

**INSTITUT BAHAN MALAYSIA (INSTITUTE OF MATERIALS, MALAYSIA)**

**CONSTITUTION**

**(AMENDED 16/03/2017)**

# **Institut Bahan Malaysia (Institute of Materials Malaysia)**

## **Constitution**

### **Section I: Name, Address & Objectives**

- 1.1 The institute as hereunder constituted shall be known as "Institut Bahan Malaysia" (Institute of Materials, Malaysia) and is hereunder referred to in abbreviated form as the "IMM".
- 1.2 The registered place of business shall be at No. 10-1, 1<sup>st</sup> Floor, Jalan Bandar 3, Pusat Bandar Puchong, 47160 Puchong, Selangor or at such other place or places as may from time to time be decided on by the Council. The registered place of business of the institute shall not be changed without the prior approval of the Registrar of Societies.
- 1.3 The objectives of the IMM shall include the following: -
  - a) to encourage education in Materials Science and Engineering
  - b) to promote research and development in the fields of Materials Science and Engineering
  - c) to encourage collaboration between the industrial sectors, research institutes and universities.
  - d) to promote honourable practice and professional etiquette among members of the IMM.
  - e) to set up wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM and to operate business and investment activities beneficial to the IMM. Such companies shall be managed by a Board of Directors appointed by the Management Committee in accordance to IMM Constitution Section XI
- 1.4 Definition of Materials Science and Engineering:-  
Materials Science and Engineering shall include Metallurgy, Polymer Technology, Ceramics Technology, Welding Technology, Concrete Technology, Wood Technology and Advanced Materials Technology.

### **Section II - Memberships**

- 2.1 General Constitution on Memberships-;
  - 2.1.1 The Council shall establish a Memberships Committee which will be responsible for review of applications for transfer of membership grades. The Memberships Committee shall recommend transfers for Council approval at Council Meetings. All grades of memberships are awarded at the discretion of the Council and may be withheld or withdrawn in the event of conduct likely to prejudice the standing of the Institute Every member shall receive a membership certificate

- 2.1.2 The Memberships Committee shall be responsible for drafting the "Regulations Governing Admission and Transfer of Member Grades" for Council approval. These regulations may be changed from time to time subject to Council approval
- 2.1.3 Every application for membership shall be proposed and seconded according to these regulations and shall be forwarded to the Honorary Secretary who shall, at the first convenient opportunity, submit it to the Council for approval. The Council may at its discretion reject any application without assigning any reason thereof.
- 2.1.4 Each company on admission shall be entitled to nominate one representative to exercise all rights of membership. Only representatives of Company membership, Fellows (F.I.M.M.), Professional Members (M.I.M.M.) and Ordinary members shall have the right to vote and to hold office in IMM.
- 2.1.5 Only Malaysian Citizens, and Blue Identity Card Holders can become Ordinary Members, Associate Members (A.M.I.M.M.), Professional Members (M.I.M.M.) and Fellow Members (F.I.M.M.) with voting rights. Foreigners can join similar grades but shall have no voting rights.

## 2.2 Grades

### 2.2.1 Honorary fellow (Hon. F.I.M.M )

The Council shall have the power to elect Honorary Fellows who shall be persons of eminence in science or industry. The election shall be based on a majority vote within the Council. Honorary fellows shall enjoy such privileges as may from time to time be determined by the Council.

### Fellow ( F.I.M.M )

A person at least 35 years of age with approved academic qualifications, training and 8 years relevant responsible experience who has made significant contributions to the science and practice of profession of Materials Science and Engineering or has given distinguished service to industry or education.

### 2.2.3 Professional Member (M.I.M.M)

A person at least 25 years of age. with approved academic qualifications and training, having at least 3 years responsible experience in Materials Science and Engineering, or

A person at least 40 years of age, with at least 15 years of experience with practical responsibility, as demonstrated by thesis/dissertation or report and interview.

### 2.2.4 Associate Member (A.M.I.M.M)

A person at least 25 years of age, who possesses an interest in Materials Science and Engineering but have not acquired the necessary experience or obtained the qualification', governing entry to Member grade. An Associate Member, on obtaining the necessary qualifications, may apply for transfer to Member grade.

### 2.2.5 Company Member

Any company that is involved or has interest in Materials Science and Engineering will be qualified to join as a company member.

### 2.2.6 Ordinary Member

Any Malaysian Citizen and above the age of 18 years engaged in activities related to research, development and, applications in Materials Science and Engineering shall qualify for Ordinary Membership. Only Ordinary Members who meet the necessary minimum requirements may apply for transfer to membership grades of Fellow, Member and Associate Member and may use the abbreviated titles upon transfer.

### 2.2.7 Student Member

A student member shall be a person not under 17 years of age who at the time of application satisfies the Council that he has received a good general education and is studying subjects related to Materials Science or Engineering. A student member shall transfer to the grade of Ordinary Member after graduation provided he or she is suitably qualified and as soon as he or she is earning a full-time salary. A Student shall not become member of the IMM without the prior approval of the Vice-Chancellor or Head of Department of the university or relevant authority concerned.

## 2.3 Admission, Election and Transfer

### 2.3.1 Applications

Admission and election to membership of the Institute and transfer in grade of membership therein shall be effected through voluntary application from persons qualified under the Rules for such membership. A Certificate of Membership will be issued to every member.

### 2.3.2 Honorary Fellow

An Honorary Fellow shall be elected by the unanimous vote of a meeting of the Council at which not less than two thirds of the members of the Council are present.

### 2.3.3 Fellows

Every proposal for transfer of a Member to the grade of Fellow shall be according to such form as the Council may prescribe. This proposal form, having been subscribed by four Professional Members (MIMM) of whom at least two shall be Fellows (FIMM), and delivered, duly completed, to the Honorary Secretary, shall be submitted to the Council, who, subject to conditions herein before set forth, may, if they think fit, approve the proposed transfer.

### 2.3.4 Professional Members and Associates

Any person desirous of being elected to a Professional Member or Associate shall be proposed and seconded according to such form as the Council may prescribe. The proposal form shall be signed by one Fellow (FIMM) and one Professional Member (MIMM). The proposer and seconder shall certify from personal knowledge of the candidate that he is a fit and proper person for consideration of the Council for membership in the Institute.

### 2.3.5 Ordinary & Students

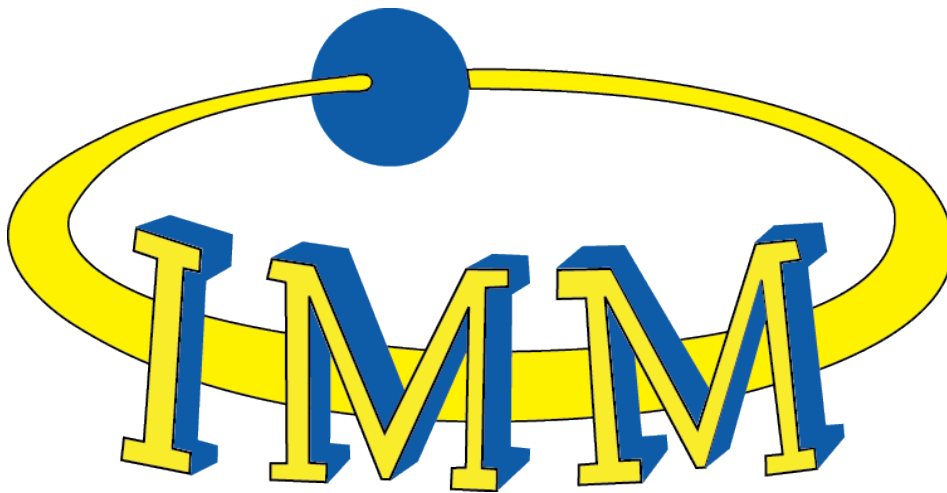
Each candidate for admission to the grade of Ordinary, or for transfer from Student to Ordinary, shall have his application form signed by a Professional Member (MIMM). Each candidate for admission to the grade of Student shall have his application form certified by a Professional Member (MIMM) or by his employer or by a Head of Department of a teaching Institution who shall

certify that the candidate is receiving or has received the required education and training. No person who is eligible for admission to the grade of Ordinary Member shall be admitted to the grade Student or remain in the grade of Student.

### **Section III: Management**

#### **3.1 Logo**

The logo of the IMM shall be in the form of three letters IMM, in bold capital letters, encircled with a sphere in orbit. The colours of the logo shall be in blue and yellow. The logo and its colours do not have any special meaning nor any special significance. A sample of the logo is depicted as follows:-



## 3.2 Council

- 3.2.1 The activities of the IMM shall be governed by a Council.
- 3.2.2 The number of the members of the Council shall be thirty (30) persons.
- 3.2.3 The decision of the Council on all matters dealt with by it in accordance with the provision of this Constitution made there under shall be final and binding on all matters of the IMM. The Council may decide on any matters not provided for in this Constitution subject to such decision being not repugnant to the spirit of the Constitution.
- 3.2.4 The Council may establish working committees as and when necessary from amongst Ordinary Members of the IMM for the purpose of carrying out specific functions of the Council. The powers of the working committees shall be governed by the Council. The appointment of the Chairman of the working committee shall be approved by the Council. The Chairman shall then appoint his own Secretary/Treasurer and committee members.
- 3.2.5 The Council shall be directly responsible for overseeing all activities of the IMM in relation to profits and loss account, complaints or feedback from members and participants of IMM activities, press statements, discipline among members, and the financial status of the IMM.
- 3.2.6 The Council shall be responsible for negotiating and signing all documents with the nominated Contractor awarded the Contract to operate the Secretariat of the IMM which will run all activities of the IMM.
- 3.2.7 The day-to-day management of the affairs of the IMM shall be exercised by the Honorary Secretary of the IMM acting under the authority of the Council.

## 3.3 Officers of The Council

- 3.3.1 The Members of the Council, who shall be chosen from amongst IMM Members shall consist of the following:
  - a) The President
  - b) Deputy President
  - c) Immediate Past President
  - d) Honorary Secretary
  - e) Honorary Treasurer
  - f) 25 Ordinary Council Members

The posts of President, Deputy President, Honorary Secretary and Honorary Treasurer shall be held by Malaysian citizens who must be IMM Corporate Members of Professional Member (M.I.M M.) or Fellow (F.I.M.M) grades only. In the event of any of the four positions falling vacant, the position shall be filled by a simple majority vote within the council members.

The posts of ordinary council members shall be held by Malaysian citizens. Not more than fifty-percent of the ordinary council members can be non-Malaysian citizens subject to approval by the Registrar of Societies.

- 3.3.2 The term of office of Council Members shall be as follows:-
- 3.3.2.1 The post of President for the first Council term shall be elected from amongst corporate members of the IMM. The first President shall hold office for two consecutive terms. The post of President for subsequent terms shall not be filled by elections. The Deputy President shall automatically fill the post of the President once the term is completed. The term of office for the President shall be two consecutive terms.
- 3.3.2.2 The posts of Deputy President, Honorary Secretary and Honorary Treasurer for the first Council term shall be elected from amongst corporate members of the IMM. The first Deputy President, Honorary Secretary and Honorary Treasurer shall hold office for two consecutive terms. The post of Deputy President, Honorary Secretary -and Honorary Treasurer for subsequent terms shall be filled by elections within the Council during the penultimate Council Meeting prior to the Annual General Meeting. The office-bearers for these three posts can be re-elected for more than two consecutive terms.
- 3.3.2.3 The posts for ten (10) Ordinary Council Members shall be filled by elections held during the Annual General Meeting. The balance fifteen (15) Ordinary Council Members shall be co-opted by the Council within the first six (6) months after the Annual General Meeting with the objective of ensuring that other disciplines of Materials Science and Engineering will be represented within the Council. Ordinary Council Members shall hold office for one term and may be re-elected for not more than three consecutive terms.
- 3.3.3 A Council Member can also hold the post of Chairman of working committees of the IMM, while holding the post of an ordinary Council Member or a Principal post.
- 3.3.4 The period for one term shall not be more than twenty-four (24) months.
- 3.4 Duties of the Council
- 3.4.1 The Council shall manage the property and affairs of the IMM in accordance with the provisions of the Constitution. It shall direct the investment and care of the funds of the IMM, and take measures to advance the objectives and interests of the IMM.
- 3.4.2 The Council shall be responsible for the proper conduct of all elections and for this purpose shall make such regulations as are necessary.
- 3.4.3 The fiscal year for the IMM shall be from January 1 to December 31. An annual budget of estimated incomes and expenditures shall be adopted by the Council not later than 1st November each year.
- 3.4.4 The Council shall table an Annual Report at the Annual General Meeting. The Annual Report shall include the President's Message, the reports of the Honorary Secretary for the preceding session and of the Honorary Treasurer for the preceding fiscal year, and such other information as may be deemed appropriate by the Council.
- 3.5 Duties of the President, Deputy President and Immediate Past President.

- 3.5.1 The President shall have general supervision over the affairs of the IMM. He shall preside at the Annual General Meeting and Extraordinary General Meetings and meetings of the Council. He shall be an ex-officio member of all working committees.
- 3.5.2 The Deputy President shall act for the President in his absence. He shall succeed the President in the event of the latter's office falling vacant. He shall also be the Chairman of the Memberships Committee.
- 3.5.3 The Immediate Past President shall take the role of advisor to the Council of the IMM and to provide recommendations based on his past experience in the Council.
- 3.6 Duties of the Honorary Secretary
- 3.6.1 The Honorary Secretary shall serve as the Secretary of the Council. He shall attend the Annual General Meeting and Extraordinary General Meetings of the IMM and meetings of the Council and cause to be prepared agenda therefore, and record the proceedings thereat.
- 3.6.2 He shall prepare the Annual Report of the IMM on activities of the IMM in consultation with the different working committees and circulate it to all members of the IMM together with the Notice of the Annual General Meeting.
- 3.6.3 He shall supervise the work of all employees of the IMM and shall conduct and maintain full records of the IMM, including the Membership Register.
- 3.7 Duties of the Honorary Treasurer
- 3.7.1 The Honorary Treasurer shall be responsible for the collection of all monies due to the IMM and for the transfer of such monies to the appropriate bank accounts of the IMM which have been approved by the Council. The bank accounts will be in the name of the IMM. He may hold petty cash not exceeding RM500.00 at any one time. All money in excess of this sum shall within 7 days of receipt be deposited in the IMM Account.
- 3.7.2 He shall have charge of the books of account of the IMM and shall exercise all customary managerial functions with regard to the financial transactions of the IMM. He shall also prepare a Statement of Account and Financial Report at the end of the session for the period from 1<sup>st</sup> January to 31<sup>st</sup> December.
- 3.7.3 On the recommendation of the Council, the Honorary Treasurer shall invest on Securities, funds not needed for current disbursements; purchase any property, movable or immovable, sell, mortgage, lease, exchange or otherwise dispose of any such property.
- 3.7.4 He shall present annually to the Council a Balance Sheet of the IMM's account, as of 31st December, and shall furnish from time to time such other financial statements as may be required of him. Such financial statement of account as of 31st December shall be circulated to all members before the Annual General Meeting.
- 3.7.5 The Honorary Treasurer shall formulate for the approval of the Council, regulations governing procedure in connection with all financial matters including inter alia the compilation of a record of the subscriptions and fees



payable, of accounts, and the preparation of periodical returns and annual audited statements.

### 3.8 Duties of the Ordinary Council Members

3.8.1 Ordinary Council Members shall attend meetings of the Council and other meetings, such as Annual General Meetings and Working Committee Meetings, to contribute constructively towards the development of the IMM.

3.8.2 Ordinary Council Members shall volunteer their services by being actively involved in Working Committees either as Chairman, Secretary/Treasurer, or as active committee members,

3.8.3 Ordinary Council Members shall act as promoters of the activities of the IMM and shall actively encourage ordinary IMM members and the public to participate in IMM's activities.

### 3.9 Cheque Authorisations

The authorized cheque signatories shall be the President, the Deputy President, the Honorary Treasurer, and the Honorary Secretary.

Authority limits shall be as follows:-

3.9.1 Less than RM10,000.00 per cheque; Jointly by any two of the four authorized signatories.

3.9.2 Above RM10,000.00 per cheque; by the President and any one of the other three authorized signatories.

### 3.10 Secretariat

The Secretariat of the IMM shall be contracted to a nominated Contractor who can demonstrate their, ability (both financially and technically) to operate the Secretariat and run all activities on behalf of the IMM.

The terms and conditions of the contract for operating the Secretariat shall be established and approved by the Council.

### 3.11 Advisor

A person of eminence in science or industry and who has been awarded the title of Honorary Fellow of the IMM by the Council shall be appointed by the Council as the Advisor to the IMM. The term of office for the Advisor shall be three (3) years, and he/she may be re-appointed

### 3.12 Resignations/Terminations of Council Members & Committee Members

Council Members and Committee Members who wish to resign from their posts shall submit written requests of resignation to the Honorary Secretary giving one month's notice in advance and ensure that all dues and debts have been settled.

The Council may terminate the office of a Council Member or Committee Member for one or more of the following reasons:-

- a) Failure to abide by the Constitution of the IMM

- b) Conduct deemed unprofessional and/or unethical to the wellbeing of the IMM
- c) Failure to attend at least fifty percent of Meetings held within a Calendar Year
- d) Failure to perform duties issued by the Council

The Council shall issue a show-cause letter to the Member concerned giving a one-month period for appeal prior to official termination.

Vacancies arising out of resignations or terminations shall be filled by elections within the Council for Principal Posts and Co-opting of new Ordinary Council Members or Committee Members.

#### **Section IV: Subscriptions**

- 4.1 The following entrance fees, processing fees, transfer fees and annual subscriptions shall be payable by members upon registration and acceptance

	Entrance Fee	Processing Fee	Transfer Fee	Annual Subscription
Company Member	RM50.00	-	-	RM200.00
Ordinary Member	RM20.00	-	-	RM40.00
Fellow ( F.I.M.M )	-	RM 300.00	RM10.00	RM150.00
Professional Member ( M.I.M.M )	-	RM150.00	RM10.00	RM100.00
Associate Member ( A.M.I.M.M)	-	RM150.00	RM10.00	RM80.00
Student Member	RM10.00	-	-	RM10.00

- 4.2 Annual subscriptions shall be payable in advance on 1st January of each year. Any person who is admitted into the IMM between 1st July and 31st December in any year shall pay only half the annual subscription

#### 4.3 Arrears and Penalties

- 4.3.1 Any member whose subscription is more than three months in arrears shall be so notified by the Honorary Secretary. A member whose subscription becomes six months in arrears shall lose the right to vote and to receive publications normally furnished without special charge to members in good standing.

- 4.3.2 The Honorary Secretary shall mail a final notice by registered post to the last known address of any member whose subscription becomes nine months in arrears. Any member whose subscription becomes twelve months in arrears shall be reported to the Council who shall have the power to expel the defaulter from the Institute by deleting his name from the Register, provided, however, that the Council for cause deemed by it to be sufficient, may extend the time for payment of arrears of subscriptions and for the application of these penalties

- 4.3.3 In the case of any Council Member whose earning capacity has been adversely affected by ill-health, or otherwise, the Council may, at their

discretion, exempt the annual subscription which are due from such an individual.

## **Section V: Election Procedure**

- 5.1 Not less than six weeks before the date of the Annual General Meeting, nominations for posts in the Council for the ensuing session shall be invited from Corporate Members. All nominations shall be submitted to the Honorary Secretary with the written consent of the person so nominated, by a date to be fixed by the Council.
- 5.2 In the event that insufficient nominations are received by the Honorary Secretary, additional nominations will be requested during the Annual General Meeting.
- 5.3 At a Council Meeting of the IMM preceding the Annual General Meeting, the Council shall choose three or more Council Members as Scrutineers for the purpose of counting votes during the elections. One of the Scrutineers shall be appointed the Returning Officer by the Council. The Scrutineers shall check all nomination forms to confirm the list of nominated candidates.
- 5.4 All nominated candidates shall identify their field of speciality. Every attempt shall be made to ensure a fair composition of the different fields under Materials within the Council.
- 5.5 Voting shall be by show of hands. Only members with voting rights will be allowed to vote. Each member shall be allowed to vote more than once.
- 5.6 One term of office for each Council Member shall not be more than two years.

## **Section VI: Meetings**

- 6.1 The meetings of the IMM shall be classified as follows;-
  - a) The Annual General Meeting of members only.
  - b) Extraordinary General Meeting of Members only, for the purpose of making, altering, and establishing the Constitution or for any other special business for which such meetings may be convened.
  - c) Council Meetings.
- 6.2 Subject to the provisions of the Constitution, the Meetings of the IMM shall be conducted as prescribed by the Council from time to time
- 6.3 The quorum for an Annual General Meeting or Extraordinary General Meeting shall be half of the voting member register or twice the number of Council Members whichever is the lower The quorum for a Council Meeting shall be not less than half of the number of Council Members.
- 6.4 The accidental omission to send notice of a meeting to, or the non receipt of a notice by, any Member shall not invalidate the proceedings at the meeting.
- 6.5 Annual General Meeting

- 6.5.1 The Annual General Meeting of the IMM shall be held not later than the end of March of each year on a date and at such time and place as the Council may determine.

The notice for the Annual General Meeting together with the audited annual accounts for the previous year shall be circulated to the general membership at least four weeks before the Annual General Meeting.

- 6.5.2 In the event of a quorum not being present within thirty minutes of the hour fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to the same place and the same day and hour in the following week, when the Members present, whatever number, shall have the power to proceed with the business of the day but they shall not have the power to alter the rules of the Institute, or make decisions affecting the whole Membership.
- 6.5.3 The business of the Annual General Meeting shall include the presentation of the President's Address, the Report of Council of the activities of the past year and the audited financial statements of accounts, the declaration of the results of the ballots for the election of Officers of the IMM, the election of the internal auditors, the appointment of external auditors, the installation of the President and the consideration of any other business as provided for in these rules.

## 6.6 Extraordinary General Meeting

- 6.6.1 Any twenty voting members may at any time call an Extraordinary General Meeting of members for a specific purpose or whenever the Council deems it necessary. An Extraordinary General Meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.
- 6.6.2 The notice for the Extraordinary General Meeting shall be circulated to the Members at least twenty one days before such meeting. Such notice shall specify the general nature of the matters to be brought before and the resolutions (if any) to be moved at such meeting and none other than that business shall be transacted at the meeting.
- 6.6.3 Clause 6.5.2 of this Constitution regarding the postponement of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting, 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.
- 6.6.4 In the event of the Council deeming it desirable that the votes of Members of the IMM not present at any Extraordinary General Meeting be taken into account by means of voting papers, notice of the Extraordinary General Meetings in question containing particulars of the Resolutions to be submitted to the meeting, shall be posted by the Honorary Secretary of the IMM together with the voting paper to each voting Member of the IMM. at least twenty-one days before the date of the Extraordinary General Meeting, in an envelope marked as being from the IMM and addressed to each Member for the time being appearing on the books of the IMM.

- 6.6.5 The Honorary Secretary shall also send in such envelope indication of the last date by which the voting paper be received back by the Honorary Secretary, and an envelope addressed to the Honorary Secretary for the return of the said voting paper.
- 6.6.6 The Member on receipt of his voting paper, and is unable to be present to vote at the Extraordinary General Meeting, shall record his vote and return the voting paper through the post to the Honorary Secretary.
- 6.6.7 Each voting paper so received by the Honorary Secretary shall, three days before the date of the Extraordinary General Meeting, be handed by him to the Chairman of the Meeting, and the vote given thereby shall be duly counted at the Meeting by or under the direction of the Chairman together with the votes cast by the Members entitled to vote at such meeting. The decision of the Chairman upon any question as to the right to vote or the manner of voting or the recording or counting of votes shall be final.
- 6.6.8 No Resolutions other than the Resolutions as circulated for the purpose of a postal vote and no amendment or variation of any such Resolution shall be proposed or voted upon at the meeting.
- 6.7 Council Meeting  
The Council shall meet at least once every 3 months and 14 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 Council to be held at any time. At least one half of the Council members must be present for its proceedings to be valid and to constitute a quorum.

## **Section VII: Amendments**

- 7.1 The Constitution of IMM can be amended only at the Annual General Meeting or at an Extraordinary General Meeting hereinafter referred to as General Meetings. Amendment of the Constitution can be proposed by the Council or by not less than twenty voting members signing a written petition to the Honorary Secretary. Petitions for a proposed amendment shall be presented to the Honorary Secretary not less than fourteen days in advance of the date of the General Meeting. A proposed amendment in accordance with the intent of the petition shall be drafted by the Honorary Secretary and sent by letter to all Members of IMM at least seven days in advance of the General Meeting, at which the proposed amendments shall be tabled.
- 7.2 The proposed amendment as drafted by the Honorary Secretary shall be tabled for discussion at the General Meeting and it may be amended in any manner pertinent to the petitions by a majority vote at the said Meeting.
- 7.3 After discussion of a proposed amendment at any General Meeting of the Institute, if the meeting shall so decide by a majority vote, it may refer the proposed amendment to a committee for further consideration, and report at the next General Meeting.
- 7.4 For the adoption of any amendment to the Constitution, not less than two-thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall be submitted to the Registrar of Societies within 28

days and shall become effective upon the approval of the Registrar of Societies.

### **Section VIII: Audit**

- 8.1 One or more persons, who shall not be office-bearers of the Institute, shall be appointed by the Annual General Meeting as Internal Auditors. They shall hold office for one year only and shall not be re-appointed.
- 8.2 The Internal Auditor/Auditors shall be required to audit the accounts of the Institute for the year, and to prepare a report or certificate for the annual general meeting. He/They may also be required by the President to audit the accounts of the Institute for any period within their tenure of office at any date, and to make a report to the Management Committee.
- 8.3 An external auditor shall be appointed by the Council upon recommendations from the Management Committee on a year-to-year basis. The external auditor shall prepare and submit the annual accounts to the relevant authorities.

### **Section IX: Prohibitions**

- 9.1 Neither the Institute 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 Ordinance, 1959.
- 9.2 The Institute shall not hold any lottery, whether confined to its members or not, in the name of the Institute or its office bearers, committee or member.
- 9.3 None of the following games shall be played in the premises of the Institute: Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belangkai, Pai Kau, Tau Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty-One, Thirty-One, Ten and a half, all games of dice, bankers' games, videogames and all games of mere chance.

### **Section X: Dissolution**

- 10.1 The Institute may be voluntarily dissolved by a resolution of not less than, three-fifths of the total membership.
- 10.2 In the event of the Institute 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.
- 10.3 Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.

### **Section XI: Management Committee**

- 11.1 The financial assets of the Institute of Materials, Malaysia (IMM) shall be managed by a Management Committee in accordance to IMM Constitution Section VIII.
- 11.2 The Management Committee of five members shall comprise of the following:
- IMM President ( in the Chair )
  - IMM Deputy President
  - IMM Honorary Secretary
  - IMM Honorary Treasurer
  - IMM Immediate Past President
- Should any of the above office-bearers decline to be a member of the Management Committee, the IMM Council may nominate a Council Member to fill up the 'vacancy'.
- 11.3 The Management Committee shall meet at least four times a year or as regularly as deemed necessary for the resolution of issues pertaining to activities of the IMM, and planning for the future of the IMM.
- 11.4 Quorum for Management Committee meetings shall be 3 out of 5.
- 11.5 All meetings shall be minuted by the Hon. Secretary and signed by the Chairman as evidence of the due passing of any resolution and of the amount of the majority in favour thereof. The results of resolutions and decisions made shall be announced at subsequent IMM Council Meetings.
- 11.6 The Management Committee shall oversee the set-up of wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM or to operate business activities beneficial to the IMM, as allowed for in the IMM Constitution clause number 1.3 (e) 3.4.1 & 3.7.3. Such companies shall be managed by a Board of Directors appointed by the Management Committee. All profits and proceeds obtained through involvement in business and investment activities of the IMM shall be for the purpose of development, growth, and achieving the objectives of the IMM and none of the profits and monies gained shall be used to pay benefits or bonus to any individual member. However, this provision shall not prohibit any payment made for the good cause, to pay salaries, benefits, and expenditures to any working/active members, workers, and staff of the IMM.
- 11.7 The Chairman, and in his absence, the Deputy Chairman shall preside at each meeting. In the absence of both, either one of the remaining 3 committee members shall preside over the meeting, based on mutual consent.
- 11.8 Investments and businesses of wholly-owned subsidiary companies of the IMM shall be overseen by the Board of Directors appointed by the Management Committee. The day-to-day running of the businesses shall be carried out by permanent staff employed by the businesses.
- 11.9 The Board of Directors shall provide monthly report to the Management Committee for review.
- 11.10 The shares of the IMM shall be held in trust by a Board of Trustees appointed by the Management Committee. A Trust Deed shall be drawn up between the IMM and the Board of Trustees.