



ARTHRITIS
FOUNDATION MALAYSIA

CONSTITUTION
Of The
Arthritis Foundation,
Malaysia

CONSTITUTION OF THE
ARTHRITIS FOUNDATION, MALAYSIA

NAME

1. The Society shall be known as the Yayasan Arthritis, Malaysia (Arthritis Foundation, Malaysia) and hereinafter shall be referred to as the Foundation.

REGISTERED PLACE OF BUSINESS

2. The Registered Place of Business of the Foundation shall be:-
c/o Sunway Medical Centre, No. 5, Jalan Lagoon Selatan,
Bandar Sunway, 46150 Petaling Jaya, Selangor. The registered place of business of the Foundation shall not be changed without the prior approval of the Registrar of Societies.

AIMS AND OBJECTIVES

3. The aims and objectives of the Foundation shall be as follows:-
 - (a) To further the welfare of people living with rheumatic, arthritic and related disorders;
 - (b) To promote research, education and other activities relating to the prevention, diagnosis, causes and treatment of arthritis and rheumatic disorders;
 - (c) To ensure the dissemination of existing knowledge about those disorders both to the lay public and to the medical profession by all means, including but not limited to publications, public lectures, forums and exhibitions, subject to the prior approval of the authority concerned;
 - (d) To establish and operate projects rendering service to persons living with arthritis and rheumatism;

- (e) To recommend, promote and assist in the formulation of such legislation as may be required to promote and otherwise assist in the attainment of the objectives of the Foundation, including but not limited to the provision and improvement of services and facilities for people living with rheumatic, arthritic and related disease;
- (f) To arrange for the carrying out of activities related to or connected with the raising of funds for the Foundation, subject to the prior approval of the Registrar of Societies;
- (g) The Foundation shall not engage in any business activity nor indulge in any commercial activity.

PATRONS

- 4. (a) The Executive Committee of the Foundation may appoint such persons as it deems fit to be the Patrons of the Foundation.
- (b) A person will cease to be a Patron upon resignation, death or removal by the Executive Committee on grounds of ill health, unsoundness of mind, absence from the country or for any reasons the Patron is unable to perform the duties.

TRUSTEES

- 5. (a) A Board of Trustees comprising a minimum of three (3) and maximum of five (5) members aged above 21 years shall be appointed by the Executive Committee.
- (b) The Trustees shall be appointed from across section of the Community and could include persons of good standing in the private and public sectors.
- (c) The Trustees shall hold office for a period of three (3) years and may be reappointed.

(d) The duties of the Trustees shall be:-

- i. The Trustees shall ensure that the assets of the Foundation are kept in good order, within the control of the Foundation and are being used in order to meet the objectives of the Foundation,
- ii. The Trustees are to ensure that the decisions of the Executive Committee of the Foundation in respect of any borrowings from financial institutions of the Foundation is such that the overall financial stability of the Foundation is not in jeopardy. In the event the Executive Committee decides to authorise any application for credit facilities, this authorisation must have the prior approval of the Trustees,
- iii. The Trustees have a general duty to ensure that the Executive Committee acts within the spirit of the Foundation's Constitution,
- iv. The Trustees shall have vested in them all immovable properties whatsoever belonging to the Foundation upon execution of a Trust Deed, and
- v. The Trustees shall not sell, withdraw or transfer any of the properties of the Foundation without the consent of simple majority of members present at a meeting of members.

(e) The rights of the Trustees:

- i. The Trustees shall at their discretion be able to call on the secretariat for sight of all papers, minutes, correspondence and accounts produced for the Executive Committee within the Foundation's governance, and

- ii. The Trustees could if deemed fit for the effective management of the Foundation and if they believe that the Executive Committee is acting in breach of the Foundation's Constitution shall call for an extraordinary general meeting of the Foundation to report their concerns and make recommendations for members' consideration.

- (f) Vacancies on the Board of Trustees could arise due to expiry of their term, death, leaving the country, resignation, ill health, not of sound mind and unable to perform their duties effectively.

MEMBERSHIP

- 6. Members of the Foundation shall belong to one of the following categories:-
 - (a) Ordinary Member
Any person of at least 18 years of age residing or working in Malaysia shall be entitled to apply for Ordinary Membership of the Foundation.

 - (b) Corporate Member
Any firm, company, organisation or institution operating in Malaysia which subscribes to the aims and objectives of the Foundation shall be entitled to Corporate Membership.

 - (c) Life Member
Any ordinary member may apply for Life Membership and shall upon admission pay the prescribed life membership subscription.

 - (d) Honorary Member
Any person who has made notable contribution towards the objects of the Foundation shall be elected to Honorary Membership by the Executive Committee of the Foundation. Such person shall have no voting rights.

- (e) Welfare Member
Any person living with rheumatic or related disease, who in the opinion of the Executive Committee, by reason of financial hardship is unable to pay the subscription payable by an Ordinary Member, shall be admitted as a Welfare Member. However, the number of Welfare Members shall not exceed five (5) percent of the total Ordinary Membership of the Foundation. Such person shall have no voting rights.

APPLICATION FOR MEMBERSHIP

7. Applications for membership shall be made on such form or forms as may be prescribed by the Executive Committee from time to time. Approval of membership shall be made by the Executive Committee.
8. (a) The names of the individuals and corporate members who are founder members of the Foundation shall be scheduled to this Constitution. Such founder members shall have the distinction of having participated in the establishment of the Foundation, and shall have the rights and obligations of Ordinary Members of the Foundation.
- (b) A university or a university college student shall not be eligible for membership unless with the prior approval of the Vice-Chancellor concerned.

TERMINATION OF MEMBERSHIP

9. (a) Membership of the Foundation shall be automatically terminated upon resignation, demise and removal or dismissal.
- (b) Any member who wishes to resign as a member from the Foundation shall give notice in writing to the Executive Committee and shall pay up all the outstanding dues. In the event the said member's subscription has fallen into arrears, the Executive Committee may at its absolute discretion proceed

with the necessary action against the concerned to recover the overdue amount on the basis of satisfactory evidence that prior notice of reminder has been issued to the concerned member by the Executive Committee.

ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

10. The Executive Committee shall decide the amount of the entrance fees, subscriptions and other dues payable from time to time. Unless and until subsequently varied the entrance fees and other subscriptions and other dues shall be as follows:-

- | | |
|-----------------------------|---|
| (a) Ordinary Member | |
| Entrance Fee | RM20.00
<i>(Ringgit: Twenty only)</i> |
| Annual Subscription | RM15.00
<i>(Ringgit: Fifteen only)</i> |
| (b) Corporate Member | |
| Entrance Fee | RM1,000.00
<i>(Ringgit: One thousand only)</i> |
| Annual Subscription | RM500.00
<i>(Ringgit: Five hundred only)</i> |
| (c) Life Member | |
| Subscription | RM200.00
<i>(Ringgit: Two hundred only)</i> |

11. For new members, the annual subscription paid shall commence from the date monies are acknowledged received by the Foundation or acceptance of membership by the Executive Committee, whichever is the earlier.

12. Members in arrears of their subscription shall be notified of their dues. If such members fail to settle their arrears within three months of the due date, the Executive Committee may suspend membership of defaulting members until their outstanding accounts are paid in full. The period of such suspension shall not exceed 18 months, after which the membership will be terminated.

GENERAL MEETINGS

13. The Foundation shall hold one general meeting and other meetings as and when required. The annual general meeting shall be held as soon as possible after the closing of each financial year but not later than the month of April on a date to be decided upon by the Executive Committee.
14. The quorum for any general meeting of the Foundation shall be one half of the total voting membership of the Foundation or twice the total number of Executive Committee members. In the event of there being no quorum, the meeting shall be adjourned half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum but they shall have no power to alter, amend or make additions to any of the existing rules.
15. At least two weeks' notice shall be given for all annual general meetings, and such notice shall give the date, time and venue as well as particulars of the agenda of such meetings.
16. The business of the annual general meeting shall be:-
 - (a) To receive the Executive Committee's report on the previous year's activities of the Foundation;
 - (b) To receive the audited accounts of the Foundation for the previous financial year and a Statement by the Executive Committee on the financial position of the Foundation;

- (c) To elect once in two years, members of the Executive Committee, two internal auditors and the external auditors for the following two years; and
 - (d) To deal with such other matters as may be put before it.
17. Voting rights at general meetings shall be confined to Ordinary Members, Life Members and one representative from each Corporate Member.
 18. The Executive Committee may include other items on the agenda of an annual general meeting at its discretion, except that any member with voting rights wishing to include an item on the agenda may do so provided such member gives at least seven days notice of his intention to do so in writing to the Hon. Secretary before the date of the meeting.

EXTRAORDINARY GENERAL MEETING

19. An Extraordinary General Meeting of the Foundation shall be convened by the Executive Committee whenever it deems it necessary or upon the receipt of a requisition in writing from at least twenty (20) voting members of the Foundation stating the reason or reasons for which they require the meeting.
20. The Executive Committee shall, within fourteen (14) days of the receipt of the aforesaid requisition, notify all members fourteen days in advance of the date, time and venue fixed for the Extraordinary General Meeting and the reason or reasons for which it is convened. No business shall be dealt with at the Extraordinary General Meeting other than for which it was convened. The quorum and postponement of the Extraordinary General Meeting shall be the same as for the Annual General Meeting.

THE EXECUTIVE COMMITTEE

21. The Executive Committee shall be elected once every two years at the Annual General Meeting and shall comprise the following:-
 - (a) President
 - (b) Vice-President
 - (c) Honorary Secretary
 - (d) Assistant Honorary Secretary
 - (e) Honorary Treasurer
 - (f) Assistant Honorary Treasurer, and
 - (g) Not more than nine (9) ordinary Executive Committee members
22. No less than three members of the Executive Committee shall be lay persons. A lay person is, by definition, for the present purpose, a person who is not a member of the medical profession or allied medical profession. All members of the Executive Committee and every officer performing executive functions in the Foundation shall be Malaysian citizens. Non-citizens may hold office with the prior approval of the Registrar of Societies.
23. The Committee shall have the power to appoint any person or persons to fill any vacancies that may arise. The term of office of such person or persons shall be for the same duration as that of the Executive Committee.
24. The quorum for the Executive Committee shall not be less than six (6). At least 7 days notice shall be given of all Executive Committee meetings.
25. The duty of the Executive Committee shall be to organise and supervise the day-to-day activities of the Foundation and to make decisions on matters affecting the administration of the Foundation.

26. The Executive Committee shall have the power to authorise the expenditure of any sum of money standing credit of the Foundation for the objects of the Foundation subject to such time limits as may be imposed on such expenditure by the general meeting from time to time.
27. No undischarged bankrupt or persons convicted under the relevant Acts of the Country shall hold office in the Executive Committee.

FUNCTIONS AND POWERS OF THE MEMBERS OF THE EXECUTIVE COMMITTEE

28. The President shall represent the Foundation in all official matters, plan and take overall charge or work of the Executive Committee, and preside over all meetings, and generally supervise and monitor the works and activities of the Executive Committee members.
29. The Vice-President shall be in charge of the activities, welfare and overall development of the Foundation. He shall also assist the President in all matters, and shall act for him when he is absent, on leave or has vacated his office.
30. (a) The Hon. Secretary shall keep the seals, documents, property and members' register under safe custody, attend to all secretarial work, and keep minutes of meetings and be responsible for maintaining internal liaison.

(b) The Assistant Hon. Secretary shall carry out the duties and functions of the Hon. Secretary in the absence of the Hon. Secretary, or as otherwise delegated by the Hon. Secretary.
31. (a) The Hon. Treasurer shall record all credit and debit items, compile the monthly Statement of accounts, co-sign the cheques along with other appointed members of the Executive Committee, and be in charge of any other business approved by the Executive Committee.

- (b) The Assistant Hon. Treasurer shall carry out the duties and functions of the Hon. Treasurer in the absence of the Hon. Treasurer, or as otherwise delegated by the Hon. Treasurer.
32. The ordinary executive committee members shall carry out such duties as directed by the President or the Executive Committee.

AUDITORS

33. (a) Two (2) internal auditors shall be elected once every two years at the Annual General Meeting.
- (b) The internal auditors shall be required to audit the accounts of the Foundation and report to the members of the Foundation.
 - (c) The accounts of the Foundation must be audited by a firm of public accountants and a set of the annual accounts be submitted to the Ketua Pengarah, Lembaga Hasil Dalam Negeri annually. The firm of public accountants shall be elected once every two years at the Annual General Meeting.

FINANCE

34. The financial year of the Foundation shall be from 1st January to 31st December of the same year.
35. (a) All monies standing to the credit of the Foundation shall be paid into a bank account approved by the Executive Committee.
- (b) Any two of the following four office bearers, President, Vice-President, Hon. Secretary or Hon. Treasurer, shall be the signatories to all cheques. However, in the event that three of the four office bearers are not available, the Executive Committee shall appoint one of its Executive Committee members as a signatory.

- (c) The President, Secretary and Treasurer may authorise expenditures up to RM2,000. Larger sums shall be authorised by the Executive Committee.
- (d) No member shall solicit for donations from the public without the written consent of the Executive Committee and the relevant authorities.
- (e) The Executive Committee may from time to time establish funds as and when deemed necessary to achieve the objectives of the Foundation.
The Executive Committee shall decide the terms of reference and ensure proper governance of the funds.

EXPENDITURE

- 36. The Foundation shall spend at least 70% of its donations and incomes received towards the objects of the Foundation.

BENEFITS

- 37. The benefits of the Foundation shall not be enjoyed by the Executive Committee and their immediate family members.

AMENDMENTS

- 38. This Constitution may not be altered or amended except by resolution of a general meeting. Such amendments must be forwarded to the Lembaga Hasil Dalam Negeri and receive prior consent from Ketua Pengarah, Lembaga Hasil Dalam Negeri. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendments shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

DISSOLUTION

39. The Foundation shall not be dissolved unless 3/5 of the Ordinary, Life and Corporatemembers of the Foundation vote in person or by proxy at a general meeting in support of a resolution for the dissolution of the Foundation.
40. In the event of the Foundation being dissolved as provided above, all debts and liabilities legally incurred by the Foundation shall be fully discharged and the remaining funds shall be distributed to other approved institutions of a public character which has been approved by the Ketua Pengarah, Lembaga Hasil Dalam Negeri.
41. Notice of Dissolution shall be submitted to the Registrar of Societies within a period of fourteen (14) days from the date of the said Dissolution.

INTERPRETATION

42. In the event of any queries arising on any matters not specifically or expressly stipulated in this Constitution, the decision of the Executive Committee shall be final and binding unless and until the same is reversed by the General Meeting of the Foundation.
43. In the event of discrepancies in the interpretation of the Constitution in other languages, the Constitution written in English shall be final and conclusive.

Arthritis Foundation, Malaysia

c/o Sunway Medical Centre

No 5, Jalan Lagoon Selatan, Bandar Sunway,
46150 Petaling Jaya, Selangor Darul Ehsan.

Tel: 603-5621 6177 Fax: 603-5621 7177

www.afm.org.my