf of the Confederation.

6.3 Immediate Past President

The Immediate Past President shall not hold office for more than two years in succession at a time. As a member of the Board, he shall provide continuity to the Board. The first Immediate Past President shall be the President of the pro-tem committee of the Confederation

6.4 Vice-President

The Vice-President shall be elected at the Annual General Meeting of the Confederation. No person shall be elected to such office unless he has been a Board Member of the Confederation for a period of three years (applicable only after the Confederation has been established for five years). The Vice-President shall deputise for the President during the latter's absence.

6.5 Honorary Secretary

The Honorary Secretary shall be elected at the Annual General Meeting of the Confederation. No person shall be elected to such office unless he has been a Board Member of the Confederation for a period of two years (applicable only after the Confederation has been established for five years). The Honorary Secretary shall conduct the business of the Confederation in accordance with its rules, and shall carry out the instructions of the Board. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records.

6.6 Honorary Treasurer

The Honorary Treasurer shall be elected at the Annual General Meeting of the Confederation. No person shall be elected to such office unless he has been a Board Member of the Confederation for a continuous period of one year (applicable only after the Confederation has been established for five years). The Honorary Treasurer

shall be responsible for the finance of the Confederation. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President or the Vice-President sign all cheques on behalf of the Confederation. He shall keep a petty cash account of not more than RM500.00, and all excess monies shall be deposited in a bank agreed upon by the Board. The bank account shall be in the name of the Confederation.

6.7 Ordinary Members of Board

Ordinary Board Members which shall be up to six in number shall be elected at the Annual General Meeting of the Confederation. No person shall be elected to such office unless he has been a Professional, Corporate or Academic Member of the Confederation for a continuous period of at least one year (applicable only after the Confederation has been established for three years). Ordinary Board Members shall carry out such duties as directed by the Board or President.

6.8 Nominated Members of Board

Not more than two Past Presidents, other than the Immediate Past President, may be appointed to the Board by the newly elected Board of the year.

6.9 Vacancies

The Board shall have power to fill any vacancies for office bearer or Ordinary Board Members that may occur during its year of office provided that the nominee has been a Professional, Corporate or Academic Member of the Confederation for a continuous period of at least one year.

6.10 Term of Office

The Board shall remain in office until the elections held at the following Annual General Meeting after which the incoming Board shall take office.

6.11 Advisors to the Board

The Board may by way of majority vote taken at the Board Meeting approve the appointment of Advisor(s) for the Board. An Advisor shall be a person who has specialised expertise that can assist the Board in the business of the Confederation. Such person(s) shall not have Member rights and shall not be required to attend or vote at any meetings of the Confederation. The duration of the appointment shall be at the sole discretion of the Board but shall not exceed the term of the appointing Board.

6.12 Meetings and Quorum

The Board shall meet at least once in each quarter of each year, but it shall be in their power to vary the frequency of meetings. Subject to these Rules, the Board may meet for the dispatch of business, adjourn or otherwise regulate their meetings as they think fit. More than half the number in the Board present at a meeting shall form a quorum.

6.13 Notice of Meetings

Board Meetings shall at any time be called by the Honorary Secretary at the request of the President or at the request of five members of the Board by giving at least fourteen days clear notice to the members of the Board.

6.14 Votes

Questions arising at any meeting of the Board shall be decided by a majority of votes except as otherwise provided for in these Rules. In case of an equality of votes the Chairman shall have a further or casting vote.

6.15 Chairman of Board

The President, or in his absence the Vice-President shall preside at all meetings of the Board. If at any meeting the President or Vice-President is not present within fifteen minutes after the time appointed for the meeting of the Board, those members present shall choose one among their number to be the Chairman.

6.16 Minutes of Proceedings

The Board shall cause proper Minutes to be made of resolutions and proceedings of all meetings of the Board and of the Committees of the Confederation and all business transacted at such meetings, whose Minutes, if purporting to be signed by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

6.17 Powers of Board

A meeting of members of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under this Constitution of the Confederation for the time being vested in the Board generally. All expenditure incurred shall have the approval of the Board.

6.18 Financial Year

The financial year of the Confederation shall commence on the 1st January each year.

6.19 By-Laws

6.19.1 The Board may from time to time make such By-Laws as they may judge necessary for carrying on the business of the Confederation, and may at any time in like manner, approve, annul or vary any By-Laws.

6.19.2 All By-Laws for the time being in force, shall be binding on the members of the Confederation and shall have full effect accordingly; provided that notice of such By-Laws or recession or alterations thereto shall be notified to all members in writing, thirty days before taking effect, during which time any twenty Members may, by notice in writing to the Honorary Secretary, require an Extraordinary General Meeting to be convened for the purpose of considering, confirming or revoking the same.

6.19.3 If no such notice is received by the Honorary Secretary, the By-Laws shall become binding on all members at the expiry of the thirty days mentioned above.

6.20 Vacation of Office by Office Bearers and Members of Board

The office of any office-bearer of the Confederation is vacated forthwith if:

6.20.1 he ceases to be a member of the Confederation.

6.20.2 he has been absent from more than three consecutive meetings of the Board without prior leave of absence.

6.20.3 he resigns his office by notice in writing delivered to the Board.

6.20.4 his membership has been terminated under section 4.7.

6.21 Chapters

- 6.21.1 The Board may at their discretion, and upon receipt of a request from a minimum number of 30 Members, resident in any state or regional area of Malaysia, and upon a majority resolution being passed at the Annual General Meeting or Extraordinary General Meeting, create a local Chapter of the Confederation subject to the prior approval of the Registrar of Societies.
- 6.21.2 The Chapter may be dissolved by a majority resolution passed at the Annual General Meeting or Extraordinary General Meeting of the Confederation.
- 6.21.3 Each constituted Chapter of the Confederation shall have a Chapter Committee consisting of a Chairman, Deputy Chairman, Vice Chairman, Hon Secretary, Hon Treasurer and 6 other Committee members. Only Professional, Corporate and Academic Members of the Confederation practicing or working in the area of the constituted Chapter shall be eligible to be members of the above said Chapter. A Chapter Committee shall have the sole management of the affairs, business, income and expenditure of the Chapter subject always to the general control of the Board of the Confederation. The Board shall define the area of each Chapter when it is being constituted.

The Chapter Committee shall hold meetings whenever deemed necessary by giving at least 7 days notice. At least one-half of its members present shall constitute a quorum.

The rules and procedures governing meetings, elections and voting at the Chapter shall follow that for the Confederation as laid down in this Constitution.

The quorum for a general meeting of a Chapter shall be twice the number of the Chapter Committee. The quorum for a meeting of the Chapter Committee shall be four. The Chapter Chairman shall preside at all Chapter general meetings and Chapter Committee meetings. He shall have a casting vote and shall sign the Minutes of each meeting at the time they are approved.

The Chapter Deputy Chairman shall deputise for the Chapter Chairman during the latter's absence. The Chapter Vice Chairman shall deputise for the Chapter Chairman and the Deputy Chairman during the absence of both.

The Chapter Hon Secretary shall keep all the records and papers of the Chapter which shall be made available on demand to the Board of the Institute. He shall take down and circulate Minutes of all meetings of the Chapter and the Chapter Committee and shall remit a copy of the Minutes of such meeting to the Hon Secretary of the Confederation not later than seven days after each meeting. In consultation with the other Chapter Committee members he shall prepare the Chapter Annual Report which shall be circulated to all Chapter members and shall remit two copies to the Hon Secretary of the Confederation who shall present them at the next meeting of the Board of the Confederation.

The Chapter Hon Treasurer shall deal with the financial affairs of the Chapter and shall keep proper-financial records. He shall prepare the Annual Accounts which after audit shall be circulated to all Chapter members

together with the Chapter Annual Report and shall remit two copies to the Hon Secretary of the Institute. In conjunction with the Chairman of the Chapter he shall operate the bank account, if any, of the Chapter, and shall be personally responsible for all monies and other property of the Confederation which pass through his hands. He shall maintain a register of names and addresses of Chapter members and shall inform the Hon Secretary of the Confederation of all changes therein.

The other members of the Chapter committee shall be elected at the general meeting of the Chapter and shall hold office until the next general meeting.

6.22 Committees and Panels

The Board shall have the power to appoint Committees and Panels and their Chairmen and Co-Chairmen for the purpose of dealing with special subjects connected with objects of the Confederation. Minutes of meetings or reports of these Committees or Panels shall be submitted to the Board for consideration and information. A Committee or Panel may co-opt any person, with the approval of the Confederation, to serve on the Committee or Panel, if necessary.

The Committees and Panels may conduct their own correspondence and business respectively, but save as hereinafter provided they shall not take any public action nor any pecuniary responsibility unless previously authorised by the Board. In any case of emergency they may take such public action as shall have been sanctioned by the President or in his absence by the Vice President, acting on his behalf.

At the end of each year of office the Committees and Panels shall each forward to the Board a report of their proceedings during the preceding year of office, which report or a summary thereof, shall be incorporated in the President's report to the Annual General Meeting.

Prior to the commencement of the financial year on 1st January, every Committee and Panel shall prepare a budget of their proposed income and expenditure for the coming year for the approval of the Board.

6.23 Management of the Confederation

The day to day management of the Confederation shall be carried out by the four designated office bearers on behalf of the Board. They may exercise all such powers of the Confederation, and do on behalf of the Confederation all such acts as may be exercised and done by the Confederation, and as are not by the Constitution required to be exercised or done by the Confederation in General Meeting, subject nevertheless to the Constitution as may be amended by the Confederation in General Meeting from time to time, but no amendment made by the Confederation in General Meeting shall invalidate any prior act of the Board which would have been valid if such Constitution had not been made.

6.24 Investment of Moneys

The Board shall, unless otherwise directed by any deed or trust, have power to invest any entrance fees, surplus income, funds, donations or endowment in any of the following investment:

- 6.24.1 Loans or securities of the government
- 6.24.2 Mortgages, and other securities

- 6.24.3 Bonds, debentures, debenture stock or mortgages or the fully paid guarantee or preference or ordinary stock or shares ordinary preferred or deferred or other stock or shares of any company.
- 6.24.4 Purchase of immovable property situated within Malaysia. Such investments shall be managed by Trustees appointed by the Board. The Board may from time to time direct the Trustees to alter or vary such investment for others of a nature hereby authorised. The trustees shall hold such investment upon trust to be dealt with and disposed off as the Board shall from time to time direct.
- 6.24.5
- i) Set up a wholly-owned subsidiary company or companies registered under the Companies Act to undertake activities of the Confederation as may be directed by the Board. Such company/companies shall be managed by Directors appointed by the Board.
 - ii) All moneys and profits accruing to the Confederation from participation in any business shall be applied solely towards the furtherance, promotion and execution of the objectives of the Confederation and no portion thereof shall be paid by way of dividend, bonus or profit to any member of the Confederation provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Confederation.

6.25 Bank Account

All money belonging to the Confederation and not invested shall be deposited by the Board on account of and for the use of the Confederation with a Banker as the Board shall from time to time determine. Cheques on the Confederation's Banker, until otherwise from time to time resolved by the Board, shall be signed by any two of the three following officers: President, Vice-President and the Honorary Treasurer for the time being in force.

6.26 Common Seal

The Confederation shall have a Common Seal in which shall be in the custody of the Honorary Secretary. The Common Seal shall not be affixed to any certificate, deed or writing except on the prior authority of the Board and such authority shall be recorded in the Minutes of the Board Meeting. Such deed or writing shall, after the Seal has been affixed be signed by the President or the Chairman of the Meeting and by two other members of the Board present and countersigned by the Honorary Secretary.

6.27 Annual Report and Accounts

The Board shall present a report on the state of the property and affairs of the Confederation to the Annual General Meeting, which report shall give an abstract of the proceedings during the preceding year ended 31 December, an account of the funds (including Income and Expenditure Account and Balance Sheet for the past year properly audited). A copy of the report shall be issued to every Member at least fourteen days before the Annual General Meeting.

6.28 Accounts

The Board shall cause proper and sufficient accounts to be kept of the sums of money received and expended by the Board and the matter in respect of which such receipts and expenditure take place and the property, credits and liabilities of the Confederation and subject to any reasonable restrictions as to the time and manner of

inspecting the same that may be imposed in accordance with the regulations then in force of the Confederation shall be opened to the inspection of the Members and once at least in every year, the accounts of the Confederation shall be examined and the correctness of the Balance Sheet ascertained by a qualified Auditor.

The Auditor shall be elected to hold office for a period of one year only and shall be eligible for re-election at the conclusion of his term of office. In the case of death or resignation, or the inability to perform his duties, the Board shall appoint another Auditor as replacement whose term of office shall be until the next Annual General Meeting of the year following.

The Auditor shall be required to audit the accounts of the Confederation for the financial year, and to prepare a report or certificate of audit for the Annual General Meeting.

6.29 Donations

The Board shall be authorized to accept donations and subscriptions either in aid of Funds established by the Confederation or to defray expenses which may be incurred in carrying out special undertakings connected with the Confederation's work.

6.30 Publications

The Board may arrange for the publication in any manner which they may deem advisable of such statistics papers, documents and publications as may be considered by the Board to be likely to promote knowledge of the work, theory, law and practice relating to the building industry and professions allied thereto.

6.31 Prizes and Awards

The Board shall have the power to hold competitions awards prizes and scholarship.

6.32 Alliance with other bodies

The Board may, upon receipt of a request to the effect from any body with similar objects to those of the Confederation arrange for the union, alliance or incorporation of such body with the Confederation and may also, if they think fit, remit or reduce the entrance fees of the members of such body at the time of union or incorporation; provided that such union, alliance or incorporation shall be sanctioned by a Resolution at the Extraordinary General Meeting.

6.33 Indemnity

The members of the Board and other officers for the time being of the Confederation and the trustees for the Confederation (if any) shall be indemnified out of funds of the Confederation against all costs, charges, losses, damage and expenses which they shall respectively incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them respectively in or about the bona-fide execution of their respective office and shall be reimbursed by the Confederation all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Confederation or otherwise in the execution of their respective office except such costs, losses and expenses as shall happen through their respective neglect, default or willful act and no member of the Confederation or other officer or trustees shall be chargeable for any money which he shall not actually receive or be answerable for the act, receipt, neglect or default of any other member of the

Confederation or officer or trustee or of any banker, broker, collector, agent or other person appointed by the Confederation or such trustee (as the case may be) with whom or into whose hands any property or moneys of the Confederation may be deposited or come or for the insufficiency of any security or investment in or upon which any of the moneys of the Confederation shall be invested by order of the Confederation or for any loss or damage which may happen in the execution of his office unless the same happen through his own neglect, default or willful act.

6.34 Disciplinary Powers of the Board

The Board shall make regulations or By-laws concerning the procedure by which any question of discipline is to be brought before the Board. The hearing and determination by the Board of any such question, the publication of any determination and any other matter with regard to disciplinary procedure for which the Board considers necessary or desirable to make provision which regulations and such By-laws shall provide for the rule against bias and that a member against whom a question of discipline has been raised shall have a right of hearing either in person or by counsel and shall be entitled to call witness on his own behalf and to examine and cross-examine any witness called before the Board or any Committee to which the Board may delegate its disciplinary powers.

6.34.1 Without prejudice to the generality of the Board's powers under this subparagraph By-laws and the regulations may provide.

- (a) For the reference of any question of investigation and report to a Committee appointed by the Board;
- (b) That the power of the Board to decide and determine any question for investigation may be delegated to a Committee appointed by the Board;
- (c) That account may be taken of any report from other disciplinary Committee and that any finding or fact which is shown to have been made by this Committee shall be evidence of the fact found;
- (d) For the appointment and payment of legal counsel to act as assessor to the Board or any Committee to which the Board may delegate its disciplinary powers.

6.34.2 Any decision of the Board to reprimand, suspend or expel a member shall be sent by the Honorary Secretary by registered post to the member concerned, and the decision shall take effect upon the day on which it is made.

6.34.3 During the period of suspension a member shall not be entitled to exercise or enjoy any right or privileges which is exercisable or enjoyable by a member.

6.34.4 A decision of any disciplinary action should have the approval of the Board by a majority decision of four fifth of the Board members present and voting or not less than half of the total number of members of the Board whichever is the higher. In the event of an appeal by the member against whom disciplinary action has been approved, the Board shall appoint a Board of Appeal consisting of not less than three persons none of whom shall be a current member of Board, and the decision of this Board of Appeal shall be final.

7.0 GENERAL MEETING

7.1 Description of Meetings

The General Meetings of the Confederation shall be as follows:

- 7.1.1 Ordinary Meetings or Board Meetings
- 7.1.2 Annual General Meeting
- 7.1.3 Extraordinary General Meeting

7.2 Ordinary Meetings or Board Meetings

The Ordinary Meetings of the Board shall be held and conducted as prescribed by the Board from time to time.

7.3 Annual General Meeting

7.3.1 The Annual General Meeting shall be held in the month of June each year, or as soon thereafter as practicable, provided that every such meeting shall be held not more than fifteen months after holding the last preceding Annual General Meeting.

7.3.2 The ordinary business of the Annual General Meeting shall be as follows:

- 7.3.2.1 to receive the Annual Report of the Board
- 7.3.2.2 to receive, and if approved, to pass the Accounts for the year ended on 31st December last preceding.
- 7.3.2.3 to confirm the election of a President.
- 7.3.2.4 to confirm the election of a Vice-President .
- 7.3.2.5 to confirm the election of an Honorary Secretary.
- 7.3.2.6 to confirm the election of a Honorary Treasurer.
- 7.3.2.7 to confirm the election of six ordinary Confederation Members.
- 7.3.2.8 to elect an Auditor.
- 7.3.2.9 to transact any other business of which 7 days notice in writing have been given.

7.4 Extraordinary General Meeting

7.4.1 Any Extraordinary General Meeting may be called at any time by the Board whenever they deem it expedient and they shall also do so upon the receipt of a written requisition signed in by not less than twenty Members of the Confederation who are eligible to vote, stating the reason for convening such meeting.

7.4.2 If within twenty one days of receipt of such requisition the Board does not proceed to cause a meeting to be held, the requisitionists may themselves convene the meeting.

7.4.3 The Extraordinary General Meeting is called for the amending of the Constitution or such other business (not being the business of an Annual General Meeting) as is required by the Constitution to be carried out by the passing of a resolution of two third majority of the Members present at the meeting.

7.5 Lectures etc.

The Board may at their discretion direct other meetings to be held for the delivery of lectures, and the reading and discussion of papers, and the Board shall determine the conditions of admission to such meetings and their conduct.

7.6 Notice of General Meeting

Not less than fourteen days notice of a General Meeting specifying the place, date and time of meeting, together with the audited annual accounts of the previous year and in the case of special business, the general nature of such business, shall be given to members of the Confederation in Malaysia who are entitled to receive notices from the Confederation. The accidental omission to give notice of a meeting or the non-receipt of such notice by any member shall not invalidate any resolution passed, or proceeding held, at any meeting.

7.7 Quorum

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum of a General Meeting formed by Professional, Corporate and Academic Members of the Confederation shall be twice the total number of the Board members. (If the Board consists of thirteen Members then the quorum shall be twenty-six voting Members)

7.8 Adjournment of Dissolution

If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned for the same place, time and day of the week following or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the members present shall be a quorum.

7.9 Notice of Adjournment

The Chairman may, with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or the business to be transacted at adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.

7.10 Chairman

The President of the Confederation shall preside at every General Meeting. If at any time he shall not be present within fifteen minutes after the appointed time for holding of the Meeting, the Vice-President, or in his absence a member of the Board chosen by the members present shall preside. If no member of the Board be present or if all the members of the Board decline to take the Chair, the members present shall choose one of their numbers to be Chairman.

7.11 Mode of Deciding Resolution

At all General Meetings a resolution put to the vote of the meeting shall, except as herein otherwise provided be decided on a show of hands unless a poll be demanded by the Chairman or by at least five members present in person and entitled to vote. A declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minutes Book of Confederation shall be conclusive evidence thereof, without proof of the number of proportion or the votes recorded in favour of, or against, such resolution.

7.12 Mode of Taking Poll

If a poll be demanded it shall be taken at the Meeting and in such manner as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

7.13 Right to Vote

At General Meetings members of every class shall be entitled to be present and to take part in the discussions on any subject brought before the Meetings but only Professional, Corporate and Academic Members shall be entitled to vote at such meetings provided always no Professional, Corporate or Academic Member whose annual subscription remains unpaid for a period of three months shall be entitled to vote.

7.14 Casting Vote

In the case of an equality of votes, either on a show of hands or by poll, the Chairman of the meeting shall have a further, or casting vote.

7.15 Method of Election of Confederation

Not less than thirty-five days before the day appointed for the Annual General Meeting, the Board shall appoint a Member as an Election Officer who will not be standing for any office or proposing or seconding a candidate for election. The Election Officer shall be responsible for the conduct of the election of the Board in accordance with the Constitution and By Laws.

7.15.1 Not less than thirty-five days before the day appointed for the Annual General Meeting, the Honorary Secretary on the direction of the Election Officer shall cause to be delivered to all Members, entitled to receive such notification to nominate a President, Vice-President, Honorary Secretary, Honorary Treasurer and six ordinary members of the Board.

7.15.2 Nominations shall only be valid if made by not less than two Professional, Corporate or Academic Members who have received the agreement in writing of the nominees. Such nominations and agreements shall be delivered to the Election Officer to reach him not later than twenty one days before the date of the Annual General Meeting.

7.15.3 The Election Officer shall direct the Honorary Secretary to prepare a list of nominated Professional, Corporate and Academic Members together with the Confederation's nomination list for President, Vice-President, Honorary Secretary, Honorary Treasurer, and such list shall be sent to all Professional, Corporate and Academic Members together with a notice convening the Annual General Meeting. The names of all candidates for election shall be

printed in the same type and in alphabetical order. Nominations from the floor will not be accepted at the Annual General Meeting.

- 7.15.4 Voting for election shall be by secret ballot. Such number of ballot papers as shall be necessary shall be sent, together with the notice convening the Annual General Meeting, to all Professional, Corporate and Academic Members who are qualified to vote. Each ballot paper shall contain directions for its use by Members and any ballot paper which fails to comply with such directions shall be rejected by the Scrutineers and the votes shall be lost. The ballot papers shall be folded and sealed in the pre-addressed envelope provided and no document shall be enclosed with the ballot paper. Postage shall be prepaid by the Member voting.

Ballot papers in the sealed envelopes are to be returned to the Election Officer by post so as to be received by the Election Officer before the commencement of the Annual General Meeting. Ballot papers may also be received from Members personally before the commencement of the Annual General Meeting.

- 7.15.5 Scrutineers

No less than three scrutineers, who must be Members, shall be appointed by the Members present at the Annual General Meeting. The scrutineers at the direction of the Election Officer shall be responsible for counting the votes. The decision of the election, and on any matter relating thereto shall be final. No member of the Board or candidate for election as such shall be eligible for appointment as scrutineer.

- 7.15.6 In the event of equality of votes for any vacancy, there shall be one recount of the votes cast for the candidates having such equality. If after such recount, there is still an equality of votes for that vacancy, the election of the candidates so receiving such equality shall be by secret ballot of the Members present, having the right to vote at the Annual General Meeting.

- 7.15.7 The members of the Board so elected together with the Immediate Past President shall form the Board which shall remain in office until the next Annual General Meeting.

7.16 Referendum by means of postal vote on important questions

Upon a resolution of the Board of which due notice has been given to every member of the Board and which has been carried by four-fifths majority of those present and voting at a Meeting of the Board it shall be competent for the Board to refer any question as to which the Board are of the opinion that the matter is of sufficient importance to take a poll of Members and thereupon a postal vote on the matters in question, shall be taken by sending a copy of the proposed Resolution and Voting Paper by post to each Member resident in Malaysia, and the same shall be returnable to the Honorary Secretary not later than fourteen days after it has been posted. Scrutineers appointed by Board, as per Bye-laws, shall count the votes and their decision on any matter relating thereto shall be final, and if the Resolution so submitted to a general poll be supported by a simple majority of the votes polled it shall be declared carried and shall be the Resolution of the Confederation and it shall not be competent to rescind or vary such Resolution for a period of two years thereafter except by another Resolution submitted by the Board to a like general poll and carried by a two-thirds majority on taking of such poll. The Board shall be bound

to take a poll under the provisions of this Constitution at any time on receipt of a written requisition signed by not less than thirty Members, and such poll shall be taken not less than six weeks after the delivery of such requisition to the Honorary Secretary.

7.17 Amendment to the Constitution

7.17.1 This Constitution may not be amended or altered except by the concurring vote of not less than two-thirds of the total voting membership of the Members present at the meeting on the day of the General Meeting. No proposal to amend or alter the Constitution shall be considered unless it has been submitted in writing to the Board at least four weeks before the day of the meeting. Such alteration and amendment shall be submitted to the Registrar of Societies within 60 days of the General Meeting.

7.17.2 Such alterations or amendments shall take effect from the date of their approval by the Registrar of Societies.

7.18 Interpretation of the Constitution

7.18.1 Between Annual General Meetings, the Board shall interpret the Constitution of the Confederation and where necessary, determine any point on which the Constitution is silent.

7.18.2 Except where they are contrary to or inconsistent with the policy previously laid down by the General Meeting, the decisions of the Board shall be binding on all members of the Confederation unless and until countermanded by a resolution of a General Meeting.

7.18.3 Unless specified, words importing the masculine gender shall import the feminine and neuter genders and vice versa, and words importing the singular shall import the plural and vice versa.

7.19 Dissolution

Upon any dissolution of the Confederation, whether voluntarily or by operation of any law, if there shall remain, after the satisfaction of all its legal debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Confederation or any of them, but shall be given to some other institution or association having objects as nearly similar as possible to those of the Confederation. The Confederation shall be dissolved by at least 3/5 of total voting membership at the General Meeting. Notice of the dissolution shall be sent to the Registrar of Societies within 14 days.

8.0 INTERPRETATION

8.1 Interpretation

In this Constitution, unless there be something in the subject, or context inconsistent therewith:

8.1.1 “The Confederation” shall mean the Malaysia Green Building Confederation (MGBC)

8.1.2 “The Constitution” shall mean the Constitution of the Confederation.

- 8.1.3 “The By-Laws” shall mean the By-Laws of the Confederation for the time being in force.
- 8.1.4 “The Board” shall mean the Board of the Confederation
- 8.1.5 “MGBC” shall mean Malaysia Green Building Confederation
- 8.1.6 “Member” (with capital M) shall mean Professional, Corporate or Academic Members with voting rights
- 8.1.7 “Malaysia” shall mean the territory covered under the Malaysian Constitution.
- 8.1.8 “MMGBC” shall mean Member Malaysia Green Building Confederation.

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FARIDAH BINTI SHAFII
PRESIDEN

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CHAN SEONG AUN
SETIAUSAHA KEHORMAT