

# **RULES OF PERSATUAN PERUSAHAAN PHOTOVOLTAIC MALAYSIA (MALAYSIAN PHOTOVOLTAIC INDUSTRY ASSOCIATION)**

## **1. Name**

The society shall be known as the Persatuan Perusahaan Photovoltaic Malaysia (Malaysian Photovoltaic Industry Association). Here in after referred as “The Association”

## **2. Place of Business**

Its registered place of business shall be at **SW-03-08, Cova Square, Jalan Teknologi, Kota Damansara, PJU 5, 47810 Petaling Jaya, Selangor Darul Ehsan** or at such other place as may from time to time be decided by the Committee. The registered place of business shall not be changed without the prior approval of the Registrar of Societies.

## **3. Flags, Symbols, Badges Or Other Insignia**

Refer Schedule A

## **4. Aim and Objects**

- (1) The Association shall promote photovoltaic technology and knowledge within Malaysia.
- (2) The Association shall promote Malaysia photovoltaic technology and knowledge internationally and shall promote photovoltaic technology knowledge and its application amongst the Members of the Association.
- (3) The Association shall undertake to advocate to the government and/or government agencies and/or policy makers for and towards having a sustainable photovoltaic development in the domestic market.
- (4) The Association shall undertake and/or carry out all activities to enhance the photovoltaic market and industry.
- (5) The Association shall undertake and/or carry out such activities that can improve and/or enhance the competency and/or quality of work of the photovoltaic industry.
- (6) The Association shall undertake and/or carry out such activities as are necessary and deemed prudent to create the growth of the photovoltaic business/industry.
- (7) The Association shall undertake and/or carry out such activities as are deemed necessary and or prudent for the interest of its members and/or customers.
- (8) The Association shall undertake and/or carry out such activities as are deemed necessary and/or prudent so as to create and/or improve public confidence in the photovoltaic technology and/or photovoltaic related services.
- (9) The Association shall attend to and/or undertake and/or carry out such activities as are necessary to be associated with any other industry and/or association whether internationally and/or locally which are deemed necessary for the growth of the Association and/or its numbers.

- (10) The Association shall attend to and/or carry out and/or undertake any activity/activities which is deemed necessary for the purposes of achieving the objectives of the Association and/or its members.

## **5. Membership**

- (1) There shall be 4 categories of members who are eligible to join the Association namely Full members, Ordinary members, Institutional members and Honorary members.
- (2) Only Companies and/or multinational companies registered under the Companies Act 1965 and with the Companies Commission of Malaysia that are involved in the photovoltaic industry and/or in the development of the photovoltaic industry and/or in the development of the photovoltaic industry and having its principal place of business in Malaysia are eligible to be Full Members of the Association.
- (3) A Full member shall have full rights as members including voting rights and are also eligible to be committee members and office bearers of the Association.
- (4) Ordinary members shall be individuals with Feed In Approval Holders (FiAH)  
An ordinary member shall have no voting rights and shall not hold any post in the association.
- (5) Institutional membership shall be open to institutions of higher learning related to and/or for the promotion of the photovoltaic field and/or information and/or training and/or research or development of the photovoltaic industry in Malaysia. An Institutional member shall have no voting rights and shall not hold any post in the association.
- (6) Honorary membership shall be open to those bodies or entities who are invited to be honorary members of the association. An honorary member shall have no voting rights and shall not hold any post in the association. The membership of any honorary member shall be at the absolute discretion of the association and can be terminated at any time without any reason whatsoever.
- (7) All Full Members and Ordinary Members are eligible to attend all meetings, congresses and or any other events which are arranged, hosted and/or sponsored co-sponsored by the Association.
- (8) All members are eligible to attend the Annual General Meeting and Extraordinary General Meeting of the Association with the exception that Ordinary Members, Institutional Members and Honorary Members can attend such meeting as observers only and cannot participate in the meeting.
- (9) Every application for membership shall be in writing and 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.

- (10) Every application for Full Membership or Ordinary Membership that has been approved as aforesaid shall, upon payment of the prescribed entrance fee and first annual subscription, be admitted as a member of the association and shall be entitled to all the privileges of a member as stated herein.
- (11) The applicant shall within 14 days of being informed that their application to be a member has been approved attend to pay the Association the entrance fee and the annual subscription which is payable to the Association for the year. The Committee has the discretion to approve an extension of time if such an application or request, in writing, is made by applicant.

## **6. Entrance Fees, Subscriptions and other dues**

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

(a) Full Member

Annual subscription fee for Full Member	RM 1,000.00
Entrance fee	RM 2,000.00

(b) Ordinary Member

Entrance fee for an Individual	RM 100.00
Annual subscription fee for an Individual	RM 50.00

There shall be no entrance fee or annual subscription for an institutional member or an honorary member.

- (2) All annual subscriptions shall be payable to the Treasurer in advance but not later than sixty (60) days of the first of day of each year.
- (3) Any member who allows his arrears for more than sixty (60) day as stipulated in article 6.2, 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 remain outstanding for a period exceeding one hundred and eighty (180) days 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.

## **7. Resignation & Termination & Expulsion**

- (1) Any member who wishes to resign shall give two weeks' notice in writing to the Secretary, subject to the member having paid up all dues to the Association.

- (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.
- (3) Any Member of the Association (whether Full Member or otherwise) may be expelled from the Association in the following manner:-
- a) The President of the Association shall issue a notice in writing to the member informing the member of the grounds on which the Association intends to expel the member;
  - b) If an appeal is made by member in writing, the member shall be given an opportunity to be heard at the Annual General meeting or Extraordinary General Meeting of the Association.
  - c) The Full Members of the Association shall then vote on the issue as to whether the Member ought to be expelled or not.
  - d) The decision of the Full Members whether to expel a Member or not is based on a simple majority.
- (4) A member who has been expelled or a member whose membership is terminated shall upon his expulsion or termination have no right whatsoever to any of the assets of the Association.

## **8. 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 Association 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 to make any decision affecting the whole membership.
- (3) A 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 a 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 Committee's report on the working of the Association during the previous year;
  - c) To receive the Treasurer's report and the audited accounts of the Association for the previous year;
  - d) To elect the committee and to appoint auditors once every two (2) years;
  - e) To deal with such other matters as maybe put before it where notice in writing has been submitted to the Association.
- (4) The Secretary shall send to all members at least 14 days before the meeting a notice and 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 numbers of committee members, stating the objects and reasons for such meeting.
- (6) An extraordinary general meeting requisitioned by members shall be convened upon receipt by the Association of a request in writing and such a meeting shall be convene within thirty days of the receipt of such requisition.
- (7) The notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen days before the meeting.
- (8) Paragraphs 8(1) and 8(2) of these 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 or extraordinary general meeting as soon as possible after its conclusion.

## **9. Committee**

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

An Assistant Secretary

A Treasurer

5 Ordinary Committee Members

- (2) All office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian Citizen. The post of President, Vice President, Secretary and Treasurer can only be held by a person, from an organisation, which has been a Full Member for at least 2 years.
- (2A) Notwithstanding Article 5 (6), the second Vice President shall be appointed by the Committee from an Honorary member and shall only have an advisory role and shall not perform any of the functions set out in paragraph 4 below.
- (2B) Any person who is nominated for the post of President of the Association should have served as a member of the Committee of the Association for the term preceding nomination. A person can only hold the post of President for a maximum of two (2) consecutive terms.
- (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) 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 the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting our 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 once every three months or at any frequency deems fit, a 14 days' notice of each meeting shall be given to the members. The president action 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 constitute a quorum.
- (6) If 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 Committee must indicate whether they are in favour or against the proposal; and
  - (c) The decision must be by a majority vote.

- (7) Any member of the Committee who fails to attend three consecutive meetings of the Committee without satisfactory reason 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 Association 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 Association. It may appoint 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 decision of the Committee, or for any other reason which it deems good and sufficient in the interest of the Association.
- (10) The Committee may point any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the rules. All full members can become members of these sub-committees.

#### **10. 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 Secretary and Treasurer sign all cheques on behalf of the Association
- (2) The Vice President shall deputise 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 keeping Association's records 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 Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with President and the Secretary sign all cheques on behalf of the Association.
- (6) The Ordinary Committee Members shall carry out such duties as directed by the President or the Committee.

## **11. Financial Provisions**

- (1) Subject to the following provisions in this rules, the funds of the Association maybe 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 at any one time. All money in excess of this sum 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 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 RM 5,000.00 at any one time shall be incurred without the prior sanction of the Committee, and no expenditure exceeding RM 20,000.00 in any one month shall be incurred without the prior sanction of a general meeting. Expenditure less than RM 5,000 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 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.

## **12. Audit**

- (1) Two members, 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 be 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

## **13. Immovable Property**

- (1) The purchase and sale of immovable property of the Association shall be approved by a general meeting



- (2) The immovable property of the Association shall be registered in the name of the Association and all instruments relating to the property shall be as valid and effective as if they had been executed by a registered proprietor provided that they are executed by three office-bearers for the time being of the Association, namely, President, Secretary and Treasurer or any Committee members appointed by the committee
- (3) The Committee of the Association shall protect all property of the Association. The Committee shall not sell, transfer any of the property of the Association without the approval and authority of a general meeting of members.

#### **14. 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.

#### **15. 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.

#### **16. Prohibitions**

- (1) None of the following games be played in the premises of the Association, Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Bgau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, The 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 no hold any lottery, whether confined to its members or not, in the name of the Association, 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 Association to any of its members.

## **17. Amendment of Rules**

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.

## **18. Dissolution**

- (1) The Association may be voluntarily dissolved by a resolution of not less than three-fifth 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 on its behalf shall be fully discharged, and the remaining funds shall disposed in such manner as may be decided upon by a general meeting.
- (3) Notice of dissolution shall be forwarded to the Registrar of Societies with 14 days of its dissolution.