

## THE CONSTITUTION

### **PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION)**

#### **1) NAME**

1. The Association shall be known as

#### **PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION)**

Hereinafter referred to as “the Association”.

2. Level : **Negeri**

#### **2) ADDRESS**

1. The registered address is

**23, JALAN CEMERLANG  
42000 PELABUHAN KLANG  
SELANGOR**

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

**WISMA SFFLA, 23 JALAN CEMERLANG  
42000 PELABUHAN KLANG  
SELANGOR**

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

#### **3) OBJECTIVE**

3.1

- (a) To promote and protect the common interests of the Members of the Association and particularly to enter into meaningful consultations, discussions, dialogues, communications, exchanges and generally to co-operate and work with any public or private establishments, Federal or State government, semi-government or corporative authorities, boards, organizations, corporations, associations, person or persons, port users and operators calculated to benefit the Members and the Association.
- (b) To support and enhance the status of Members of the Forwarders & Logistics industry in the State of Selangor Darul Ehsan and the Federal Territory.
- (c) To promote greater co-operation, understanding and communication amongst Members in the Forwarders & Logistics industry in the State of Selangor Darul Ehsan and the Federal Territory of Kuala Lumpur and Putrajaya.

- (d) To gradually evolve a code of conduct among Members, the observance of which will improve the overall quality, competence and efficiency of their service so as to enhance their reputation and public image and to encourage high business ethics, standards and practice amongst the Members.
- (e) To exchange and disseminate information of interests to all Members.
- (f) To provide a forum for discussion of all matters and issues affecting the interests of Members and the Forwarders & Logistics industry and to agree on concerted action and to make representations on matters of interests affecting the Members and the Association to local authorities, statutory bodies, State and Federal government and other organizations within and outside Malaysia.
- (g) To undertake human resources development, academic, vocational and educational programs and to set up establishments for the training of all personnel in logistic chain and such other related services for the Members, their employees, staff and the public particularly on matters related to the Forwarders & Logistics industry.
- (h) To provide such commercial, industrial, business and trade services to the Members and the Forwarders & Logistics industry in the operation of their enterprises as a support and an assistance to them.
- (i) To have the right to own, hold in trust, use, sell, convey mortgage, charge, lease or otherwise deal with or dispose any property movable or immovable as may be deemed necessary by The Association. The income and property of The Association shall be applied solely towards the furtherance, promotion and execution of the objectives of the The Association and no portion thereof shall be paid by way of dividend to the Member, that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any Member, Office-bearers or other person or persons for services actually rendered by him or her or them to The Association.

3.2 The means by which these objects shall be achieved may be as follows:-

- (a) By framing and establishing rules for observance in matters pertaining to the conduct of the Members.
- (b) By promoting, supporting and or discussing legislation affecting the Members in the State of Selangor Darul Ehsan and the Federal Territory of Kuala Lumpur and Putrajaya and for such purposes to make representation to State, Federal or any relevant Authorities and to take such steps and proceeding as may be expedient.
- (c) By providing means for considering issues affecting the interests of Members and to initiate, watch over, petition and take whatever action which may be desirable in relation to legislative or other matters affecting the Members.
- (d) By establishing liaison with any official (Government or otherwise) department, organization or person, that will be of benefit to the Association.
- (e) By taking such measures as the Association thinks fit for the arrangements, regulations and improvement of facilities with regard to Forwarders & Logistics and generally to promote goodwill among the members of the Association, increase its volume of the memberships and improve the facilities with which the Forwarders & Logistics trade may be conducted without interference for the actual conduct of business by Members.

- (f) By subscribing to, becoming a Member of and co-operating with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, and by obtaining from and communicating to any such association such information as may be likely to forward the objects of the Association.
- (g) By borrowing or raising any money that may be required by the Association upon such terms as may be deemed advisable and in particular by mortgage or charge of all or any part of the property of the Association.
- (h) By purchasing, taking on lease or in exchange or hiring or otherwise acquiring any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association.
- (i) By taking any gift or property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (j) By printing, publishing any newspaper, periodicals, books or leaflets or through any other means that is available at that time, including use of social media such as Facebook, whatsapp and other medium, that the Association may think desirable for the promotion of its objects.
- (k) By selling, managing, leasing, mortgaging, disposing of, or otherwise dealing with all or any part of the property of the Association.
- (l) By investing any monies of the Association not immediately required for any of its objects, in such manner as may from time to time be determined by the Management Committee subject 10.2 and / or other relevant clauses in the Constitution.
- (m) By subscribing to any local or other charities, and making donations for any public purpose.
- (n) By doing all other such lawful things as are incidental or conducive to the attainment of the above objects, or any of them.
- (o) By setting up a Building Fund for the establishment of one or more buildings to achieve any one or more of the objects of the Association.

3.3 All monies and profits accruing to the Association whether from the participation in any business, interests, rent collection or income of any other nature shall be applied solely towards the furtherance, promotion and execution of the objects of the Association and no portion thereof shall be paid by way of dividend, bonus or profit to any Member of the Association, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer, employee or servant of the Association or to any Member of the Association or other person or persons for services actually rendered by him or them to the Association.

#### 3.4 **DEFINITIONS**

In the construction of the constitution made there under unless there be something in the subject or context inconsistent therewith, the following expressions shall have the following meanings: -

- (a) **“The Association”** shall mean PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION).
- (b) **“Firm”** shall mean any Sole-Proprietorship, Partnership, Business Establishment, Limited Company or Corporation.
- (c) **“Member”** shall mean any firm, for the time being an Ordinary Member or a Corporate Member *or an Associate Member* of the Association and shall include the representative appointed by the Member.
- (d) **“Secretary”** shall mean any person or firm for the time being Hon. Secretary General or Secretary of the Association.
- (e) **“Deputy Secretary”** shall mean any person or firm for the time being Deputy Secretary General.
- (f) **“Treasurer”** shall mean any person or firm for the time being Hon. Treasurer or Treasurer of the Association.
- (g) **“Deputy Treasurer”** shall mean any person or firm for the time being Hon. Deputy Treasurer.
- (h) **“Forwarders”** shall mean Forwarding Agents which are duly authorized to carry out business under Section 90 of Customs Act, 1967.
- (i) **“Logistics”** shall mean a firm which specialized in organizing for trade and industry the transportation of goods according to logistic principles and shall include Multimodal Transport Operators.
- (j) **“The Elected Committee”** shall mean the Management Committee for the time being of the Association and shall include the office-bearers, unless such office-bearers are by specification or by implication excluded in the context.
- (k) **“The Office”** shall mean the Registered Place of Business of the Association.
- (l) **“Office-bearers”** shall include the President, the Deputy President, the Vice-Presidents, the Hon. Secretary General, Deputy Secretary General, the Treasurer and Deputy Treasurer.
- (m) **“Register”** means the Register of Members of the Association as provided for by these Rules.
- (n) **“Official Communication”** between the Association and members shall mean correspondence in writing or in print form and the mode of communication shall include by mail, by hand, by fax and by electronic mail (email), including social media apps and other means of communication that may be available at that time, as may be determined and agreed by the Management Committee.
- (o) **“FMFF”** means Federation of Malaysian Freight Forwarders.
- (p) **“SFFLA”** means Selangor Freight Forwarders & Logistics Association.

Words importing the singular number shall include the plural number and vice versa and masculine shall include the feminine and the neutral gender and vice versa.

#### **4. MEMBERSHIP**

##### **4.1 ELIGIBILITY FOR MEMBERSHIP**

- (a) Ordinary Membership of the Association shall be opened to all firms carrying on business as forwarders and logistics within the State of Selangor Darul Ehsan and the Federal Territory of Kuala Lumpur and Putrajaya.
- (b) Corporate Membership shall be opened to all firms which are carrying on business in Malaysia.
- (c) "Associate Membership" shall be opened to any Company which is Associated to an Ordinary Member of the Association whereby there exist a common Director(s) and / or Shareholder(s) in the said Associated Company and also to a Subsidiary of the Ordinary Member. The applicant Company shall not already be an Ordinary or Corporate member of SFFLA.
- (d) Paid-Up Capital-Where a Company, except for sole proprietorship and partnership, applies for membership [Ordinary, Associate and Corporate] from 9 May 2015 henceforth under Section 6 of the Rules and Regulations, must satisfy a minimum paid up capital requirement (known as the "minimum paid up) set at RM 100,000.00
- (e) Insurance Liability –that any applicant for membership (Ordinary, Associate and Corporate) shall be required to have a minimum liability insurance policy of RM 100,000.00.
- (f) Education and Training requirements-that any applicant for membership Ordinary, Associate and Corporate] shall be required to send a minimum of two (2) of its staff to attend the Foundation Course or any course that may be decided by the Management Committee, from time to time.
- (g) The categories of membership under section 4.1 (a), (b) and (c) are distinct and separate categories of membership. Each category of membership is not convertible from one to another. Any member from any membership category wishing to change its membership to another category must first resign from the existing category of membership and apply for the new category of membership; and to comply with all the relevant provisions of the Rules & Regulations governing such change in the membership and to pay such fees, dues, charges and arrears, as may be demanded.

##### **4.2 APPLICATION FOR MEMBERSHIP**

Every application for membership shall be made in writing as per Form 'B' signed by the applicant and sponsored by a proposer and a seconder (who shall be Members) and addressed to the Secretary, who shall cause the name of the applicant together with the names of his proposer and seconder to be tabled to the Management Committee for the consideration of the application. The Application shall be accompanied by the amount of entrance fee and payment in advance by the applicant of one year's subscriptions before the application can be considered for admission as a member. In the event that the application shall not be successful for whatever reasons, the aforesaid payment shall be refunded in full within fourteen days of such an event.

If any proposer or seconder shall, before the applicant comes up for election cease to be a Member, another proposer or seconder may at any time, not later than one week prior to the date when the applicant come up for election, be substituted for him by written notice to the Secretary.

#### 4.3 ADMISSION TO MEMBERSHIP

An application by formal communication, email or any other electronic means shall be admitted to membership by a majority of two-thirds of the Management Committee Members voting in favour of his admission. The approval by the Management Committee may be by a properly convened Management Committee meeting or by agreement from the required majority of the management Committee members through email or other electronic means.

An applicant whose application has been refused, or who has not been admitted for whatever reasons, cannot be proposed again until after the expiration of six months from the disposal of the previous application. The Management Committee shall have the absolute discretion to accept or refuse any application for membership of the Association without assigning any reasons whatsoever.

An applicant whose application has been refused may, through his proposer and seconder or any Management Committee member/members who is/are dissatisfied with an election decision, appeal to an Extraordinary General Meeting to reconsider the case. Such meetings shall, if required be convened twice a year; once in May and the other in November of each calendar year. At such meeting the applicant may, if so desired, address the meeting or may request the Chairman of the meeting to read out to the meeting a written statement in support of his appeal. The decision of the Management Committee shall stand unless countermanded by the Extraordinary General Meeting based on a majority of two-thirds of the Members present directing the Management Committee to admit the applicant to membership. The decision of the Members shall be final and binding on such applicant.

#### 4.4 EFFECT OF ADMISSION AND MEMBERSHIP

Immediately after the admission of a firm as a new Member, notice shall be given to it and it shall be furnished with a copy of the Association's Constitution. An electronic copy of the constitution may also be given and it shall be deemed as an official copy of the Constitution.

On becoming a Member, the firm must inform the Honorary Secretary General in writing, of the name of two (2) persons who are authorised to represent the Member in the alternate at meetings. In the event of a Member wishing to change his representative the Honorary Secretary General must be informed, in writing, before any meeting.

#### 4.5 VOTING RIGHTS OF MEMBERS

- (a) Each Ordinary Member shall be entitled to one vote each at all General Meetings and at any other meetings of the Association where voting is called for. Voting at all General Meetings of the Association shall be by secret ballot and conducted in such manner as the Chairman shall decide. The Chairman shall also have the right to exercise a casting vote in addition to his normal vote in the event that the votes are tied.
- (b) Corporate and Associate Members cannot hold office and do not have voting rights at any meeting of the Association.

## **5. RESIGNATION OF MEMBERSHIP**

### **5.1 TERMINATION OF MEMBERSHIP**

A member shall cease to be a Member of the Association if: -

- (a) The Member, if it is a corporation, goes into voluntary liquidation or enters into any scheme of arrangement with the creditors, or if it is a sole proprietorship or a partnership, the sole-proprietor or a partner of the partnership has had a receiving or adjudicating order in bankruptcy made against the sole-proprietor or a partner of the firm.
- (b) The subscriptions of the Member are in arrears of six months after it has become due, whether demanded or otherwise. Despite the above, the Committee may at its entire discretion, extend such membership but any member whose subscriptions are in arrears for twelve months after the same has become due, shall cease forthwith to be a member.
- (c) A notice in writing should be sent to the Secretary that member has resigned provided that the Member so resigning shall be liable to pay all arrears of subscription and other dues by him at the date of so ceasing to be a Member.
- (d) He has been expelled from the Association as provided for in Rule 5.3.

### **5.2 OUTSTANDING FEES**

Notwithstanding anything in the Constitution:-

- (a) A Member who has been terminated under any of the aforesaid rules cannot apply for re-admission unless all arrears in subscription outstanding at the time of termination are paid in full before any application for membership can be considered and approved by the Management Committee.
- (b) A Member whose membership is terminated under rule 5.3 shall be fully liable for all arrears of subscription and such other dues to the Association.

### **5.3 EXPULSION OF MEMBERS**

- (a) If a member in the opinion of the Management Committee fails to conform to any article of the Constitution of the Association, or is guilty of conduct injurious or detrimental to the interests of the Association or calculated to bring the Association into disrepute, which includes but not limited to whether acting in his personal capacity or as part of a group, to cause or abet or conspire to cause a disturbance, fracas, disruption or any action that would affect the orderly running of the Association's meetings, General Meetings, office administrations or any events organized by the Association, or has willfully or persistently refused or neglected to comply with the constitution or fail to abide by any resolution passed by a two-third majority of a resolution passed at a Management Committee meeting duly convened or fail to abide by any resolution passed at a General Meeting of the Association duly convened, the Management Committee may by notice by registered letter invite the Member to resign from the Association within a time specified in the letter.

- (b) The invitation to resign shall only be issued if two-thirds of the Management Committee present at a duly convened meeting for such purpose vote in favour of so doing. At such meeting the Member who is to be invited to resign may, if so desired, be permitted to address the meeting or may request the Chairman of the meeting to read to the meeting a written statement with reference to the matter under complaint.
- (c) In default of such resignation the Management Committee may decide the question of his expulsion at a Management Committee meeting duly convened for such purposes. If not less than two-thirds of those present at such Management Committee meeting shall vote for his expulsion, he shall thereon cease to be a Member of the Association. Any person/s who is/are dissatisfied with such a decision of the Management Committee may appeal to an Extraordinary General Meeting to reconsider the case. Such meetings shall, if required be convened twice a year; once in May and the other in November of each calendar year. At such meeting the person/s may, if so desired, address the meeting or may request the Chairman of the meeting to read out to the meeting a written statement in support of his/their appeal. The decision of the Management Committee shall stand unless countermanded by a majority of two-thirds of the Members present at such Extraordinary General Meeting directing the Management Committee to re-instate the person/s as a Member/s, the same to take effect from the date of the said Management Committee meeting. All decisions of the Extraordinary General Meeting on the matter shall be final and binding on such person/s.
- (d) Any Member who has been expelled may not be proposed for re-election for a period of one year from the date of his ceasing to be a member.

## **6. SOURCE OF INCOME**

### **ENTRANCE FEE & MONTHLY SUBSCRIPTION**

#### **1. Entrance Fee and Monthly Fee for Ordinary and Corporate Membership**

Fee shall consist entrance fee of Ringgit Malaysia Seven Hundred Fifty (RM 750.00) and a development fee of Ringgit Malaysia Five Hundred (RM 500.00) only whilst the monthly subscription be Ringgit Malaysia Seventy Five (RM 75.00) only payable quarterly in advance respectively on 1<sup>st</sup> January, 1<sup>st</sup> April, 1<sup>st</sup> July and 1<sup>st</sup> October of each calendar year except for new members who are required to pay their subscriptions one year in advance during the first year of membership. Where a Member shall for any reason cease to be a Member during the year, the subscription payable for that quarter/first year shall be calculated pro-rata to the period of membership for that period provided that any part of the month of membership shall be calculated as a full month of membership. The entrance fees and monthly subscriptions may, from time to time be determined by the Members in general meeting.

#### **2. Entrance Fee and Annual Fee for Associate Membership**

Fee shall consist entrance fee of Ringgit Malaysia One Thousand (RM 1,000.00) and an annual fee of Ringgit Malaysia Five Hundred (RM 500.00) only payable quarterly in advance respectively on 1<sup>st</sup> January, 1<sup>st</sup> April, 1<sup>st</sup> July and 1<sup>st</sup> October of each calendar year except for new members who are required to pay their subscriptions one year in advance during the first year of membership. Where a Member shall for any reason cease to be a Member during the year, the subscription payable for that quarter/first year shall be calculated pro-rata to the period of membership for that period provided that any part of the month of membership shall

be calculated as a full month of membership. The entrance fees and monthly subscriptions may, from time to time be determined by the Members in general meeting.

## 7. **GENERAL MEETING**

### 7.1 **MANAGEMENT, GENERAL MEETINGS**

The management of the Association is vested in a general meeting of the Members, who will elect office-bearers and a Management Committee to organize and supervise the daily activities of the Association and to make decisions on matters affecting its running when the general meeting is not sitting.

### 7.2 **ANNUAL GENERAL MEETING**

A General Meeting of the Association shall be held at least once a year not later than the 31<sup>st</sup> day of May and the Secretary shall give not less than fourteen days' notice to every Member, stating the place, day and hour of such meeting.

#### (a) **Business at Annual General Meeting**

The business at the Annual General Meeting shall be as follows: -

- (i) To adopt the Agenda.
- (ii) To receive the Report of the Management Committee for the previous financial year together with a duly audited statement of the accounts of the Association for that period.
- (iii) To appoint Auditors for the ensuing term.
- (iv) To elect if the election is due the principal office-bearers comprising of a President, a Deputy President, four Vice Presidents, an Honorary Secretary General, a Deputy Secretary General, a Treasurer and Deputy Treasurer for the ensuing year.
- (v) To elect if the election is due not more than thirteen other Management Committee members for the ensuing year.
- (vi) To transact any other business relating to the affairs of the Association of which notice has been given in accordance with these Rules.

#### (b) **Notice of Special Business or Regulations**

Any Member, having any special business or regulations to bring forward at the Annual or Extra Ordinary General Meeting shall give notice in writing of such special business or resolutions to the Secretary at the office seven days before the date of the meeting, and the Secretary shall give five clear days' notice of such special business or resolutions to the Members.

(c) Chairman at Management Meeting

The President of the Association or in his absence the Deputy President or in their absence a Vice-President to be chosen between the four Vice-Presidents shall take the chair, and in the absence of the above persons, a Chairman for the meeting shall be chosen from among the Members.

(d) Quorum at General Meeting

At all General Meeting the number required to form a quorum shall not be less than 25% of the membership, attending in person or by proxy, or double the number of Management Committee members, whichever the lesser. If the requisite quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day next week at the same time and place, and if the quorum is not present half an hour after the time appointed for the postponed meeting, the Members present shall constitute a quorum and the meeting shall proceed with the business for which the meeting was called. Notwithstanding the above, such an adjourned meeting without the quorum as mentioned aforesaid should not have powers to alter the Rules of the Association or to make decisions affecting the whole membership.

(e) Voting by Proxy

Members shall be entitled to vote at all General Meeting by Proxy, if a proxy is demanded. Each Member shall only be entitled to be appointed as the proxy of one (1) other Member. The Member who holds proxy for another must be represented by the authorized representative of that Member, as appeared in The Association's record. The Proxy Form as prescribed by the Management Committee from time to time, duly completed as required must be deposited at the office of The Association at least seventy-two (72) hours before the time for holding the General Meeting.

Any change to the nominated proxy must be made forty-eight (48) hours before the time for holding the General Meeting.

(f) Extraordinary General Meeting

The Management Committee may at any time call an Extraordinary General Meeting and they shall, within fifteen days after receipt of a written request signed by not less than 15% of the Members of the Association and specifying the purpose for which the meeting is to be called, summon an Extraordinary General Meeting and in either case written notice stating the purpose of the meeting shall be given to each Member fourteen days prior to the date for which the meeting shall be called provided that in case of urgency the President or the Deputy President may summon an Extraordinary General Meeting on short notice. A certificate under the hand of the President or Deputy President to that effect shall be conclusive of the fact that an emergency exists.

(g) Quorum at Extraordinary General Meeting

Paragraph (d) of this rule regarding the postponement of a general meeting shall apply also to an extraordinary general meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for the 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 six months from the date thereof.

## **8. MANAGEMENT COMMITTEE**

### **8.1 THE MANAGEMENT COMMITTEE**

The Management Committee which shall be elected once every three years shall consist of a President, a Deputy President, four Vice Presidents, an Honorary Secretary General, a Deputy Secretary General, a Treasurer, a Deputy Treasurer and not more than thirteen other Management Committee members, making the total in the full Committee not exceeding twenty three in number. The Management Committee shall be entitled to do such acts within the framework of the Constitution as they think fit to carry out the objects of the Association.

All Management Committee members and any person performing executive functions in the Association shall be Malaysian Citizens.

### **8.2 DECISIONS OF THE MANAGEMENT COMMITTEE**

All decisions of the Management Committee shall be decided by a simple majority of the votes cast in each case, unless otherwise stipulated in the rules. Each Management Committee member shall be entitled to one vote each at all Management Committee meetings on each matter where voting is called for. Voting at all Management Committee meetings of the Association shall be by a show of hands of those present, but prior to any vote being taken, any two Management Committee members may demand a secret ballot and thereupon the vote shall be taken in ballot and conducted in such manner as the Chairman shall decide. The Chairman shall also have the right to exercise a casting vote in addition to his normal vote in the event that the votes are tied.

### **8.3 ELECTION OF COMMITTEE**

The election of the Management Committee shall take place in the following manner: -

- (a) During election year or where there is election of the Management Committee, an Election Committee comprising not less than one-third of the Management Committee at that time, shall be set up, with a Chairman duly elected from among its members.

The Election Committee shall be set up 60 days before the proposed date of Election.

- (b) The Election Committee shall notify the Members of the forth-coming election of the Management Committee, including the office-bearers. Such notification is to include particulars of the offices for contest and issued to the Members 30 days before the date of election in the year where election of the Management Committee, including the office-bearers, is to take place to allow for the registration and nomination of candidates as provided hereunder.

- (c)
  - (i) Any person who desires to serve on the Management Committee shall submit the prescribed nomination form indicating the post to be contested and the nomination form shall be deposited at the Secretariat office by the 10<sup>th</sup> day after the Notice of Election and to be deposited at the Secretariat Office by 12 noon of that day.

Only Ordinary Members shall be eligible to contest for any position in the Association and provided always that only persons who are Members for at

least twelve months prior to the aforesaid mentioned date shall be eligible to register to contest.

- (ii) That any member who desires to stand for the post of President must have served at least two terms as a member of the Management Committee.
- (iii) The tenure of SFFLA Presidency to be limited to not more than two (2) terms of office
- (iv) The tenure of the Management Committee shall be for a term of 3 years in each term.

Nominees for positions in the Management Committee will submit the "NOMINATION FORM fully completed, the same to be deposited at the office on or before the date and time as set by the Election Committee following the nomination of persons who desire to serve on the Management Committee. Only persons who have submitted the Nomination Form are entitled to contest not more than two positions in the Management Committee, provided always that only Ordinary Members can contest the position of office bearer and a Member shall, at any one time, hold only a single position in the Committee. The Management Committee members sitting at a Election Committee meeting for such purposes, may reject Nomination Forms that are not fully completed as required and the decision of the Election Committee on such matters shall be final and conclusive.

Notwithstanding the above, the Election Committee may extend the period of nomination, in the event of insufficient candidates and on such an occasion the period allowed for nomination shall be similarly extended by such additional periods prescribed by the Election Committee. Such extensions shall be duly notified to the Members.

- (d) The election of the Management Committee will be by a show of hands of the Members or by secret ballot at the Annual General Meeting and voting shall be in accordance to Article 4.5. Only candidates who had submitted the Nomination Form in accordance with the above will be eligible to contest for the positions they have been nominated for.
- (e) Voting for all the positions in the Management Committee shall be done at the same time and simultaneously. Voting by secret ballot may be done manually or by any appropriate electronic means or any other means available, such as any Identification system at that time, as may be decided by the Election Committee. Any system or method, whether electronic or otherwise that may be used, must be able to verify the number of ballots cast, number of proxy votes, the total number of votes for each candidate and determine the winner for the position.
- (f) In an election year for the election of the Management Committee, the Election Committee shall, not less than 48 hours before the date of election, appoint from among its ordinary members, any one to be the Presiding Election Chairman, to conduct the election of the Management Committee for the new term.

At the time of the agenda to elect the incoming Management Committee, the Management Committee at that time, including its Office bearers, shall stand down and the Presiding Election Chairman shall take over to conduct the election of the incoming Management Committee.

The Presiding Election Chairman has the duty and responsibility to ensure a fair and proper election, including specifying the procedures and the election processes that may be necessary. The Presiding Election Chairman may also amend or opt for any changes or introduce new procedures, if necessary, to conduct and conclude a fair and proper election. He/she shall be assisted by the Professional Secretary/Independent Scrutineers in carrying out all the tasks and responsibilities in connection with the election.

The Presiding Election Chairman shall have the power and authority to evict or order the eviction of any person or persons who, the Presiding Election Chairman, in his opinion, deems as unruly or exhibit unruly behavior that may disrupt or cause a commotion in the conduct of the elections.

Where the situation during the election process becomes untenable and the Presiding Election Chairman, in his opinion, deems fit, may order that the election be suspended for a time, not exceeding 1 hour. If, after 1 hour, the Presiding Election Chairman feels that order has not been restored and that the election cannot go on, the Presiding Election Chairman shall cancel the election.

Such election that has been cancelled under this circumstance shall be reconvened not later than 14 days of the date the election was cancelled.

The Management Committee, which has stood down for the election at that time, shall be the caretaker Management Committee until the new Management Committee is duly elected at the reconvened election.

The caretaker Management Committee for that period until a new election is reconvened shall discharge all its duties and responsibilities, as if it was a properly elected Management Committee.

#### 8.4 MEETING OF THE MANAGEMENT COMMITTEE

##### Quorum

The Management Committee shall meet at least once a year, after seven days' notice to the Management Committee members, on such day and at such time as may be most convenient, and at such other times as occasion may require. At any meeting of the Management Committee at 50% of the Management Committee members shall be present to form the quorum. The Secretary shall call a meeting of the Management Committee at any time when so requested by the President or Deputy President or on receipt of a written requisition signed by any two members of the Management Committee with a statement of the business for which the meeting is to be called. Such meeting shall be called not later than four days after requisition to the Secretary has been made and shall be held as soon as possible thereafter. The circular to members of the Management Committee calling the meeting shall state the business and by whom it is brought forward.

In the absence of the President, the Deputy President and Vice-Presidents, the Management Committee shall elect a Chairman from amongst themselves.

## 8.5 SUB-COMMITTEE

The Management Committee may from time to time appoint such sub-Committees as they may deem necessary or expedient for any specific purpose and may depute or refer to them such of the powers and the duties of the Management Committee, as the Management Committee may determine. Each sub-Committee member shall be entitled to one vote each at all sub-Committee meetings on every matter where voting is called for. Voting at all sub-Committee meetings of the Association shall be by a show of hands of those present. The Chairman shall also have the right to exercise a casting vote in addition to his normal vote in the event that the votes are tied. Such sub-Committees shall, as and when directed, submit their recommendations to the Management Committee for adoption or otherwise and shall conduct their business entirely under the direction of the Management Committee.

## 9. DUTIES OF OFFICE BEARERS

### 9.1 DUTIES OF OFFICE BEARERS

The duties of the office-bearers are as follows:-

#### (a) President, Deputy President and Vice-Presidents

The President shall preside at all meetings of the Association and, in his absence the Deputy President shall preside, and in their absence a Vice-President, who shall be elected from the two Vice-Presidents, shall preside. The President and Deputy President of the Association or any other Office Bearers shall ex-officio be Chairman and Deputy Chairman of the Sub-Committees.

The Chairman presiding at any meeting shall, in the event of an equality of voting on any matter brought before the Management Committee, have a second or casting vote.

#### (b) The Hon. Secretary General

The Hon. Secretary General shall keep proper minutes of all proceedings of the Association and of the Management Committee and will communicate with any Member requiring information or access to correspondence and record and shall attend to such duties as may be required of him by the Management Committee.

The Hon. Secretary General shall keep an up-to-date register of Members with their respective addresses which shall be inserted in the said register and all notices sent by post to such addresses shall be deemed to have been duly delivered.

Where the Association employs such persons, whether professional or as an employee, to assist and perform any of the functions of the Hon. Secretary General, the Hon. Secretary General shall supervise and direct such persons to ensure that such duties and responsibilities of the Hon. Secretary General had been duly fulfilled and all requirements duly complied with.

The Deputy Secretary General shall assist the Hon. Secretary General in the discharge of all his duties and responsibilities and shall, in the absence of the Hon. Secretary General, perform all his duties and fulfill his responsibilities, as if he is acting in the capacity of the Hon. Secretary General

(c) The Treasurer

Proper accounts shall be kept by the Treasurer and these shall be subject to audit as at 31<sup>st</sup> December by the auditors duly appointed at the Annual General meeting.

The Treasurer shall keep all funds and collect and disburse all monies on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. He is authorized to expense up to Ringgit Malaysia Two Thousand (RM2000.00) per month for petty expenses on behalf of the Association.

Where the Association employs such persons, whether professional or as an employee, to assist and perform any of the functions of the Treasurer, the Treasurer shall supervise and direct such persons to ensure that such duties and responsibilities of the Treasurer had been duly fulfilled and all requirements duly complied with.

The Deputy Treasurer shall assist the Treasurer in carrying out all the duties and responsibilities of the Treasurer. The Deputy Treasurer shall, in the absence of the Treasurer, for any period of time, shall have the same powers of the Treasurer, as if he/she is acting in the capacity of the Treasurer

(d) Ordinary Management Committee members

The ordinary Management Committee members shall assist the other office-bearers in the affairs and management of the Association.

9.2 APPOINTMENTS, RESIGNATIONS OF OFFICE-BEARERS, MANAGEMENT COMMITTEE MEMBERS

- (a) Where the President resigns or ceases to be President for any reason, the Deputy President shall act as Acting President until the Annual General Meeting where elections of the Committee are due.

Upon the resignation of any of the office-bearers, the termination of their appointment or a vacancy in any position of the office-bearers however arising, the Management Committee shall elect from amongst the Ordinary Members of the Committee members, an Acting Deputy President, Acting Vice-President, Acting Hon Secretary General or Acting Treasurer and such appointee shall hold office until the Annual General Meeting where election of the Management Committee is due.

- (b) A Management Committee member shall cease to be a Management Committee member if:-

- (i) the Member of the Association for whom the Management Committee member represent, ceases to be a Member of the Association as provided under Article 5 above, or
- (ii) he ceases to represent the Member in the capacity as a Director, proprietor, partner, employee, hireling or servant of the Member, or
- (iii) the Management Committee member has had a receiving or adjudicating order in bankruptcy made against him, or
- (iv) he resigns his office in writing as a Management Committee member, or

- (v) he absents himself for three consecutive meetings without satisfactory explanations.
- (c) The Management Committee shall have powers to appoint a Member to fill any casual vacancy occurring on the Management Committee to serve until the Annual General Meeting, where election of office-bearers and the Management Committee are due. Any Member so appointed as above shall retire at that General Meeting but shall be eligible for election as a member of the Management Committee at such meeting, if registered and nominated herein before provided.
- (d) The Management Committee may appoint any other suitable Members or persons to serve the Association on such terms and conditions, as the Management Committee shall see fit. Their term of the office shall be determined by the Management Committee.
- (e) The Management Committee shall have the powers to appoint, pay and dismiss any employees or other servants as they may deem necessary on such terms and conditions as the Management Committee shall see fit and to pay out of pocket expenses incurred in the business of the Association.

## **10. FINANCIAL PROVISION**

### **FINANCE**

- 10.1 The Funds of the Association shall be under the control of the Management Committee who shall cause an account to be opened with a bank in Klang or Port Klang into which all monies belonging to the Association shall be paid. Cheques, etc; for withdrawals from the bank will be signed by either the President or the Deputy President or Vice-President and countersigned by either the Treasurer or the Hon Secretary General or in such manner as the Management Committee shall resolve.
- 10.2 All funds of the Association not needed immediately for the ordinary purposes of the Association may be invested by the Management Committee in the name of the Association in any securities, business whether related or unrelated to the Association's activities including landed property in which trustees are or may by any statutes be authorized to invest.
- 10.3 The Management Committee at a Management Committee meeting shall
  - (a) by a two-thirds majority have the power to authorize the payment of:-
    - (i) ordinary operating expenditure for the purposes of the Association up to a sum of Ringgit Malaysia Fifty Thousand (RM 50,000.00) per month and not exceeding Ringgit Malaysia Seventy-Five Thousand (RM75,000.00) per month.
    - (ii) exceptional expenditure for the purposes of the Association up to a sum of Ringgit Malaysia One Hundred and Fifty thousand (RM 150,000.00) per expenditure.
  - (b) by a four-fifths majority have the power to authorize the payment of: -
    - (i) exceptional expenditure for the purposes of the Association in excess of Ringgit Malaysia One Hundred and Fifty Thousand (RM 150,000.00) per expenditure.

In Article 10 “ordinary operating expenditure” shall be defined as all payments of the Association of whatever nature, save for what is classified therein as “exceptional expenditure” which are payments incurred in connection with any annual functions for Members, Annual General Meetings, Extra-Ordinary General Meetings, or any Educational Training Program and building maintenance expenses.

- 10.4 All expenses covering the aforesaid amounts not approved by the Management Committee in the manner aforesaid must be approved or ratified by the Members in General meeting.
- 10.5 The Management Committee shall also have the power to make donations for patriotic or charitable purposes provided that each donation exceeding Ringgit Malaysia Five Thousand (RM5000.00) annually shall be approved or ratified by the Members in General meeting.
- 10.6 The financial year of the Association shall end on 31<sup>st</sup> December, each year.

## **11. AUDITORS**

- 11.1 The Management Committee shall appoint a firm of public accountants duly approved as auditors under the Companies Act 1965 to audit the accounts of the Association. In the event the Members at the Annual General Meeting shall decide not to appoint a firm of auditors as above then one or more persons who shall not be office-bearers of the Association shall be appointed by the Members as Honorary Auditors. The auditors shall hold office for three years and shall, if willing, be re-appointed.
- 11.2 The auditor/auditors shall be required to audit the accounts of the Association for the year and to prepare a report for the Annual General Meeting. He/They may also be required by the Chairman to audit the accounts within the tenure of their office for any period at any date and to make a report to the Management Committee.

## **12. PROPERTY ADMINISTRATOR**

- (a) The properties of The Association movable or immovable shall be registered in the name of The Association and all instrument relating to the properties of The Association shall be as valid and effective as if they have been executed by a registered proprietor provided they are executed by three (3) Office-bearers at the material time, that is, the President, the Deputy President and the Treasurer whose appointment as authorised signatories for The Association shall be authenticated by a certificate of the Registrar of Societies and sealed with the seal of The Association.
- (b) The properties of The Association shall not be sold, transferred or changed without the prior approval of not less than three-quarter (3/4) majority of the registered Member entitled to receive notice in an Annual General Meeting or Extraordinary General Meeting whichever earlier convened for the purpose.
- (c) In the event any of the appointed authorised signatories for The Association ceases to be an Office-bearer, he shall automatically be discharged as an authorised signatory and the Management Committee member elected as the relevant Acting Office-bearers shall be appointed as an authorised signatory for The Association until the next Annual

General Meeting is convened and the appointment shall be authenticated by a certificate of the Registrar of Societies and sealed with the seal of The Association.

### **13. INTERPRETATION**

In event of any doubts in the interpretation of these Constitution, the decision of the simple majority Management Committee shall be final unless countermanded by a General Meeting and the Management Committee shall have powers to exercise their discretion in such circumstances, and their decisions shall be binding on all the Members until subsequently countermanded by a resolution of a General Meeting.

### **14. ADVISOR / PATRON**

The Management Committee may appoint and determine the role, functions, powers, duties and responsibilities of Honorary Adviser(s) who shall be entitled to attend all Management Committee and General Meetings of the Association and advice on matters if so requested by the Management Committee, but the Management Committee may not be bound to such advice. The term of the office of the Adviser(s) shall be determined by the Management Committee, but in any case, such appointments shall cease at the end of the term of the Management Committee, unless he shall be re-appointed by the newly elected in-coming Management Committee. The Adviser(s), while so holding such position/s shall not have any voting rights at any General Meetings, (other than in their capacity as a Member of the Association,) Management Committee meeting or sub-Committee meeting.

*(a) Honorary President*

*The Management Committee by a two-thirds majority of the Management Committee in sitting may appoint not more than two Honorary Presidents for the term. The Honorary President shall be any person who has previously served in an Executive Committee position or otherwise known as Office Bearer for at least two terms in the Management Committee and must still be an authorized person of an Ordinary Member of SFFLA at that time. The term of the Honorary President shall run concurrently with the term in which he is appointed. The Honorary President may be reappointed for another term or subsequent terms, subject to the decision of the Management Committee of that term.*

*In general, the Honorary President may give advice to the Management Committee on any matter relating to the affairs of SFFLA or in whatever capacity the Management Committee may deem fit for his position. The Honorary President may attend all the Management Committee and Annual General Meetings of the association.*

*The Honorary President shall have no voting rights in the Management Committee.*

### **15. PROHIBITION**

- (a) None of the following games shall be played in the premises of the Association; namely Roulette, Lotto, Fan Tan, Poh Peh Bin, Belangkai, Pai Kau, Tau Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty-One, Thirty-One, Ten and a half, all games of dice, bankers' games, video games and all games of mere chance.
- (b) The Association shall not hold any lottery, whether confined to its Members or not, in the name of the Association or its office-bearers, Management Committee or Member.

- (c) The Association shall not be involved in or indulge in any political activity or allow its funds and/or its premises to be used for any political purposes or political activities.
- (d) Any ordinary member of the Association, who sets up another Association to represent the logistics industry, or holds office in **any** Association, that have aims and objectives similar to SFFLA or its national body FMFF, in the State of Selangor and Federal Territory of Kuala Lumpur and Putrajaya; the company member is deemed to have resigned from the Association.

The Management Committee shall, by a two-thirds majority vote, direct the Hon. Secretary General to issue a Notice of Termination of membership in the Association to the ordinary member.

The resignation of the ordinary member shall take effect from the date that the Association that he has set up or holds office in any capacity, has been established and registered with the Registrar of Societies.

## **16. AMENDMENT OF CONSTITUTION**

No alterations or additions to these rules and regulations shall be made except at a General Meeting, and they shall not come into force without the prior sanction of the Registrar of Societies. Any amendment to the rules and regulations shall be forwarded to the Registrar of Societies within sixty (60) days of the same being passed by the general meeting.

## **17. DISSOLUTION**

- 17.1 (a) The Association shall not be dissolved, except with the consent of not less than three-fifths of the Members of the Association expressed, either in person at a General Meeting convened for the purposes, or by postal vote.
  - (b) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining assets will be divided equally amongst the Members.
- 17.2 Notice of dissolution will be given within 14 days of dissolution to the Registrar of Societies in the Form 'A' signed by three principal office-bearers.

## 18. LOGO



The logo of the Association is made up of a helm on which is written the name of Association i.e. PERSATUAN EJEN-EJEN PENGHANTARAN DAN LOGISTIK SELANGOR / (SELANGOR FREIGHT FORWARDERS & LOGISTICS ASSOCIATION). The centre of the helm consist of the initial of the Association SFFLA. The background consists of the outline of an airplane, a warehouse, a trailer and a train. The logo shall be the absolute and exclusive property of the Association, and shall not be used by any corporations, organizations, establishments, firms, persons or any enterprises without the prior written approval of the Committee, who shall also have absolute rights to terminate or determine all arrangements for the use of the Logo, without the need to assign any reasons, explanations or justifications for such actions.

18.1 *The SFFLA Name and Logo shall be registered as a Trade Mark and SFFLA members wishing to use the SFFLA logo or name, whether in documents, emails, print in any form, social media, uniform, including company's letter-heads, correspondence in any form or medium must first seek and obtain the approval of SFFLA.*

*SFFLA would also have the right to take action against any unauthorized use of the SFFLA name and logo, such as ordering the offender to stop using the SFFLA logo and name, including litigation, if necessary.*

*As SFFLA is also an accredited member of FMFF, which in turn is a member or affiliate of FIATA, FAPAA, AFFA and MNSC, it is also proposed that any SFFLA member wishing to use the names and logos of FMFF, FIATA, FAPAA, AFFA and MNSC must seek and obtain the approval of SFFLA.*