



## MAJLIS PEMANDU-PEMANDU PELANCUNG MALAYSIA (MALAYSIAN TOURIST GUIDES COUNCIL)

### CONSTITUTION

#### 1. **NAME**

The name of the Council shall be known as MAJLIS PEMANDU-PEMANDU PELANCUNG MALAYSIA (MALAYSIAN TOURIST GUIDES COUNCIL), “MTGC” in short and is hereinafter referred to as the ‘Council’.

#### 2. **REGISTERED OFFICE**

The registered office of the Council shall be situated at No. 39A, Jalan NB2 2/2, Taman Nusa Bestari Dua, 81300 Johor Bahru, Johor. The place of meetings of the Council shall be at the registered office or at the place pre-determined by the Council.

#### 3. **EMBLEM**

- 3.1 MTGC is dynamic and innovative in overseeing the delivery of professional guiding services, and this approach is embodied in its emblem. The ‘Wau’ or the Malaysian kite, a recognized icon of Malaysia form the main design of the stylized emblem of MTGC and is hereinafter referred to as the ‘emblem’. The *wau* ability to fly high depicts qualities of dynamism, achievement in development, growth and prosperity with soaring height in progress. These are qualities that are also the very foundation of the Council's vision to the future.

In within the *wau*, the design adopted echoes the rich cross-diversified cultural and heritage elements of the Malaysian society. A five-color scheme is used:- navy blue, red, dark grey, white and black. The navy blue color used throughout represents *Justice* and *Equality* in all dealings. The red colored circle found at centre of the spine of the *wau* signify:- MTGC as the national body representing the tourist guiding profession in Malaysia; MTGC functioning in a single-minded resolve to face all changes and challenges, and MTGC executing as the central policies maker for the trade.

The transition from a smaller circular ring found on the lower spine of the kite to a bigger circular ring on the top symbolizes *Continuity* in all aspects within the organization. The lower ring in blue as the top in red represents *Uniformity* amongst its members in the organization. It is both

these components together, as a flier and a launcher that provides the easiest technique to fly a kite to soar for better height.

In carrying out the duties as an excellent committed tourist guide, the three ribbons flying rightward over the curve gridline (*which symbolize the international tourism industry*) atop the letters 'mtgc' reminds the guiding profession of the three important elements of the vocation: *Attitude, Behaviour and Competency*.

The four letters represented in dark grey color, 'mtgc' in small letters denote *Modesty and Humbleness*.

The name of the Council in Bahasa Malaysia is boxed with a white background in the upper layer reading, 'maljis pemandu-pemandu pelancong malaysia' in black color and in the lower box colored navy blue in English with its lettering in white that reads, 'malaysian tourist guides council' Both appearances are in small letters.

- 3.2 The design of the *wau* and the letters 'mtgc' of the emblem may be represented by the color gold and / or silver when used by the Council.
- 3.3 The official font for lettering including those to be used in all correspondence of the Council shall be " Arial ".
- 3.4 The name, emblem, and other marks of MTGC should not be altered, modified, or obstructed in any way, nor reproduced other than in their complete form. When printed in more than one color, the emblem should be printed only in the official colors as stated herein. MTGC allows for overwriting of the emblem (watermarked, printed, screened, or embossed), provided the emblem is not otherwise altered and / or modified.
- 3.5 The Board is entrusted with the full authority to maintain, preserve, and otherwise protect the use of the MTGC official emblem. Neither the name nor the emblem of the MTGC shall be used by any person, firm, organization or party without the prior approval of the Board.

#### **4. OBJECTS**

The objects of the Council shall be:-

- 4.1 to promote, advance and protect the general welfare and interests of the tourist guides in Malaysia.
- 4.2 to promote understanding and fellowship amongst all the tourist guides and the tourist guides associations of Malaysia.
- 4.3 to represent all tourist guides associations in liaison with all other governmental departments and non-governmental organizations pertaining to the tourist guiding profession and all aspects of tourism.
- 4.4 to assist and to coordinate in the organization of the Malaysian tourist guides training course in conjunction with the Ministry of Tourism (or its successor-in-title).

- 4.5 to organize any conference, convention, exposition, seminar, tourist guides training course or tourism related educational program either on its own or in conjunction with other governmental departments and non-governmental organizations.
- 4.6 to coordinate and discuss with the Ministry of Tourism (or its successor-in-title), other governmental departments and non-governmental organizations on the resolutions passed at any conference, convention or at seminar.
- 4.7 to discuss and resolve with the Ministry of Tourism (or its successor-in-title), other governmental departments and non-governmental organizations on all aspects of the tourist guiding profession and the tourism industry.
- 4.8 to promote international, regional and domestic tourism.
- 4.9 to print and disseminate materials and information using various media of communication such as newsletters, guide books, career books, text books and periodicals relevant to the guiding, hospitality and tourism industry and other activities pertaining to the promotion of the objectives stated herein subject to the prior approval of the relevant authorities.
- 4.10 to arrange for alliance or affiliation and to co-operate with any institution, association or society with objects similar to those of this Council on such terms and conditions as may be in the interest of the Council.
- 4.11 to provide clubhouse facilities and such other forms of recreation and amenities for its members and the tourist guides.
- 4.12 to apply for purchase, take or lease, or in exchange or otherwise acquire or occupy any land or building or moveables which may be required for or used in connection with the objects of the Council and to charge, sell, lease, give in exchange or otherwise dispose of the same or any part thereof.
- 4.13 to encourage and promote charitable activities and support charitable organizations.
- 4.14 to do all such acts and things as may be incidental to or connected with or conducive to the attainment of any of the above-mentioned objects.

## 5. **MEMBERSHIP**

- 5.1 There shall be two (2) types of membership:-

- 5.1.1 **ORDINARY MEMBERSHIP.**

Ordinary Membership shall be consisting of three (3) categories:-

- 5.1.1.1 **Affiliate Ordinary Membership.**

Such membership shall consist of tourist guides associations registered under the Societies Act 1966, whose membership shall composed of Ordinary Members and/or Life Members who shall be known as 'Active Member' and is hereinafter referred to as 'Active Member' who are tourist guides licensed by the Ministry of Tourism (or its successor-in-title) which continue to perform the obligations as set forth in this constitution. Affiliate Ordinary Membership shall be known as 'Affiliate' and is hereinafter referred to as 'Affiliate'. There should be one (1) Affiliate recognized by the Council in each State, Federal Territory or region sub-divided

geographically, unless there are reason or reasons accepted and approved by the Council.

**5.1.1.2 Chapter Ordinary Membership.**

Such membership shall consist of State Chapters of the Council. State Chapters shall be automatically entitled to such membership and shall be known as 'Chapter' and is hereinafter referred to as 'Chapter'. There should be one (1) Chapter established by the Council in each State, Federal Territory or region sub-divided geographically, unless there are reason or reasons accepted and approved by the Council.

**5.1.1.3 Individual Ordinary Membership.**

Such membership shall consist of all individual tourist guides licensed by the Ministry of Tourism (or its successor-in-title) from State and/or Federal Territory where there is no Affiliate or Chapter. Such membership shall have no voting rights at all general meetings and shall be known as 'Individual Ordinary Member' and is hereinafter referred to as 'Individual Ordinary Member'.

**5.1.2 ASSOCIATE MEMBERSHIP.**

Associate Membership shall be consisting of two (2) categories. Such membership shall have no voting rights and shall not be eligible to hold any office in the Council. They shall enjoy all privileges and benefits as other Ordinary Members except where disclosure of any information is deemed privileged only to Ordinary Members.

**5.1.2.1 Trade Associate.**

Such membership shall be open to firms, companies or organizations which carry out or whose business is connected with the travel trade and who subscribe to the objects of the Council.

**5.1.2.2 Individual Trade Associate.**

Such membership shall be open to individuals who subscribe to the objects of the Council.

- 5.2 Only persons above the age of eighteen (18) years shall be subject to the provisions herein contained, be qualified to be members of the Council PROVIDED ALWAYS that a University College student shall not be eligible for membership without the prior approval of the Vice Chancellor of the University concerned.
- 5.3 Affiliates whose names have been struck off by the Registrar of Societies or who has been wound up or liquidated under the relevant laws will automatically cease to be an Affiliate of the Council.
- 5.4 An Individual Ordinary Member who has been declared a bankrupt OR whose licence has been revoked by the Ministry of Tourism (or its successor-in-title) will automatically cease to be an Individual Ordinary Member of the Council.

- 5.5 A tourist guide who is an Individual Ordinary Member of the Council shall cease its membership with the Council and automatically be a member of an Affiliate or Chapter of a State or Federal Territory where he is residing, upon the successful registration of an Affiliate or a Chapter recognized by MTGC. In such case, the said member is fully exempted from the payment of an entrance fee imposed by the Affiliate or Chapter.

## **6. QUALIFICATION FOR MEMBERSHIP**

- 6.1 All tourist guides associations, subject to Clause 5.1.1.1, and all individual tourist guides subject to Clause 5.1.1.3, shall be entitled to apply for membership with the Council.
- 6.2 No tourist guides association or individual tourist guide may be accepted for membership unless it satisfies the following conditions:-
- 6.2.1 that it accepts and agrees to adhere to the policies, principles, and programmes of the Council;
  - 6.2.2 that it agrees to abide by this Constitution, the MTGC Code of Ethics and all rules, regulations, bye-laws and conditions applicable;
  - 6.2.3 that the standard Affiliate or Chapter constitution be adopted with the exception of Affiliates registered before the approval of this set of Constitution by the Registrar of Societies whose constitution may contain variations from the standard Affiliate or Chapter constitution but shall be entitled to operate under those variations, provided that they are consistent with the Constitution of the Council. Any Affiliate or Chapter registered after the approval of this set of Constitution by the Registrar of Societies shall adopt the standard Affiliate or Chapter constitution of MTGC.
  - 6.2.4 that it submits its constitution and/or bye-laws for approval by the Council;
  - 6.2.5 that the Active Member from the Affiliate or Chapter membership shall not simultaneously practice dual membership or hold membership in any other tourist guides association or Chapter of the State or Federal Territory as an Ordinary Member.
  - 6.2.6 that the Active Members of the Affiliate or Chapter should not be deprived of any information, privileges and benefits extended or accorded to them by the Council.
  - 6.2.7 that all Active Members of the Affiliates and Chapters shall be tourist guides licensed by the Ministry of Tourism (or its successor-in-title).
  - 6.2.7 that the entrance and subscription fees for its Active Members be standardized amongst all Affiliates and Chapters.

- 6.2.8 that the acceptance of any Active Member from other Affiliate or Chapter membership be considered only upon the receipt of a letter of release and/or an indication that the said Active Member is free from any outstanding obligations or issues, and/or monetary indebtedness from where the said Active Member belonged to.
- 6.2.9 that all Active Members of the Affiliate and Chapter agrees to abide by the MTGC Code of Ethics and all rules, regulations, by-laws and conditions formulated and adopted by the Council for the objective of enhancing and protecting the image and practice of the tourist guiding profession in Malaysia.
- 6.3 Membership shall automatically terminate when an Affiliate, Chapter, or an individual tourist guide no longer meets the above membership qualifications.
- 6.4 Every application for membership shall be filled in the prescribed form and shall be forwarded to the Honorary Secretary-General, who shall at the first convenient opportunity submit it to the Board. The Board with the approval of its Affiliates may accept or reject any application without assigning any reason thereof. Membership shall become effective on the date such application is approved by the Board with payment of the appropriate fees.
- 6.5 Affiliates or Chapters shall not adopt bylaws that are inconsistent with the Constitution of the Council. Any provision in any Affiliate or Chapter constitution or any condition imposed which is in conflict with this section is considered null, void, and without effect.
- 6.6 The Council may approve new provisions in Affiliate or Chapter constitution proposed to comply with local laws or customs or in exceptional circumstances. Such approval requires a two-thirds majority of the Affiliates.
- 6.7 Each Affiliate or Chapter shall be entitled to send a minimum of two (2) or a maximum of four (4) representatives to take part in the activities of the Council. Each Affiliate or Chapter is entitled to one (1) vote only.
- 6.8 Nominations of their representatives shall be submitted to the Council in writing. Any nominated representative of an Affiliate or a Chapter may be replaced by written notice from the Affiliate or Chapter to represent their respective Affiliate or Chapter at any meetings.
- 6.9 It shall be the duty of each Affiliate and Chapter to be represented at all meetings called upon by the Board of MTGC. Such representative(s) shall have the mandate to vote on each proposal submitted for determination.

- 6.10 It shall be the duty of each member to notify in writing to the Honorary Secretary-General as soon as possible of any change in their contact or correspondence address.
- 6.11 Any Affiliate or Chapter shall retain in its membership any member engaged or employed by MTGC.

## 7. SUBSCRIPTION

- |     |                                                               |                                                                                                                                                                  |
|-----|---------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7.1 | Entrance fee: Ordinary Membership<br><br>Associate Membership | RM200.00 Affiliate / Chapter<br>RM 20.00 Individual<br>RM500.00 Trade<br>RM250.00 Individual                                                                     |
| 7.2 | Subscription: Ordinary Membership<br><br>Associate Membership | RM100.00 Affiliate / Chapter<br>and RM 50.00 per capita<br>dues for each Active<br>Member.<br>RM 80.00 Individual<br>RM300.00 Trade<br>RM150.00 Individual Trade |
- 7.3 Affiliates or Chapters shall on or before the 15th. day of January in each calendar year pay to the Council for such year an annual subscription and per capita dues of its Active Member.
- 7.4 It shall also be the duty of the Affiliate and Chapter to see that the per capita dues as indicated herein Clause 7.2 of their newly accepted Active Member be paid to the Council within fourteen (14) days from the date of their acceptance of membership in order that the said Active Members are not deprived of the privileges and benefits accorded to them by the Council.
- 7.5 It shall be the duty of each member to see that his subscription and/or per capita dues are paid up to date and that an official receipt for it is obtained. The responsibility for keeping payments of subscription and/or any dues up to date shall rest with the member and not with any official of the Council.
- 7.6 Any member failing to pay their annual subscription and/or any dues within thirty (30) days after the prescribed time shall be notified in writing by the Honorary Secretary-General at the member's last known address. If the said subscription and/or dues are not paid on or before fourteen (14) days of the date of notification, affiliation or membership with the Council may terminate, unless the member or defaulter shall satisfy the Board that the delay in payment was due to sufficient cause.
- 7.7 Any member who has not paid his subscription up to date a week before the Triennial General Meeting shall not have the right to vote nor to stand for office.

## **8. FINANCIAL PROVISIONS**

- 8.1 The funds of the Council shall be from:-
  - 8.1.1 Membership Subscription.
  - 8.1.2 Donations and Grants.
  - 8.1.3 Organizing of Events for its members and Active Members of the Affiliates and Chapters.
- 8.2 The Financial Year of the Council shall be from 1st. January to 31st. day of December each year.
  - 8.2.1 The Council shall keep proper accounts of the monies received and expended by the Council and shall lay before the members a true Balance Sheet, Income and Expenditure Account together with its receipts and payments made up to 31st. December in the preceding year.
  - 8.2.2 The Statement of Accounts shall be signed by the President, the Honorary Secretary-General and the Honorary Treasurer-General.
- 8.3 Every such Statement of Accounts shall be certified and audited by at least two (2) internal Honorary Auditors or a Firm of Auditors appointed by the members at the Triennial General Meeting and the Auditor's Report shall be annexed to every such Balance Sheet and Receipts and Payments Account.
- 8.4 A copy of every such Statement of Accounts must be submitted to the Registrar of Societies within sixty (60) days after the holding of its Triennial General Meeting or if no Triennial General Meeting is held, once in every calendar year.
- 8.5 The books of account shall be kept at the Registered Office of the Council. The funds of the Council shall be under the control of the Board who shall cause an account to be opened with a Bank in Kuala Lumpur into which all monies belonging to the Council shall be paid and all cheques drawn on the said account shall be signed by the Honorary Treasurer-General and counter-signed by the President or the Honorary Secretary-General.
- 8.6 The Council may expand its funds in such manner as the Board thinks fit in accordance with the need of the Council. However, in doing so the following should be noted and taken into account:-

Whereby any money or profits derived by the Council resulting from its participation in any activity or activities will and must be used to prolong the Council's existence as well as to achieve its objects and no part of the money or profits should be used to pay profits or bonus to any of its members. However this does not prevent payment being made to individuals of the Council in good faith for wages, salary, reimbursement for income loss due to duty or duties performed on behalf of the Council or expenses incurred or both by the said individuals according to a set

schedule established by the Board and subject to its implementation by the Board.

## **9. MANAGEMENT**

- 9.1 The Board directs and controls the affairs of the Council by:-
  - 9.1.1 establishing policy for the organization;
  - 9.1.2 exercising such other powers conferred upon the Board by the constitution and bylaws.
- 9.2 The affairs of the Council shall be conducted by the Board who shall also manage the funds and properties of the Council, subject to such regulations as may from time to time be determined by the Council at the general meeting.
- 9.3 The Council shall consist of representatives as provided under Clause 6.7 and Clause 26.7 the quorum of which shall be no less than two-thirds (2/3) of the total Affiliate and/or Chapter members.
  - 9.3.1 The Board shall be elected once in every three years, which shall consist of the following office bearers : A President, 1st. Vice President, 2nd. Vice President, Honorary Secretary-General, Honorary Treasurer-General, Honorary Public Relations Officer, Project Coordinator, four committee members and by not more than five (5) appointed committee members who shall be appointed by the President. Appointed committee members may not be representatives of the Affiliate or Chapter but must qualify as Active Members of any Affiliates or Chapters or as Individual Ordinary Member of the Council. Such appointed committee members shall have equal voting rights as elected committee members at all Board Meetings. Members of the Board shall hold office for the said three years and they shall be eligible for re-election if their nomination is made by the Affiliate or Chapter they represent.
  - 9.3.2 Names of the above office bearers shall be proposed and seconded and the election shall be by a simple majority vote of the members present at the Triennial General Meeting.
- 9.4 The Board shall meet at least once in every three months and fix its own time and place for the meeting. At least fourteen (14) days' notice in writing shall be given to each member of the Board.
- 9.5 The Board may participate in and act at any meeting of the Board through the use of a conference telephone or other communication equipments by means of which all Board members participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

- 9.6 Where any urgent matter requiring the approval of the Board or the Council arises and it is not possible to convene a meeting, the Honorary Secretary-General may obtain such approval by means of a circular vote. The following conditions must be fulfilled before a decision of the Board or the Council is deemed to have been obtained:
- 9.6.1 The issue must be clearly set out in the circular and forwarded to all members of the Board or the Council.
  - 9.6.2 At least one half (1/2) of the members of the Board or the Council must indicate whether or not they are in favour of the issue(s) raised.
  - 9.6.3 The decision must be by majority vote.
  - 9.6.4 Any decision obtained by circular vote shall be reported by the Honorary Secretary-General at the next Board or Council meeting and be recorded in the minutes accordingly.
- 9.7 No expenditure exceeding five thousand ringgit (RM 5,000.00) in any one time in any month shall be incurred without the prior sanction of the Board. Expenditure of less than five thousand ringgit (RM 5,000.00) at any one time in any month may be approved by the President together with the Honorary Secretary-General and the Honorary Treasurer-General.
- 9.8 In the absence of the President at the Board meeting, the 1st. Vice President shall deputize and in his absence, the 2nd. Vice President shall chair and conduct the Board meeting.
- 9.9 Each Board member shall be entitled to one vote but in the case where there is a tie in the number of votes, the chairman of the meeting shall have the second casting vote. Motions before the Board shall be passed by a simple majority vote.
- 9.10 Any member of the Board may vacate his office by notice in writing to the President or the Honorary Secretary-General of the Council.
- 9.11 If a Board member fails to attend two consecutive committee meetings without valid reasons, he will automatically cease to be a Board member. The Board shall have the power to co-opt any Individual Ordinary Member or Active Member of the Affiliates or Chapters to fill the vacancy until the next general meeting.
- 9.12 Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted to any member of the Board excusing him from attending the meetings of the Board but such leave of absence shall not be granted for a period exceeding six (6) months unless approved by the Board.

- 9.13 The Board shall cause proper minutes to be made of proceedings of all meetings of the general meeting and of the board meetings and all business transacted at such meetings. Any such minutes of any meeting if purporting to be signed by the President and the Honorary Secretary-General of the next succeeding meeting shall be conclusive evidence without any further proof of the facts stated therein.
- 9.14 The Board shall have the discretionary power to issue a written caution to any Affiliate or Chapter contravening any part of the Constitution.
- 9.15 The Board shall have absolute powers to regulate, manage and control all the affairs of the Council and to carry out its objects (subject only to the Constitution and bylaws) and may exercise all such powers, acts and things as may be expected or to be done by the Council. No resolution passed at any general meeting shall invalidate any prior act of the Board, which would be valid, if such resolutions had not been made.
- 9.16 All members of the Board and every officer performing executive functions in the Council shall be Malaysian citizen.

#### **10. THE BOARD IS EMPOWERED:-**

- 10.1 from amongst its Affiliates' membership of Ordinary Members to appoint any one or more of its members as may co-opted by the Board at their discretion to be sub-committee or sub-committees for any purpose or purposes, general or specified in the resolution appointing such sub-committee or sub-committees. The President shall be ex-officio, a member of all sub-committees and, as such have all the privileges of membership thereon. Each sub-committee shall transact such business as is delegated to it in the rules of the Council and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such sub-committees shall not take action until a report has been made to the Board and approved by them. Any decision or decisions made by a sub-committee or sub-committees shall be reported to the President and/or the Honorary Secretary General within seven (7) days and the decision or decisions shall be valid and binding unless over-ruled by a decision of the Board with the exception of the decision or decisions taken of a sub-committee as provided for under Clauses 23.3; 23.4 and 23.5.
- 10.2 from time to time to draw up and impose such bye-laws as it may deem fit to further and/or facilitate the objects of the Council and to add, amend or repeal such bye-laws, only on approval of the Registrar of Societies.
- 10.3 to terminate the membership of any members which fails to pay its subscription, dues or other financial obligations to MTGC or approved contributions.
- 10.4 to do all such act or acts as it may deem fit and proper to further the objects of the Council.

- 10.5 to appoint an Office Administration Officer or such other paid servants for such period on such terms and conditions as may from time to time be determined by the Board and they shall act under the general direction of the President, or in his absence the Vice President and shall be responsible only to the Board and save as herein provided shall not be obliged to carry out, the wishes and instructions of individual Board members. Such Office Administration Officer shall and the other paid staff may be requested to attend Board Meetings and General Meetings as and when required by the Board.
- 10.6 to remove or suspend any Office Administration Officer or other paid servants of the Council.
- 10.7 in its discretion may authorize an expression of appreciation to any person or persons and/or the office of any Board's member for the consideration of time, effort, and personal sacrifice. Any such payments other than reasonable, documented expenditures reimbursable as authorized pursuant to the expense reimbursement policy established by the Board, must be fully disclosed each year in the annual report of MTGC.
- 10.8 to set up Funds for special purposes such as benevolent, training, scholarships, disaster, charity, education, and research or set up such other funds for such other objectives as provided in the Constitution.

## **11. BUDGET**

- 11.1 Each year the Board shall adopt a budget for MTGC for the succeeding fiscal year. Budgeted anticipated total expenses shall not exceed total anticipated revenue.
- 11.2 Such budget may be revised by the Board at any time, provided that anticipated total expenses shall not exceed total anticipated revenue.
- 11.3 The Board, by a two-thirds (2/3) vote of all presence, may authorize the expenditure of amounts in excess of anticipated revenues, but only in emergency and unforeseen circumstances, provided that the Board shall not incur any expenditure which will result in indebtedness which exceeds the net assets of MTGC. Full details of the excess expenditure and the circumstances leading thereto shall be reported by the President to all members of the Board.

## **12. OFFICER BEARERS OF THE COMMITTEE**

### **12.1 President**

- 12.1.1 The President shall preside at the Triennial General Meeting, any Extraordinary General Meetings and meetings of the Board and exercise supervision over the affairs of the Council and perform such other functions as are incidental to his office.

- 12.1.2 The President shall have authority, subject to the rectification of the Board to appoint, direct, suspend or remove such employees of the Council as he may deem necessary.
- 12.1.3 The President shall make full reports of the administration of his office and of the affairs of the Council to the Board at its meetings and to the members at the Triennial General Meeting.
- 12.1.4 The President shall have the absolute power to delegate such responsibility to any member as he may deem fit.
- 12.1.5 The President shall have the absolute power to issue press releases and statements on behalf of the Council.
- 12.2 **1st. Vice President / 2nd. Vice President**
- 12.2.1 The Vice Presidents shall be responsible for the internal administration of the Council and shall have administration control over such officers and or salaried staff of the Council.
- 12.2.2 In the absence of the President, the 1st. Vice President and or in his absence the 2nd. Vice President shall assume Presidency and shall exercise the functions of that office.
- 12.3 **Honorary Secretary-General**
- 12.3.1 The Honorary Secretary-General shall cause to be recorded the proceedings of the Triennial General Meeting, General Meeting and meetings of the Board.
- 12.3.2 The Honorary Secretary-General shall have charge of and preserve the books, records, files, documents and effects of the Council and upon retirement from office, the Honorary Secretary-General shall turn over to the incoming secretary or to the President all books, records, files, documents, assets and all other properties of the Council.
- 12.4 **Honorary Treasurer-General**
- 12.4.1 The Honorary Treasurer-General shall be responsible for the financial affairs of the Council.
- 12.4.2 The Honorary Treasurer-General shall issue notices of membership dues payable, be responsible for their collection and keep books of accounts of the Council.
- 12.4.3 The Honorary Treasurer-General shall prepare the Annual Statement of Accounts of the Council for the proceeding financial year for presentation to the members and the quarterly Statement of Accounts for presentation to the Board.

- 12.4.4 It shall be the duty of the Honorary Treasurer-General to have custody of all funds of the Council, accounting for same to the Council annually and at any time upon demand by the Board, make disbursements in accordance with such rules as may be prescribed by the Board, and to perform such other duties as pertaining to the office of treasurer. Upon retirement from office, the Honorary Treasurer-General shall turn over to the incoming treasurer or to the President all funds, list of fixed or moveable assets, or books of accounts.
- 12.4.5 The Honorary Treasurer-General may be allowed a petty cash advance of RM500.00 at any time.
- 12.5 **Honorary Public Relations Officer**
- 12.5.1 The Honorary Public Relations Officer shall be responsible for the liaison and public relations between the Council and the members, the travel agencies and the public.
- 12.5.2 The Honorary Public Relations Officer shall, in consultation with and/or on the directions of the Council, and/or the Board, be responsible for the publicity of the Council, in issuing press releases, the Council's newsletter and other similar publications of the Council.
- 12.5.3 The Honorary Public Relations Officer shall be solely responsible in giving tourist information and answering enquiries concerning the tourist industry. All such information, replies or announcements should be tabled and recorded at subsequent Board or Council meetings to be minuted.
- 12.6 **Project Coordinator**
- 12.6.1 The Project Coordinator shall prepare a programme for the ensuing year that shall benefit the members through the Council.
- 12.6.2 The Project Coordinator shall coordinate project activities amongst the members.

### **13. REGISTRAR**

- 13.1 The Honorary Secretary-General shall keep at the registered office a record of all its members in a book known as the 'Registrar' and is hereinafter referred to as the 'Registrar' which should includes the following particulars :
- 13.1.1 The name, identity card number, address and occupation of each representative from the member.
- 13.1.2 Any relevant particulars as the Board may from time to time require.

- 13.2 All entries and amendments in the Registrar thereon shall be subjected to the approval of the Board and shall be opened for inspection by office bearers of the Board during normal hours of business at the Registered Office.

#### **14. GENERAL MEETING**

- 14.1 Once at least in every calendar years not later than the 30th. March of the year in any event not later than the 37th. month, the Board shall call and hold a Triennial General Meeting of the members at such date, time and place as may be expedient. Such meetings shall be called the Triennial General Meeting.
- 14.2 At the Triennial General Meeting the Council will elect the Board Members from amongst the official representatives present.
- 14.3 The Board shall be dissolved immediately after the Triennial General Meeting. Thereafter the official representatives present will be eligible for re-election to the Board.
- 14.4 All other general meetings of the Council shall be called the Extraordinary General Meeting.
- 14.5 Triennial General Meeting : Should the Board fail to call the Triennial General Meeting such meeting shall be called by the Honorary Secretary-General on the requisition in writing of any six (6) Affiliates or Chapters with the consent of the Board.
- 14.6 Extraordinary General Meeting : On the requisition in writing of any seven (7) Affiliates or Chapters duly lodged with the Honorary Secretary-General, the Honorary Secretary-General shall forthwith call an Extraordinary General Meeting with the consent of the Board.
- 14.7 If within thirty (30) days or receipt of such requisition the Board does not proceed to cause a meeting to be held, the Affiliates and/or Chapters may thereupon themselves convene the said meeting.
- 14.8 Twenty-one (21) days notice of every Triennial General Meeting or Extraordinary General Meeting shall be sent to each member by prepaid post to the address given in the Registrar specifying the time and place of the meeting and the business to be transacted thereat. The audited accounts of the Council for the previous years shall also be sent to members together with the notice of the Triennial General Meeting.
- 14.9 The accidental omission to give notice of a General Meeting to, or the non receipt of such notice by, any member entitled to receive such notice shall not invalidate any resolution or business transacted at that meeting.
- 14.10 The quorum at a general meeting shall be one-half (1/2) of the total membership of the Council.

- 14.11 If within half an hour from the time appointed for the holding of the general meeting a quorum is not established, if convened on the requisition of the member the meeting shall be dissolved. In any case it shall stand adjourned to the same day in the next month at the same time and place, or at such other place as the President shall appoint. If at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the members present shall have the power to proceed with the business of the day but they shall not have the power to alter the rules of the Council.
- 14.12 The President may, with the consent of the meeting at which a quorum is present, adjourn a meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting.
- 14.13 Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 14.14 No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place, provided that if a quorum is not present in such meeting, the members shall not have to make decision affecting the whole membership.
- 14.15 The business of the general meeting shall be as follows :-
- 14.15.1 To receive the Board's Report and Accounts for the previous years together with the Auditor's Reports thereon and if approved to pass them.
  - 14.15.2 To elect the members of the Board for the ensuing three years.
  - 14.15.3 To appoint Auditors.
  - 14.15.4 To consider any other business of which not less than fourteen (14) clear days' notice has been deposited in writing with the Honorary Secretary-General.
- 14.16 All business other than that stated in Clause 14.15 Sub-clauses 14.15.1; 14.15.2; 14.15.3 and 14.15.4 above shall be conducted at the Extraordinary General Meeting.
- 14.17 Each member present and qualified to vote at the General Meeting shall be entitled to one (1) vote. In the event of equality of votes either on a show of hands or by a poll the President or the chairman of the meeting shall be entitled to a casting vote in addition to his own vote as a member.
- 14.18 At all Triennial General Meetings or Extraordinary General Meeting a resolution put to the vote of the meeting shall, except as herein otherwise provided, be decided on a show of hands unless a poll be demanded by the President or the chairman of the meeting, or by at least five (5) persons present in person and entitled to vote. A declaration by the

President of the meeting that a resolution has been carried by particular majority, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor of, or against such resolution.

- 14.19 If a poll be demanded it shall be taken at the meeting in such manner as the President or the chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
- 14.20 The President or the chairman in his absence the 1st. Vice President shall preside as President or the chairman at every meeting but if he is not present within fifteen minutes after the appointed time for holding the meeting, then the 2nd. Vice President may take the chair to preside.
- 14.21 The proceedings of all Board Meetings shall be entered in a minute book which on being signed by the President and the Honorary Secretary-General at the next Board Meeting shall be conclusive evidence of the business done and passed at the aforesaid Board Meeting.

## **15. EXECUTIVE DIRECTOR**

- 15.1 The Board may appoint an Executive Director for such period at such remuneration and on such conditions as may determined by the Board.
- 15.2 The Executive Director shall be the Chief Operating Officer of the Council reporting to the President or the Honorary Secretary-General and shall perform the duties incidental to the Office. He shall be responsible for the general management and affairs of the Council, and shall have power to employ and discharge employees and agents of the Council only upon approval by the Board.
- 15.3 He shall also prepare a policy statement and shall have power to implement such policy once it has received the approval of the Board.
- 15.4 He shall be responsible for conducting all correspondence, keeping all books, documents, papers and the accounts and financial records of the Council.
- 15.5 He shall be ex-officio a member without vote of the Board and for all committees, and shall attend all meetings of such bodies.

## **16. ALTERATION TO THE CONSTITUTION**

Any proposed alteration, addition or amendment to the Constitution or to any subsequent clauses which may be adopted hereafter shall be submitted to the Board in writing. The Honorary Secretary-General shall thereupon circulate the same to members who shall consider the proposal and, if thought fit, to adopt such proposal, with or without modification. The notice convening any such meeting shall set forth the proposal and the reasons thereof if such has been given the recommendations of the Board in connection herewith. Any proposal other than those affecting Clause 19 may be adopted by resolution passed by

two-thirds (2/3) majority of those present and entitled to vote thereon shall be valid and binding upon all members with the prior sanction of the Registrar of Societies. Application for such alterations or amendments shall be made to the Registrar of Societies within 60 days from the date of the general meeting.

## **17. NOTICES**

- 17.1 All notices sent or required by these clauses to be sent to the members shall be deemed to have been duly served if sent by the Honorary Secretary-General through mail by prepaid letter or postcard addressed to members at their addresses shown in the Registrar.
- 17.2 When a given number of days' notice or notice extending over any other period is required to be given neither the day of delivery of the notice nor the day upon which such notice expires shall be included in such number of days or other period.
- 17.3 Any notice by mail shall be deemed to have served on the day after the envelope or wrapper containing the same is posted and in providing service it shall be sufficient to prove that such envelope and wrapper was properly addressed and put into the post office or box.
- 17.4 In the case of an emergency Board Meeting, the President in his absolute discretion may authorize the Honorary Secretary-General or the Executive Director to give not less than three (3) days notice of such meeting.

## **18. INDEMNITY**

If any prosecution, action or suit at law be commenced against any member of the Board; the Honorary Secretary-General or any servant or agent of the Council for anything done by him/her/them in the proper or reasonable discharge of their duty of the Council as such, then and in such case, such person or persons shall be defended and indemnified by and at the cost of the Council from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Council may be applied for such purposes as may be directed by the Board from time to time. Provided, however, that none of such funds shall be applied either directly or indirectly in the payment of the whole or part of any fine or penalty imposed on any person by sentence or order of a Court of Justice.

## **19. DISSOLUTION**

The Council shall not be dissolved except with the consent of not less than three-quarter (3/4) of its members through their representatives at a special Extraordinary General Meeting specially convened for this purpose with a minimum quorum of three-quarter (3/4) of its membership and in the event of the Council being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Council shall be first fully discharged after having paid the costs of its winding up, the remaining funds, if any, shall be distributed amongst the members whose names appear on the Registrar at the date of the passing of the Dissolution Resolution pro-rata to the total amount of subscription paid by each of such members of the Council since its inception.

## **20. INTERPRETATION**

Between General Meetings the Board shall interpret the rules of the Council and when necessary, determine any point on which the rules are silent. Except where they are contrary to or inconsistent with the policy laid down by the General Meeting, the decisions of the Board shall be binding on all members of the Council unless and until countermanded by a resolution of a General Meeting.

20.1 Throughout this Constitution, pronouns of either the masculine or feminine gender shall include the other gender.

20.2 The terminology “mail” and “mailing” will include utilization of electronic mail (e-mail), internet technology and short messaging service (SMS) to reduce cost and increase responsiveness.

## **21. PROHIBITION**

21.1 Gaming in any form shall be prohibited in the premises of the Council.

21.2 The Council shall not have any affiliation or connection outside Malaysia without the prior approval of the Registrar of Societies.

21.3 Neither the Council nor its members shall attempt to restrict or in any other manner interfere with trade or prices engage in any Trade Union activities as defined in the Trade Union Ordinance, 1959.

21.4 No benefits as defined under Section 2 of the Societies Act 1966 shall be given by the Council to any of its members.

## **22. PATRONS AND ADVISERS**

22.1 On the recommendations of the Board, the Council may appoint as Patrons, persons who are not members of the Council but are in sympathy with the objects of the Council and desire to support it financially or otherwise.

22.2 On the recommendations of the Board, the Council may appoint as Advisors, person who may or may not be members of the Council but are in the position to offer advice on administration and general affairs.

## **23. EXPULSION, TERMINATION AND SUSPENSION**

23.1 Any member who fails to comply with the rules of the Council or has acted in a manner to bring disrepute upon the Council may be expelled or suspended for a period of times as the Board deems fit. Before the Board expels or suspends the member, the member should be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and absolve itself. Such suspension or expulsion shall be enforced unless otherwise reversed by a General Meeting upon appeal by the member.

23.2 If any member shall be convicted of any criminal offence, he shall thereupon cease to be a member of the Council.

- 23.3 It shall be the duty of the Board if any time the Board shall be of the option that the interest of the Council so required by letter to invite any member to withdraw from the Council within a time specified in such letter and default from such withdrawal to submit the question of his expulsion to a special disciplinary sub-committee consisting five (5) or seven (7) Affiliate or Chapter members.
- 23.4 The Honorary Secretary General shall inform the member in question of the time and place of the meeting and the nature of the complaints against him in sufficient time to afford him a proper opportunity of offering his explanation verbally or in writing and if thereupon two thirds (2/3) of the member present shall vote for his expulsion he shall thereupon cease to be a member of the Council.
- 23.5 Any member aggrieved by the decision of the sub-committee may within fourteen (14) days appeal to the Board for a General Meeting decision which shall be final.

## **24. PROPERTY**

- 24.1 In pursuant to Section 9(b) of the Societies Act 1966, the Council shall appoint three (3) officers from the current Board members vis the President, Honorary Secretary-General and Honorary Treasurer-General to administer the property of the Council. They will serve in this capacity for the duration of their term of office in the Board. They will automatically cease to hold that position when their term of office ends.
- 24.2 The property of the Council (other than cash which is under the control of the Honorary Treasurer-General) shall be vested in them.
- 24.3 They are not empowered to sell, mortgage, withdraw or transfer any of the property of the Council without the consent and authority of a general meeting of members.
- 24.4 In the event that a post falls vacant, the Board shall have the power to co-opt any other members of the Council to fill the vacancy until the next Triennial General Meeting.

## **25. GENERAL PROVISION AS TO THE AFFILIATE**

Where there is no specific provision made herein in relation to the Affiliate, the rules practiced or instructed by the Board of MTGC must be applied accordingly.

## **26. STATE CHAPTERS**

The Council shall have the authority to establish Chapters in any State and/or Federal Territory of Malaysia where there are no tourist guides association affiliated to the Council, and whose membership shall consist of tourist guides licensed by the Ministry of Tourism (or its successor-in-title). These Chapters shall be the sole representative of the Council in their respective States and/or Federal Territories of Malaysia. They are to serve to the best interest of the tourist guides in the respective state(s) or region(s) and shall at all times adhere to the objectives of the Council.

## **26.1 FORMATION OF STATE CHAPTERS**

26.1.1 The requirement to form a State Chapter shall be a minimum of seven (7) Ordinary Members in each State and/or the Federal Territory of Malaysia.

26.1.2 The initiative to form State Chapters may be made by the Council or by request from any Ordinary Members in the State and/or Federal Territory of Malaysia.

26.1.3 All applications to form State Chapters must be made through an official application to the Board using the prescribed application form and submitting the appropriate application fees.

26.1.4 The Board shall by a two-third (2/3) majority vote taken at any Board Meeting approve the formation of a Chapter in the State and/or Federal Territory of Malaysia.

26.1.5 There should be one (1) Chapter or one (1) Affiliate recognized by the Council in each State and/or Federal Territory or region sub-divided geographically, unless there are reasons or reasons accepted and approved by the Council.

## **26.2 PURPOSE AND OBJECTS OF THE STATE CHAPTERS**

The purpose and objectives of the State Chapters shall be identical to the objectives of the Council except that the operation of the State Chapter is at the state or regional level.

## **26.3 STATE CHAPTER COMMITTEE**

The State Chapter Committee members shall be elected at the State Chapter General Meeting and shall comprise of a Chairman, a Vice-Chairman, a Honorary Secretary, a Honorary Treasurer and a minimum of three (3) but not exceeding six (6) Committee Members. Their roles are as follows:-

### **26.3.1 Chairman**

The Chairman shall during his term of office chair all general and Chapter committee meetings and shall be responsible for the conduct of the said meetings.

### **26.3.2 Vice Chairman**

The Vice Chairman shall deputize for the Chairman in his absence.

### **26.3.3 Secretary**

The Secretary shall be responsible for the running and administration of the Chapter in accordance with the Rules of the Chapter and the Council.

The Secretary is also under the duty to carry out all instructions or directives made by the Board or Council or Chapter.

The Secretary must also attend all meetings and record the minutes of the said meetings accordingly.

The Secretary shall also be responsible for all Chapter correspondence, public relations and records of the Chapter.

**26.3.4 Treasurer**

The Treasurer is responsible for the financial activities of the Chapter.

The Treasurer shall keep accounts of all income and expenditures of the Chapter and shall be responsible for its accuracy.

The Treasurer must regularly, as may be determined by the Board, update and provide reports to the Board on the State Chapter's accounts of income and expenditures.

**26.3.5 Committee Member**

The Chapter Committee Members shall assist the State Chapter Committee in the running of the Chapter.

26.4 The State Chapter Committee shall meet at least four (4) times in a year and the quorum of the said meeting shall be half of its committee members.

26.5 The State Chapter Committee meeting must be chaired by the Chairman or in his absence, the Vice-Chairman. In the event that both the Chairman and Vice-Chairman are absent, the meeting shall be chaired by any one person appointed by the members present.

26.6 The Chairman shall inform the Council of all its meetings and the Council's representative may be present at such meetings upon the request or if such need arises.

26.7 Each State Chapter will nominate a minimum of two (2) or a maximum of four (4) representatives through a formal decision adopted at the State Chapter Committee meeting to the Council and shall have the right to withdraw their representatives and replace with new nominees at any time through the same process stated above.

26.8 In the event that the State Chapter representative resigns from the State Chapter Committee, the State Chapter Committee may nominate any new nominee from the remaining Chapter Committee members as a replacement.

26.9 In the event of vacancy in the State Chapter Committee, the Chapter Committee shall have full powers to appoint a new member amongst its Ordinary Members.

**26.10 STATE CHAPTER GENERAL MEETING**

26.10.1 The State Chapter General Meeting shall be held not later than the 30th. March of every financial year upon a date, time and a place to be fixed by the Committee.

- 26.10.2 The election of the office bearers shall be held at every alternate Annual General Meeting of the State Chapter. Such meeting shall be known as the Biennial General Meeting.
- 26.10.3 The President of the Council shall be officially invited to the Chapter General Meeting and shall act as an advisor to the proceedings. The President may assign any of the Board members as his representative to attend the meeting above.
- 26.10.4 The conduct of business at the State Chapter General Meeting is as follows:-
- 26.10.4.1 Election of the Committee for the ensuing two (2) years;
  - 26.10.4.2 To receive and approve from the Committee a report, balance sheet and statement of accounts of the previous year ending 31st. December, prior to the meeting which accounts shall first have been audited by the auditors;
  - 26.10.4.3 Election of two (2) internal Auditors or appoint an external Honorary Auditor, as the case maybe for the ensuing two (2) years;
  - 26.10.4.4 Dealings of any matters forwarded in writing to the Chapter Secretary seven (7) days prior to the meeting;
- 26.10.5 The minutes and resolutions, if any, of the General Meeting shall be forwarded by the Secretary to the Honorary Secretary-General of the Council for record and further action within fourteen (14) days after the said meeting.
- 26.10.6 The State Chapter may call for an Extraordinary General Meeting if, instructed to do so by the Board; or requisitioned by at least one half of the State Chapter's Ordinary Members in writing or deemed necessary by the State Chapter's Committee.
- 26.10.7 Any Ordinary Member of the State Chapter desirous of moving any resolution at the General Meeting shall give notice thereof in writing to the Secretary of the State Chapter not less than seven (7) days before the date of such meeting.
- 26.10.8 The Committee shall convene an Extraordinary General Meeting within twenty-four (24) days from the date of instruction or requisition or from the date deemed necessary and notice of the same must be given fourteen (14) days before the said meeting.
- 26.10.9 At least fourteen (14) days before the Annual General Meeting or any Extraordinary General Meeting, a notice of such meeting and of the business to be transacted thereat shall be posted at the Council's premises and a copy thereof shall be sent to every

Ordinary Member and no business other than that of which notice has been so given shall be brought forward at such meeting.

- 26.10.10 Every Ordinary Member of the State Chapter present at any General Meeting shall be entitled to one (1) vote upon every motion and in case of an equality of votes the Chairman of the State Chapter shall have a second or casting vote.
- 26.10.11 The quorum at all General Meetings shall be twice the total committee members or one half (1/2) of the State Chapter total voting members whichever is the lesser.
- 26.10.12 At all meetings, committee or general save as herein provided all questions shall be decided by a majority vote, with the Chairman of the State Chapter having a casting vote. Voting shall be by show of hands, or secret ballot if demanded by at least five (5) Ordinary Members. In the absence of the State Chapter Chairman and the Vice-Chairman, any Ordinary Member shall be elected to chair the meeting.
- 26.10.13 If within half an hour from the time appointed for a General Meeting a quorum is not establish, the meeting if convened upon the requisition of members shall be dissolved, but in any case it shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting, a quorum is not establish those Ordinary Members who are present, shall be deemed a quorum and may transact the business for which the meeting was called; provided that it shall not have the power to make decisions affecting the whole membership.

**26.11 STATE CHAPTER EXTRAORDINARY GENERAL MEETING**

The State Chapter may call for an Extraordinary General Meeting if:-

- 26.11.1 Instructed to do so by the Board in writing;
- 26.11.2 Requisitioned by at least one half of its Ordinary Members in writing;
- 26.11.3 Deemed necessary by its Committee.

*Sub-clause:*

- 26.11.4 The Committee shall convene an Extraordinary General Meeting within twenty-four (24) days from the date of instruction or requisition or from the date deemed necessary and notice of the same must be given at least fourteen (14) days before the said meeting.
- 26.11.5 The quorum of such meeting shall be at least one half (1/2) of the State Chapter Ordinary Members or twice the number of committee members whichever is the lesser.

- 26.11.6 If within an hour from the time appointed for the holding of such meeting a quorum is not establish, the meeting shall stand adjourned to a date decided by the Ordinary Members present but shall not be later than twenty (20) days from the said meeting. A notice of which shall be issued to all members accordingly.
- 26.11.7 If no quorum is establish after half an hour of the time appointed for a postponed Extraordinary General Meeting requisitioned by 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 eight (8) months from the date thereof.
- 26.11.8 The minutes and resolutions, if any, of such meeting shall be forwarded by the Secretary to the Honorary Secretary-General of the Council for record and further action within fourteen (14) days after the said meeting.
- 26.12 CHAPTER FINANCE**
- 26.12.1 All Ordinary Members shall pay the entrance fee, annual subscription and per capita due.
- 26.12.2 All funds, monies, assets and properties whatsoever of the State Chapter shall be the common asset of MTGC.
- 26.12.3 The State Chapter shall be forwarded a sum of monies, amount of which shall be determined by the Council, for utilization accordingly but shall not be less than fifty (50%) percent of the total Entrance and Subscription received from the members in the State Chapter.
- 26.12.4 The Treasurer must present a report of its audited account at the State Chapter Annual General Meeting.
- 26.12.5 The Treasurer together with the Chairman or the Secretary will be the signatories of all cheques issued by or on behalf of the Chapter.
- 26.12.6 The Treasurer shall hold an amount of cash not more than RM500.00 as petty cash.
- 26.12.7 All expenditures of State Chapters shall be approved by the State Chapter Committee.
- 26.12.8 The State Chapter shall submit its Annual Report, audited accounts and duly endorsed Annual General Meeting minutes to the Honorary Secretary-General of the Council by 15 April of each calendar year. MTGC shall not be responsible for any liabilities whatsoever of the State Chapters.

## **26.13 DISSOLUTION OF STATE CHAPTERS**

- 26.13.1 In the event the Ordinary Members of the State Chapter becomes less than its minimum of seven (7) members, the Chapter shall automatically be suspended on receipt of an official notice from the Council.
- 26.13.2 The suspended Chapter shall function only on matters related to the revival of the Chapter and shall have a period of six (6) months from the suspension notice of the Board to revive the Chapter.
- 26.13.3 If after the stipulated period under Clause 26.13.2 the Chapter is still not revived, it is deemed to have been dissolved.
- 26.13.4 The Board of MTGC may dissolve any State Chapter if the said Chapter refuses to abide by the rules of MTGC or the directive of the Board of MTGC.
- 26.13.5 The Board of MTGC may also dissolve any State Chapter if in its opinion; the said Chapter had made any decision or acted in any manner at any of the Chapter meetings which is detrimental to the Council.
- 26.13.6 Pursuant to Clauses 26.13.4 and 26.13.5 the Board of MTGC shall officially notify any Chapter of its decision above and the said Chapter within fourteen (14) days from the receipt of the said notification letter may appeal to the Board of MTGC.
- 26.13.7 The Board of MTGC, upon receiving the appeal from the said Chapter or upon the expiry of the fourteen (14) days above said, shall review the case and if necessary appoint and name a Tribunal to hear and consider the dissolution of the said Chapter.
- 26.13.8 The said Tribunal shall consists of five (5) members appointed by the Board of MTGC and are as follows:-
  - 26.13.8.1 The President of MTGC or his representative from any of the Board members;
  - 26.13.8.2 One (1) representative from any of the Ordinary Members in the State Chapter affected by the dissolution; and
  - 26.13.8.3 Three (3) representatives from any of the Affiliates or State Chapters not being dissolved.
- 26.13.9 The Tribunal shall then convene a hearing, whereby a notice to convene the said hearing must be given to the said Chapter not less than fourteen (14) days from the appointed hearing stating the date, time, venue and the business of the day.

- 26.13.10 After hearing and considering all available facts evidence and representation from the said Chapter, if any, the Tribunal shall make a recommendation to the Board of MTGC on its finding whether to dissolve the said Chapter in question or otherwise.
- 26.13.11 In the event that the said Chapter fails, refuses or neglects to show cause, explain or attend the hearing before the Tribunal, the Tribunal may still make recommendation to the Board of MTGC accordingly.
- 26.13.12 The Board of MTGC then shall convene a meeting in which it shall consider the recommendation forwarded by the said Tribunal and thereafter shall vote on the dissolution of the said Chapter or otherwise.
- 26.13.13 The dissolution shall take effect if a two-thirds (2/3) majority vote is obtained from the quorum of the Board of MTGC under Clause 26.13.12 above.
- 26.13.14 The order to dissolve the said Chapter shall be signed by the Honorary Secretary-General of the Council. The said order shall be served on the said Chapter vide registered post and it shall be deemed to be received by the Chapter once posted.
- 26.13.15 The said Chapter must then cease to operate and function save for the purpose of winding-up.
- 26.13.16 The Chairperson, Honorary Secretary and Honorary Treasurer of the said Chapter within fourteen (14) days of receipt of the official letter are responsible to deliver and surrender to the Honorary Secretary-General of the Council all documents, books, records, monies, assets and all other properties of the Chapter including the Statement of Accounts of the said Chapter as at the date of dissolution.
- 26.13.17 The Board of MTGC may appoint a caretaker committee to deal with affairs of the Chapter pending the cessation of the said Chapter.
- 26.13.18 The decision of the Board of MTGC herein is final.
- 26.14 GENERAL PROVISION AS TO THE STATE CHAPTER**
- 26.14.1 Where there is no specific provision made herein in relation to the State Chapter, the rules practiced or instructed by the Board of MTGC must be applied accordingly.
- 26.14.2 The Board of MTGC and the Council vide its General Meeting may give direction, instructions or directives to the State Chapter on the running of the State Chapter.