CONSTITUTION

PERSATUAN INDUSTRI HIDRO KECIL MALAYSIA
[MALAYSIAN SMALL HYDRO INDUSTRY ASSOCIATION (MASHA)]

CLAUSE 1 **NAME**

1. The Association shall be known as

PERSATUAN INDUSTRI HIDRO KECIL MALAYSIA
[MALAYSIAN SMALL HYDRO INDUSTRY ASSOCIATION (MASHA)]

Hereinafter referred to as "the Association".

2. Meaning of name : **MALAYSIAN SMALL HYDRO INDUSTRY ASSOCIATION**

3. Level : **Kebangsaan**

CLAUSE 2 **ADDRESS**

1. The registered address is

NO. 27, JALAN WANGSA SETIA 3, WANGSA MELAWATI
53300 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR

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

NO. 27, JALAN WANGSA SETIA 3, WANGSA MELAWATI
53300 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR

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

CLAUSE 3 **OBJECTIVE**

i. The Association shall promote small hydro technology and knowledge within Malaysia.

ii. The Association shall promote Malaysia small hydro technology and knowledge internationally and shall promote small hydro technology knowledge and its application amongst the Members of the Association.

iii. The Association shall undertake to advocate to the government and/or government agencies and/or policy makers for and towards having a sustainable small hydro technology knowledge and its application amongst the Members of Association.

iv. The Association shall undertake and/or carry out all activities to enhance the small hydro market and industry.

v. 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 small hydro industry.

vi. The Association shall undertake and/or carry out such activities as are necessary and deemed prudent to create the growth of the small hydro business/industry.

vii. 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.

viii. 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 small hydro technology and/or small hydro related services.

ix. The Association shall attend to and/or undertake and/or carry out such activities as are necessary to be associated or affiliated 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 members.

x. 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.

CLAUSE 4 **MEMBERSHIP**

i. There shall be 3 categories of members namely:

a) Ordinary Members;
b) Associate Members; and
c) Honorary Members.

ii. Ordinary Members

a) Legal entities and/or a division and/or a branch of a legal entity that are involved in the small hydro industry and having its principle place of business in Malaysia are eligible to be Ordinary Members of the Association.

b) An Ordinary Member shall have full rights as members including voting rights and is also eligible to be committee member and office bearer of the Association.

iii. Associate Members

a) Legal entities and/or a division and/or a branch of a legal entity that are partly involved in the small hydro field or their nature of business or activity/activities is/are for purpose or purposes of small hydro research, quality control, testing, utility/utilities, institution (whether governmental or private) are eligible to be Associate Members.

b) An Associate Member shall not have any of the rights of Ordinary Members and is not eligible to vote and not entitled to be a committee member and/or office bearer of the Association.

vi. Honorary Members

a) A person of outstanding eminence and long experience in the small hydro technology and has contributed outstanding services, may be elected to Honorary Membership by the recommendation of the Council and the approval by members carrying a simple majority vote by ballot.

b) An Honorary Member shall not have any of the rights of Ordinary Members and is not eligible to vote and not entitled to be a committee member and/or office bearer of the

Association.

v. All Ordinary Members, Associate Members and Honorary 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.

vi. Ordinary Members, Associate Members and Honorary Members are eligible to attend the Annual General Meeting and Extraordinary General Meeting of the Association with the exception that Associate Members and Honorary Members can attend such meeting as observers only and cannot participate in the meeting.

vii. 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. Upon the approval by the Committee, the application shall be brought.

viii. Every application 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 membership based on whether the member is a full member or an ordinary member.

ix. The applicant shall within fourteen (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 that year.

CLAUSE 5 **RESIGNATION AND TERMINATION**

i. Any member who wishes to resign from the Association shall give two (2) weeks' notice in writing to the Secretary and subject to Association that the member having paid up all dues.

ii. Any member who fails to comply with the rules of 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.

iii. Any member of the Association (whether Ordinary Member or Associate Member) 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) The Member shall be given an opportunity to be heard at the Annual General Meeting or Extraordinary General Meeting of the Association;

c) The Ordinary Members of the Associations shall then vote on the issue as to whether the Member ought to be expelled or not; and

d) The decision of the Ordinary Members whether to expel a Member or not is based on a simple majority.

iv. A member who has been expelled or a member whose membership is terminated shall have upon his expulsion or termination have no right whatsoever to any of the assets of the Association.

CLAUSE 6 **SOURCE OF INCOME**

i. Contribution

- Any contribution received shall be recorded in the Association's annual account and used solely for Association purposes.

ii. Membership subscription

The entrance fee and subscription payable shall be as follows:

Ordinary Member

- Annual subscription fee RM1,000.00
- Entrance fee RM1,000.00

Associate Member

- Annual subscription fee RM100.00
- Entrance fee RM100.00

Honorary Member

- Not applicable for annual subscription fee and entrance fee.

iii. All Annual subscription fee shall be payable to the Treasurer in advance within sixty (60) days of the first of day of each year.

iv. Any member who allows his arrears for more than sixty (60) days as stipulated in clause 6(ii) 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.

v. Any member who allows his arrears to one hundred and eighty (180) days as stipulated in clause 6(ii) exceed shall automatically cease to be a member of the Association, and the Committee may direct legal action to be taken against him, provided that they are satisfied that he has received due notice of his debts.

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

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

CLAUSE 7 **GENERAL MEETING**

i. 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 twice the total number of committee members. Whichever is lesser, must be present at a general meeting for its proceedings to be valid and to constitute a quorom.

ii. If half an hour after the time appointed for the meeting a quorom is not present, the meeting shall be postponed to a date (not exceeding 30 days) to be decided by the Committee; and if a quorom is not present half an hour after the time appointed for the postponed meeting, the member 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.

iii. An annual general meeting of the Association shall be held as soon as possible after the close of each financial year but not later than April on a date and a time and 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 for 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; and

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

iv. The Secretary shall send to all members at least fourteen (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 for the Association perusal of members.

v. An extraordinary general meeting of the Association shall be convened:

a) Whenever the Committee deems it is desirable; or

b) At the joint request in writing of not less than twice the number of committee

members, stating the objects and reasons for such meeting.

vi. 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 convened within thirty (30) days of the receipts of such requisition.

vii. Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen (15) days before the date fixed for meeting.

viii. Paragraphs 7(i) and 7(ii) 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.

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

CLAUSE 8 **COMMITTEE**

i. A Committee consisting of the followings, who shall be terms the 'office bearers' of the Association shall be elected at the annual general meeting:

A President
A Deputy President
A Secretary
An Assistant Secretary
A Treasurer
5 Ordinary Committee Members

ii. All office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian citizen.

iii. Names for the above offices in article (i) shall be proposed and seconded and election

will be by a simple majority vote of the members at the annual general meeting. All the office-bearers shall be eligible for re-election every two (2) years.

iv. 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 at the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. It shall furnish a report to each annual general meeting on its activities during the previous year.

v. The Committee shall meet at least once every three months or any frequency deems fit. A fourteen (14) days' notice of each meeting shall be given to the members. The President acting alone, or not less than three (3) to be held at any time. At least one-half of the Committee members must be present for these proceedings to be valid and to constitute a quorum.

vi. 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 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.

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

vii. 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.

viii. 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.

ix. 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 decisions of the Committee, or for any other reason which it deems good and sufficient in the interest of the Association.

x. The Committee may appoint any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the rules. All Ordinary Members can become members of these sub-committees.

CLAUSE 9 **DUTIES OF OFFICE BEARERS**

i. The President shall during his term of office, presides at all general meetings, all meetings of the committee and shall be responsible for the proper conduct of all such meetings. He shall have 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.

ii. The Deputy President shall deputize the President during the latter absence.

iii. The Secretary shall conduct the business of the Association in accordance of 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 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 sixty (60) days from the date of the annual

general meeting to the Registrar of Societies.

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

v. 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 the President and the Secretary, sign all cheques on behalf of the Association.

vi. The Ordinary Committee Members shall carry out such duties as directed by the President or the Committee.

CLAUSE 10 **FINANCIAL PROVISION**

i. Subject to the following provisions in this rules, the funds of the Association may be expended for the purpose necessary for the carrying out its objectives, 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.

ii. The Treasurer may hold a petty cash advance not exceeding RM5,000.00 (Ringgit Malaysia Five Thousand) at any one time. All money in excess of this sum within seven (7) days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of the Association.

iii. All cheques or withdrawal notices on the Association's account shall be signed jointly by the President and the Treasurer. In the absence of the President or the Treasurer for a long period, the Secretary sign in his place.

iv. Any expenditure below RM5,000.00 (Ringgit Malaysia Five Thousand) shall be approved and signed by the President or Secretary. No expenditure exceeding RM5,000.00 (Ringgit Malaysia Five Thousand) at any one time shall be incurred without prior sanction of the Committee. Expenditure approved by general meeting is RM500,000.00 (Ringgit Malaysia Five Hundred Thousand) and by Committee is RM150,000.00 (Ringgit

Malaysia One Hundred Fifty Thousand).

v. 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 Clause 12. The audited accounts shall be submitted for 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.

vi. The financial year of the Association shall commence on the 1st January and end on the 31st December every year.

CLAUSE 11 **AUDITORS**

i. 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.

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

CLAUSE 12 **PROPERTY ADMINISTRATOR / TRUSTEES**

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

ii. The Trustee shall not sell, withdraw or transfer any of the property of the Association without the consent and authority of a general meeting of members.

iii. A Trustee may be removed from office by a general meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any their reasons, he/she is unable to perform his/her duties or unable to do so satisfactorily. In the event of

the death or resignation, a new Trustee shall be appointed by a general meeting.

CLAUSE 13 **INTERPRETATION**

i. 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.

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

CLAUSE 14 **ADVISOR / PATRON**

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

CLAUSE 15 **PROHIBITION**

i. None of the following games be played in the premises of the Association such as gambling games, all games of dice, bankers' games, all video games and all games of mere chance.

ii. Neither the Association nor its member 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.

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

iv. “Benefits” as mentioned under Section 2 of the Societies Act 1966 shall not be given by the Association to any of its members.

CLAUSE 16 **AMENDMENT OF CONSTITUTION**

The 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 sixty (60) days of being passed by

the general meeting.

CLAUSE 17 **DISSOLUTION**

i. The Association may be voluntarily dissolved by a resolution of not less than three-fifth of the membership present in a general meeting.

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

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

CLAUSE 18 **FLAG, LOGO AND BADGE**

1. Flag
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Description
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Description

The logo represents the flow of water and electrical power. The wave component in light blue represents the water energy of the river as a 'fuel' for small hydro power scheme. The highlighted letter fonts represents the electrical energy generated by small hydro power using water as the 'fuel'. Dark blue is used as the background to define small hydro, the development of hydroelectric power. Small hydro power is sustainable and is one of the approved renewable energy technology by Government of Malaysia through

the agency, Sustainable Energy Development Authority.

2. Badge
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Description