

PERLEMBAGAAN BAGI

PERTUBUHAN INDUK

PERTUBUHAN KOMANWEL DI RAJA MALAYSIA (THE ROYAL COMMONWEALTH SOCIETY OF MALAYSIA)(RCS)

(PPM-007-14-18061963)

1 RULE 1 : NAME

The Society shall be known as The Royal Commonwealth Society of Malaysia or Pertubuhan Komanwel Di Raja Malaysia and is referred to herein as the Society and shall carry the abbreviation "RCS".

2 RULE 2 : INTERPRETATION

(a) In these Rules unless the context otherwise requires:-

'Society' shall mean the Royal Commonwealth Society of Malaysia;

'Council' shall mean the Council of Society;

'Charter' shall mean the Charter of the Royal Commonwealth Society, London;

'House' shall mean the Society's House and its environments situated at No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur;

'Bye-Laws' shall mean any bye-laws which may from time to time be adopted by the Council;

'Member' shall mean a member elected under Rule 5 (b) (i) to (ix);

'Fellow' shall mean a member elected under Rule 5 (b) (i) to (iii);

'In Writing' shall mean written or printed or partly written and partly printed;

'General Meeting' shall mean Annual General Meeting or Extraordinary General Meeting;

'The Rules' shall mean these rules and any amendments thereof for the time being in force;

'The State of Selangor' shall be deemed to include the Federal Territory of Kuala Lumpur and Putrajaya where the context of these rules so require;

Words importing the masculine gender shall include the feminine gender and vice versa;

Words importing persons include corporations;

(b) (i) The Council shall be the sole authority for the interpretation of the Rules and Bye-Laws made hereunder or for the time being in force and as to the decision on any question of fact arising therefrom. Any decision of the Council shall be final and binding until reversed by the Society in a General Meeting.

(ii) In the event of any question or matter relating to the Society or its affairs arising which is not provided for in the Rules and/or Bye-Laws, the Council shall have the power to decide thereon and their decision shall be final and binding but such decision shall receive ratification by a General Meeting as soon as may be convenient.

3 RULE 3 : REGISTERED OFFICE

The Society's Headquarters shall be situated at No. 4, Jalan Birah, Damansara Heights, 50490 Kuala Lumpur or at such other place or places as the Council may from time to time determine and such other area or areas as the Council with the concurrence of the Council may decide, with the prior approval of the Registrar of Societies.

4 RULE 4 : OBJECTS AND POWERS

The objects of the Society are to promote the increase and diffusion of knowledge respecting the peoples and countries of the Commonwealth; to maintain the best traditions of the Commonwealth; and to foster unity of thought and action in relation to matters of common interest and for these purposes the Society may:-

(a) establish a place of meeting for the purpose of conducting the business of the Society and providing facilities for members of the Society to share in social, swimming and recreational activities of all kinds:

(b) hold meetings for the reading and discussion of papers on Commonwealth subjects;

(c) arrange lectures on Commonwealth subjects to be given at meetings of the Society, at public meetings or gatherings, in schools and in organizations outside the Society;

(d) produce and publish papers and journals dealing with Commonwealth subjects;

(e) establish and maintain libraries and reading rooms;

(f) encourage by providing lectures, prizes for essays, financial grants, or scholarship or otherwise, the study of the geography, ethnology, history, literatures, art, natural resources and economics of Commonwealth countries;

- (g) promote the interest of the Commonwealth trade and industry;
- (h) purchase, take on lease, or license or hire or otherwise acquire movable or immovable property of any kind for the furtherance of the objects of the Society and sell, exchange otherwise dispose of any movable or immovable property on such terms as may be considered expedient;
- (i) accept, undertake or execute any trust of gift which may be deemed to be in accordance with or which may further the objects of the Society or any of them;
- (j) raise funds by means of subscriptions from members or by donations or by operating lotteries or such games of chance as are allowed by Government Authorities or by any other lawful means;
- (k) lend, borrow or raise or secure the payment of funds in such manner and upon such terms as it may consider expedient for Society purposes;
- (l) buy, acquire, supply, sell and deal, on contract or otherwise, in all kinds of liquors, provisions, food and refreshments required or used by members of the Society and/or other persons privileged to make use of the House;
- (m) provide accommodation for the benefit of members of the Society;
- (n) hire and employ contractors, secretaries, treasurers, clerks, managers, servants and labourers and to pay to them and to other persons in return for services rendered to the Society, salaries, wages, gratuities, pensions, or other monetary payment;
- (o) enter into arrangements for reciprocal privileges and facilities with any other associations;
- (p) invest, deposit or otherwise deal with the monies of the Society not immediately required upon such securities and in such manner as may from time to time be determined by the Council;
- (q) subscribe or contribute to charitable, patriotic and other deserving objects provided that not more than RM5,000.00 may be contributed or subscribed to any single such object at one time or more than RM10,000.00 subscribed or contributed in any financial year except with the prior approval of the Society in a General Meeting;
- (r) do all such lawful things as are incidental or conducive to the attainment of the above objects;
- (s) the income and property of the Society and all monies received by or on behalf of the Society shall be applied solely towards the furtherance, promotion and execution of the objects of the Society and no portion thereof shall be paid by way of dividend, bonus, or profits to any member of the

Society, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Society or to any member of the Society or other person or persons for services actually rendered by him or them to the Society; and generally take such action as the Society may consider fit to promote the objects of the Society in accordance with its Rules.

5 RULE 5 : MEMBERSHIP

(a) Fellowship is open irrespective of race, creed or politics to persons over 21 years of age who are citizens of any Commonwealth country and are ordinarily resident within Malaysia.

(b) Membership shall be divided into nine (9) categories:-

(i) Life Fellow, open to those who have been Fellows for a continuous period of twenty years;

(ii) Resident Fellow being Fellow resident in the State of Selangor;

(iii) Non-Resident Fellow being Fellow residing outside the State of Selangor;

(iv) Associate Members being persons who are citizens of states outside the Commonwealth and resident within Malaysia;

(v) Honorary Members being persons accredited in Malaysia as Commonwealth High Commissioners or senior diplomatic staff of Commonwealth High Commissions or Honorary Consuls of Commonwealth countries whilst so resident within Malaysia;

(vi) Affiliate Members being Fellows of the Royal Commonwealth Society, London or sister branches of the Royal Commonwealth Society, London in good standing whilst resident within Malaysia;

(vii) Absent Members being Fellows absenting themselves from the Society for the purpose of residing outside Malaysia;

(viii) Corporate Members being incorporated companies or any other body corporate whether carrying on business or not and having their registered office in Malaysia being conferred membership by the Council.

(ix) Privileged Persons as defined in Rule 6 (a);

(c) Any fellow whose category of membership is affected by his change of residence shall notify the Council in writing of such changes in which event such Fellow shall acquire the appropriate new category of membership on the

first day of the month following that in which the change of residence occurred or was notified as aforesaid whichever is the latter.

(d) All applications for membership shall be made on such forms as may from time to time be prescribed by the Council and must be supported by two Fellows both of whom must certify their personal knowledge of the candidate and state the length of time the candidate has been personally known to them.

(e) The Council may in its discretion accept or reject any application and shall not be required to disclose its reasons for the rejection of any application. The Council may grant Provisional Membership on any application pending a final decision.

(f) The rights and terms of Corporate Membership of the Society shall be determined by the Council in each case, and shall not exceed (but may include) any or all privileges conferred on Fellows by these Rules but not the right to attend General Meetings, or to vote or to take any part in the management of the affairs of the Society. Each Corporate Member shall be entitled to nominate 3 persons acceptable to the Council to be its Representatives or to replace its Representatives from time to time. The Representatives shall have no rights to attend the General Meeting to vote thereat or to hold office in the Society.

(g) After election and full payment of his entrance fee, first subscription and member's account deposit, the candidate's name shall be entered in the Register of Members whereupon he shall be a member of the Society.

(h) If a candidate fails to pay his entrance fee and/or first subscription and/or member's account deposit within thirty (30) days from the date of election, the Council, unless satisfied that there is reasonable cause for such failure, shall declare the candidate's election as void and in such cases the candidate shall be deemed to be rejected but he shall be eligible to apply for admission to the Society as a member after six (6) months have expired from the date on which he was rejected.

(i) The Council may promulgate from time to time such Bye-Laws as it considers necessary or expedient to govern the introduction of candidates for membership of the Society.

(j) The Fellows who support candidates for membership shall be jointly and severally liable for all debts and other liabilities incurred by such candidates until election of membership.

(k) The Council may, on application by a candidate for membership, consider allowing such candidate for membership to pay his entrance fee by instalments provided such entrance fee is paid in full before such candidate is confirmed as a member of the Society. The manner in which such instalments are to be paid shall be decided by the Council.

(l) The Council may approve transfer of Fellow membership to the spouse of a deceased Fellow on application by the spouse concerned;

(m) (i) The Life Fellow may apply to transfer his membership to any qualified person under Rule 5. The Council may, at its sole discretion, approve or reject an application of transfer of Life Fellow membership without assigning any reason therefore. The transferor shall pay a transfer fee of such amount as the Council may determine from time to time. Provided that no membership may be transferred until all dues and other sums owing to the Society have been fully discharged.

(ii) The transferee is liable to pay all requisite subscriptions and member's Account Deposit applicable to that particular membership.

6 RULE 6 :

(a) Privileged Persons

(i) Persons other than Fellows referred to collectively as "Privileged Persons" may be admitted to the privileges, facilities and/or amenities of the Society's House at the discretion of the Council on such terms as may be prescribed by the Council from time to time.

(ii) Privileged Persons shall be divided into the following classes, viz:-

Provisional Members
Invited Members
Temporary Members
Family Members
Term Members
Youth Members
Guests and visitors

(iii) Privileged Persons shall have no voice or vote in the affairs or management of the Society or be eligible to be a member of the Council.

(iv) Privileged Persons shall be bound by the Rules, Bye-Laws and any other regulations of the Society for the time being in force and unless otherwise stated, be subject to the same control as applicable to Fellows and other members.

(v) Privileged Persons shall also be subject to the control of the Council and its sub-committees and shall conform to the lawful requirements and directions of the Council and its sub-committees.

(vi) Privileged Persons shall not be entitled to propose or second any person for membership of the Society or to introduce a guest into the Society's House unless expressly provided by the Rules and Bye-Laws of the Society.

(vii) Privileged Persons shall be entitled to play in any competition or tournament unless it is limited to the Fellows of the Society.

(viii) The Council shall have the power to withdraw from any Privileged Person individually or from any class of Privileged Persons as a class, either for a definite period or indefinitely or permanently all or any of the privileges accorded to such Privileged Person or class of Privileged Persons. Such powers shall be exercisable whether or not the privilege(s) arise in the rights of a member.

(b) Provisional Members

An applicant pending election to Fellow membership shall be classified as a Provisional Member.

(c) Invited Members

The Council may honoris causa elect any suitable organisation, association, group, or person to be an Invited Member of the Society and subject to Rules 6 (a) (iii) and 6 (a) (vi), an Invited Member and his family shall enjoy all amenities and facilities of the Society accorded to Resident Fellows without payment of entrance fee or subscription.

(d) Temporary Members

(i) Temporary Membership may be granted by the Council to anyone who is a citizen of a Commonwealth state and who is temporarily resident or visiting the State of Selangor.

(ii) No person shall ordinarily be a Temporary Member for a period in excess of six (6) months or more than once for any period of twelve (12) months. A Temporary Member shall pay a monthly subscription at the rate of RM100.00 in advance for the period effective from the beginning of the month in which his temporary membership commences and the month in which such period ends.

(iii) A Temporary Member shall not be liable to pay entrance fees.

(iv) A Temporary Member may be required to make a deposit of such amount as the Council may in its discretion deem fit.

(v) The proposer and seconder of the Temporary Member shall be jointly and severally liable for all debts and other liabilities which may be incurred by a Temporary Member, throughout the period of his membership.

(vi) A Temporary Member shall enjoy such amenities and facilities of the House as may be prescribed from time to time by the Council but shall have no right to vote or hold office in the Society.

(vii) In this Rule "temporarily resident" shall mean resident for a period of not

more than six (6) months.

(e) Family Members

(i) Spouses of members shall be permitted to use the Society's House, amenities and facilities and to participate in sporting and any recreational activities promoted by the Society provided that any restriction applicable to the member shall also apply to the spouse. Members are required to register the names of their legal spouse with the Society and a spouse membership card shall be issued to the registered spouse. A person claiming to be the spouse of a member but who is not registered as such with the Society shall not be permitted to use the amenities and facilities at the Society.

(ii) For the purpose of this Rule the expression "children" shall mean children below the age of twenty one (21) years who are children of any member of the Society and ordinarily resident with such member.

(iii) Children shall not be permitted into the House except when accompanied by a parent member or as permitted by other Rules or Bye-Laws of the Society.

(iv) The Council may in its discretion impose a fee or subscription payable by members in respect of their children using any or part of the amenities and facilities of the Society and may vary or amend such fee or subscription from time to time as the Council deems fit.

(v) Every member granted family privileges shall be liable for all debts and liabilities incurred by his spouse and children.

(f) Term Members

(i) Term Membership may be granted by the Council to any person over 21 years of age residing within Malaysia;

(ii) A Term Member shall pay an annual fee of RM1,000.00 and shall not be liable to pay any subscription;

(iii) A Term Member shall enjoy such amenities and facilities of the Society at the discretion of the Council.

(g) Youth Members

(i) Youth Member being persons of age between fifteen (15) to thirty (30) years old and are ordinarily resident within Malaysia duly elected by the Council. Consent in writing is required from parents or guardians for those below eighteen (18) years old.

(ii) A Youth Member shall pay an entrance fee of RM200.00 and an annual fee of RM100.00.

(iii) A Youth Member shall only take part in the activities of any youth programs organised by the Society and shall enjoy such amenities and facilities of the Society at the discretion of the Council.

(h) Guests and Visitors

(i) Fellows, Honorary or Invited Members may have the privilege of introducing their friends into the House as a Guest or Visitor by entering their names along with his own as introducer in the Visitor's Book kept in the House provided that no person may be admitted as a Visitor or Guest for a period more than twelve (12) separate occasions in any calendar year.

(ii) Members introducing friends as Visitors or Guests under Rule 6 (h) (i) shall be liable for all debts and other liabilities which may be incurred by the Guest or Visitor during the period of such introduction.

(iii) The Council may at its discretion impose a fee payable by the member for introducing Guests and/or Visitors into the House.

(iv) The Council may at any time declare any night or nights to be Guest nights provided always that such nights shall not exceed four (4) in any one (1) month.

(v) No Guest or Visitor shall under any circumstances or at any time be permitted to play the Slot Machines or any similar games of chance at the House.

(vi) The officials connected with the persons competing or playing as representatives in competitions, matches and games taking place in or on the Society premises and grounds under the sponsorship or with the consent of the Council may be admitted as Guests while such competitions, matches or game is in actual progress and for a reasonable time prior and thereafter.

(vii) In the case of Guests under Rule 6 (h) (vi) coming from a distance, the Chairman or any member of the Council may extend the period of hospitality either individually or generally so as to cover the duration of the Guests' stay in the State of Selangor for the purpose of such competition, match or game.

(viii) The Chairman of the Council may extend the hospitality of the Society to distinguished persons to such extent and over such period as may be deemed fit.

7 RULE 7 : TERMINATION OF MEMBERSHIP

(a) Any member of the Society may withdraw from membership by signifying his desire to do so by letter addressed to the Society but shall remain liable for any arrears of his member's account outstanding.

(b) (i) Any member whose member's account is in arrears for more than thirty (30) days from statement date shall be charged a late payment charge of 1.5% per month, calculated from statement date to settlement date. Any member whose member's account is in arrears for more than forty-five (45) days from statement date shall be sent a notice to pay up the outstanding amount together with late payment charges within twenty-one (21) days from the date of the notice.

After the expiry of the twenty-one (21) days' notice, he shall immediately cease to be entitled to any of the rights and privileges of a member of the Society and shall have his name posted on the notice board as a defaulter and his name shall be reported to the Council for removal from the Register of Members.

The Council at its sole discretion shall have the right to decide whether any further extension of time shall be granted to the defaulter.

(ii) A member whose name has been posted as a defaulter shall not be entitled to use any amenities and facilities and shall cease to hold any office or position in the Society.

A defaulting member shall have no right to vote or to be nominated at any General Meetings of the Society.

(iii) The Council may at its sole discretion remove the name of a defaulter who has fully settled his arrears.

(c) (i) The Membership and Discipline Committee Convenor shall within forty five (45) days of his appointment invite Fellows of the Society to volunteer to serve on the Disciplinary Board. The Convenor, with the approval of the Council, shall select a maximum of 15 members and a minimum of 6 members from the invited list to constitute the Disciplinary Board. The Convenor shall select 3 to 5 members of the Disciplinary Board to form the Panel of Inquiry to hear disciplinary cases as they may arise. The Convenor shall act as the advisor to the Disciplinary Board and the Panel of Inquiry;

(ii) If the conduct of a member whether within or outside the premises of the Society is unbecoming of a member of the Society or is injurious to the interests of the Society or renders such member unfit to associate with members of the Society or if the member is in breach of the Rules or Bye-Laws, then the member shall be disciplined in accordance with the provisions of this Rule;

(iii) The Council shall have the authority to suspend a member pending investigation of a complaint against him by the Panel of Inquiry, if in the opinion of the Council, the complaint made is of such a serious nature that it would not be in the best interest of the

Society for the member to be in the Society while the complaint against him is being investigated.

Any decision taken to suspend a member under this sub-rule shall be approved by no less than two-thirds (2/3) of the Council members present and the decision and the basis for the same shall be documented;

(iv) The conduct of the member complained against shall be investigated and inquired into by the Panel of Inquiry and the member shall be given full opportunity to defend himself at the inquiry;

(v) The member and the Panel of Inquiry shall not be entitled to legal representation in any form or manner at any stage in the disciplinary proceedings or appeals. Nothing herein contained shall prevent a member who is legally qualified from representing himself. Similarly, a legally qualified member may sit on the Panel of Inquiry;

(vi) After due investigation and inquiry, the Panel of Inquiry shall record its findings and shall make such recommendation for action on the member as follows:-

- (a) that no cause for disciplinary action exists;
- (b) censure;
- (c) suspension for a period not exceeding three (3) years;
- (d) expulsion

(vii) The Council may confirm or vary the recommendation of the Panel of Inquiry or take any other action as it deems fit. However, any decision to vary the recommendation of the Panel of Inquiry shall be taken only in circumstances where the recommendation is deemed not to be just and reasonable and the decision to vary the recommendation shall be approved by at least two-thirds (2/3) of the Council Members present.

(viii) Any member so expelled may, within fourteen (14) days of the decision being communicated to him in writing, with the support of at least 10% of the total voting members or fifty (50) voting members, whichever is the lesser, in writing require the Council to convene an Extraordinary General Meeting. And the only business would be to table the expulsion of such member.

The Council shall within thirty (30) days of receipt of such requisition convene the Extraordinary General Meeting. If the majority of the Fellows at the Extraordinary General Meeting rescind the expulsion, it may then be substituted with a period of suspension.

(ix) A member shall exhaust all avenues of appeal available under the

Rules of the Society. Any member who resorts to court proceedings without first exhausting all avenues available under the Rules of the Society shall automatically cease to be a member of the Society and shall not be entitled to exercise any of the rights of a member.

(x) The member under suspension shall continue to pay monthly subscriptions. An expelled member shall not be entitled to the refund of the entrance fee as prescribed by Rule 9.

(xi) Youth Membership shall cease automatically on the completion of the Youth member's 30th birthday. Subject to Rule 5(a), a ceased Youth Member may within sixty (60) days apply for Fellowship with a reduced entrance fee. The amount of reduction shall be the total entrance and annual fees paid during the term of his Youth membership.

8 RULE 7A : CESSATION OF MEMBERSHIP

(a) A Member shall cease to be a Member and his name shall be removed from the Register of Members of the Society in any of the following events:-

- (i) Death;
- (ii) Resignation under Rule 7(a);
- (iii) Cessation of Membership under Rule 7(b)
- (iv) Expulsion under Rule 7(c);and
- (v) Bankruptcy;

(b) A Member so ceasing to be a Member shall forfeit all rights and privileges of a Member in respect of the Society but he or his estate shall continue to be liable for any liabilities and obligations to the Society undertaken or incurred while he was a Member, whether liquidated or continuing, and whether in respect of himself or some other person.

(c) Save that a ceased Member pursuant to Rule 7A(a)(v) may apply to have his membership reinstated in the event that if his bankruptcy is annulled, discharged and/or set aside.

9 RULE 8 : FINANCIAL YEAR

The financial year of the Society shall be from the 1st January to the 31st December.

10 RULE 9 : ENTRANCE FEE AND SUBSCRIPTION

(a) The entrance fee shall be:

- (i) Fellow RM8,000.00;
- (ii) Associate Member RM12,000.00;
- (iii) Corporate Member RM16,000.00;

(b) Life Membership shall be awarded, subject to the Council's approval, to a Fellow who has been a Fellow for twenty (20) continuous years, with no further subscriptions payable upon award of the Life Membership and thereafter.

(c) The annual subscription for Fellows and other members shall be payable in advance on 1st January each year:-

- (i) Provisional Member RM600.00 p.a.
- (ii) Resident Fellow RM600.00 p.a.
- (iii) Non-Resident Fellow RM360.00 p.a.
- (iv) Associate Members RM600.00 p.a.
- (v) Affiliate Member RM600.00 p.a.
- (vi) Absent Members RM120.00 p.a.
- (vii) Corporate Member RM3,000.00 p.a.

The Council shall have the discretion to determine the rates of annual subscriptions from time to time as may be deemed fit by the operating expenses of the Society and/or the Estimates of Income and Expenditure thereof.

(d) The first subscription payable by a Fellow or Member in respect of the initial financial year in which he is admitted to the membership shall be 1/12 of the annual subscription according to Rule 9 (c).

(e) Subscriptions become due on the first of every month and shall be debited against member's account. The amount debited shall be 1/12 of the annual subscription fixed by the Council for that year as provided under Rule 9 (c).

(f) (i) Honorary, Invited and Affiliate Members at the discretion of the Council may not be required to pay an entrance fee on first joining the Society.

(ii) Notwithstanding Rule 9 (f) (i) above, applicants for Affiliate Membership shall not be exempted from the Society's Entrance Fee unless they shall have been members of the society they are transferring from for a continuous period of not less than twelve (12) months immediately prior to the date of their application for membership.

(g) Any Resident or Non-Resident Member who intends to be absent from Malaysia for over a period of not less than three (3) complete calendar months may notify the Honorary Secretary or the professional Secretary as the case may be, of such intention and if he is so absent he shall be charged subscription at the rate applicable for an Absent Member instead of his normal subscription for the calendar months during which he is actually so absent unless his spouse and/or family continue to use the facilities of the Society.

(a) Every member shall be required to spend a minimum sum of up to RM90.00 (minimum spending) every three (3) months on food and/or beverage in the Society. Such sum shall be calculated on a quarterly basis; i.e January to March, April to June, July to September and October to December each year.

(b) The above minimum spending shall include payment of any dues or payments made in respect of other activities or events organised by the Society.

(c) Any member who fails to spend the minimum spending of RM90.00 during a particular quarter shall be charged an amount of shortfall equivalent to the difference between the minimum spending sum of RM90.00 and the actual quarterly spending. This amount shall be considered as a legal and valid debt due and owing by the member to the Society. Failure to settle the amount shall be treated as arrears in accordance with Rule 7(b) of this Constitution.

(d) For the purpose of this Rule, "member" means Resident Fellow and Life Fellow of the Society.

(e) This Rule shall not apply to members serving suspension pursuant to disciplinary proceedings.

12 RULE 10 : MEMBER'S ACCOUNT DEPOSIT

(a) A member's account deposit of not less than RM500.00 shall be payable by all members and shall be refundable to members upon resignation or termination of membership after deducting any sums outstanding and owing to the Society.

(b) No member shall incur an expenditure exceeding his member's account deposit at any one time.

(c) Existing Life Members shall be exempted from the above provision except for those who want to enjoy signing facilities.

13 RULE 11 : EMPLOYEES FUND

The Society shall contribute an amount of RM1,500.00 on a monthly basis towards the Employees' Fund. The Council shall have the discretion to use the monies in this fund for the benefit of the Society's employees.

14 RULE 12 : PATRONS

The Council may invite a distinguished person resident in Malaysia to become Patron-in-Chief of the Society.

The Council may invite one or more distinguished persons in Malaysia to become

Patrons of the Society.

15 **RULE 13 : OFFICERS**

(a) (i) The officers of the Society shall be:-

The President, Vice-Presidents to a number not exceeding three (3), Twelve (12) members of the Council inclusive of the Chairman of the Council, the Vice-Chairman of the Council, and an Honorary Secretary and Honorary Treasurer (if there is no professional Secretary and professional Treasurer appointed).

(ii) The Council may invite distinguished Fellows resident in Malaysia to become President of the Society, whose functions include chairing the Society's Annual General Meetings and Extraordinary General Meetings and such other functions as determined by the Council from time to time.

(iii) The Council may invite former Council members to become Vice-Presidents of the Society, whose functions include providing advice to the Council and such other functions as determined by the Council from time to time.

(iv) The members of the Council shall be elected at the Annual General Meeting of the Society from among the Fellows of the Society. The members of the Council so elected shall not be eligible to be appointed as President or Vice-Presidents concurrent with their elected term of office as members of the Council.

(v) The Chairman and Vice-Chairman of the Council shall be elected from among the members of the Council by a simple majority at the first Council meeting after the Annual General Meeting. In the event of an equality of votes, the voting shall continue until a simple majority is obtained for one of the candidates.

(b) (i) The President and Vice-Presidents upon appointment by the Council shall hold office until the second following Annual General Meeting. Any casual vacancy occurring among the President or Vice-Presidents may be filled by the Council and any person appointed to fill such a vacancy shall hold office until the next Annual General Meeting of the Society.

(ii) The President, Vice-Presidents, Chairman or Vice-Chairman may be removed from their offices by the Council.

(c) All elected officers shall hold office until the second Annual General Meeting after the Annual General Meeting at which they were elected.

(d) Nominations shall be made in writing signed by the proposer and seconder and countersigned by the person or persons nominated to signify their consent to nomination. Every nomination shall be submitted to the Society not less than fourteen (14) days before the date of the Annual General Meeting at which the elections are to take place. A list of nominations shall be sent to members not later than seven (7) days before the date of the Annual General Meeting. In the event the

number of nominations received is less than the maximum number of seats to be vacated, oral nominations at the meeting may be accepted for the remaining vacancies.

(e) Fellows nominated to be members of the Council shall have three (3) complete years of membership of the Society from the date on which their names have been registered in the Register of Members.

(f) Fellows nominated to be President and Vice-Presidents shall have a minimum of ten (10) years continuous Fellow Membership. The Chairman shall be a Fellow who has served at least four (4) years as a member of the Council.

16 RULE 14 : DUTIES OF THE OFFICERS

(a) The Chairman shall be the principal officer of the Council and shall take the chair at all meetings.

(b) Where a vacancy arises in the case of the Chairman, the Vice- Chairman shall be the principal officer of the Council and shall take the chair at all meetings. Where vacancies arises simultaneously in the case of the Chairman and Vice-Chairman, such other person as the Council may elect from among the members of the Council in accordance with Rule 13 (f) shall be the principal officer of the Council and shall take the chair at all meetings.

(c) The Honorary Secretary or professional Secretary shall be responsible for ensuring that minutes of all meetings of the Council are duly kept and that records (except Financial Records) of the Council are kept in order and shall perform such other functions as may be given to him by the Council.

(d) The Honorary Treasurer or professional Treasurer shall be responsible for ensuring that all proper financial records and accounts are kept and prepared as required and shall discharge such other duties as may be given to him by the Council.

17 RULE 15 : MANAGEMENT OF THE SOCIETY

(a) The Council shall consist of:-

The Chairman

The Vice-Chairman

Eight Members

And unless the Society has appointed a professional Secretary and a professional Treasurer,

The Honorary Secretary

The Honorary Treasurer

(b) The management of the affairs of the Society shall be vested in the Council which may, subject only to these rules and any decisions on policy taken by the

Society in a General Meeting, exercise all or any of the powers conferred by or under these Rules or otherwise exercisable by the Society.

(c) Any member of the Council, who except with leave of the Council first obtained, is absent from three (3) consecutive meetings of the Council, shall ipso facto cease to be a Member of the Council but shall be eligible for re-election thereto.

(d) The Council shall have the powers to make such Bye-Laws as are deemed necessary to ensure the efficient management of the Society.

(e) The Council may appoint such person or firm as the Council thinks fit to be a professional Secretary and professional Treasurer and shall fix the remuneration if any, to be paid to such person or firm and may terminate any such appointment.

(f) Any vacancy occurring among the elected members of the Council may be filled by the Member who has obtained the next highest number of votes at the last Annual General Meeting and the continuing members thereof may so act notwithstanding any vacancy in this body. Where a vacancy occurs in the case of the Chairman or Vice-Chairman, the Council may fill the vacancy by electing from members of the Council only those who have been elected at the Annual General Meeting in accordance with Rule 13 (a) (iv).

18 RULE 16 : POWERS OF THE COUNCIL

(a) The Council is authorised to issue notices of Persona Non Grata on any person or guest for any unbecoming behaviour in the Society. The name of such person or guest shall be posted on the notice board of the Society.

(b) The Council shall have power from time to time to make, alter and repeal all such bye-laws as they deem necessary, expedient or convenient for proper conduct and management of the Society and in particular but not exclusively and without prejudice to the generality of Rule 16 (b) (iv) such Bye-Laws may regulate:-

(i) The terms and conditions upon which guests, spouses and children of members and visitors may be permitted to use the premises and property of the Society;

(ii) The time of opening and closing of the premises or any part thereof and the permitted hours for the supply of liquors;

(iii) Rules to be observed by members playing any games on the premises;

(iv) The prohibition of particular games on the premises entirely at any particular time or times;

(v) The conduct of members on the premises in relation to one another and to the servants;

(vi) Setting aside of the whole or any of the part of the premises for members or any

other classes of members at any particular time or times for a particular purpose or purposes;

(vii) The imposition of fines as a breach of any Bye-Law;

(viii) All matters requiring regulation by virtue of the provision of these rules;

(ix) Prices and charges for services or amenities;

(x) And generally all such matters as are commonly the subject matter of society rules;

19 RULE 17 : INDEMNITY AGAINST LIABILITY

(a) Every member of the Council and every other officer of the Society acting in good faith and duly authorised shall be indemnified by the Society against all costs, losses or expenses which they may incur or become liable to by reason of any contract entered into or act or thing done by them in the capacity aforesaid or in any way in the discharge of duties to the Society, and it shall be the duty of the Council out of the resources of the Society to pay the same.

(b) No Member of the Council or other officers of the Society shall be liable for the acts, receipts, neglects or defaults of any other Member or officer or for joining in any other act of conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society or for any loss or damage howsoever arising as a result of the act of omission or default of any person with whom any money, securities effected may be deposited or for any other loss or damage whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own dishonesty or wilful default.

20 RULE 18 : ANNUAL GENERAL MEETING

(a) The Annual General Meeting of the Society shall be held as soon as practicable after the close of the financial year and in any event, not later than 31st August.

(b) The agenda for the Annual General Meeting shall include:-

(i) Consideration, and if, approved, adoption of the audited statement of accounts and the Report of the Council on the work of the Society in the preceding year;

(ii) Election of officers in accordance with Rule 13 above;

(iii) Appointment of an auditor or auditors;

(iv) Consideration of any matters of which not less than seven (7) days' notice has been given in writing to the Society.

21 **RULE 19 : EXTRAORDINARY GENERAL MEETING**

(a) The Council may in its discretion and shall upon receipt of a written requisition signed by at least ten (10) percent of the total voting members or fifty (50) voting members, whichever is the lesser setting out the reasons for the request, convene an Extraordinary General Meeting of the Society within thirty (30) days of receipt of the requisition.

(b) No business shall be transacted at an Extraordinary General meeting other than the matter or matters for which such meeting is convened.

22 **RULE 20 : PROCEDURE RELATIVE TO GENERAL MEETING**

(a) Not less than twenty one (21) days' notice shall be given of a General Meeting. Such notice shall also be in the case of an Extraordinary General Meeting set out for the purpose for which it is convened.

(b) The quorum for a General Meeting shall consist of voting members not less than twice the total number of the Council.

(c) The President, or in his absence one (1) of the Vice-Presidents, or in their absence, the Chairman of the Council shall take the chair at General Meetings.

(d) (i) Voting at General Meetings shall, unless the meeting otherwise decides, be by secret ballot, each Fellow present and qualified to vote having one (1) vote; in the event of an equality of votes, the Chairman shall have a second or casting vote.

(ii) Only Fellows as defined in Rules 5 (b) (i), (ii) (iii) who are not posted as defaulters may vote at a General Meeting of the Society.

(e) All decisions at a General Meeting shall, unless otherwise provided in these Rules, be by simple majority.

(f) If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting convened by a requisition of members shall be dissolved and in any other case, the Fellows present and qualified to vote may form a quorum and may proceed to the transaction and disposal of the business of the meeting, but they shall not have power to alter the rules or make decisions affecting the whole membership.

(g) The Chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for fourteen (14) days' or more notice shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at any

adjournment meeting other than the business left unfinished at the meeting from which the adjournment took place.

23 RULE 21 : COUNCIL MEETING

(a) Meetings of the Council shall be held as frequently as the Chairman of the Council directs or upon the written requisition of not less than three (3) members of the Council.

(b) Not less than seven (7) days' notice shall be given of meetings of the Council provided that the Chairman of the Council may in an emergency summon a meeting at not less than three (3) days' notice.

Notwithstanding the above, consent in writing from all Council members for a shorter notice of meeting shall be deemed valid to constitute the convening of a meeting.

(c) The Chairman or in his absence, the Vice-Chairman of the Council shall take the chair at all meetings of the Council. In the absence of both the Chairman and Vice-Chairman, a member of the Council elected by the meeting shall take the Chair. The quorum for a meeting of the Council shall be five (5).

(d) Voting at meetings of the Council shall, unless the meeting otherwise decides, be by show of hands; each member of the Council present shall have one vote and in the event of equality of votes, the Chairman shall have a second or casting vote.

(e) All decisions at meetings of the Council shall be by a simple majority.

24 RULE 22 : FINANCE

(a) The Honorary Treasurer or the professional Treasurer as the case may be, shall be under the general control of the Council and be responsible for the finances of the Society.

(b) All monies or funds of the Society shall be paid into such account or accounts in such Bank or Banks as the Council may from time to time decide and such accounts shall, unless the Council otherwise directs, be operated by the Honorary Treasurer or the Honorary Secretary or professional Secretary or professional Treasurer as the case may be.

(c) All monies or funds of the Society shall be applied by the Honorary Treasurer or the Honorary Secretary or the professional Treasurer or professional Secretary, as the case may be, under general or specific instruction of the Council for the furtherance of the objects of the Society.

(d) The Council may in its discretion invest any surplus funds of the Society in and upon any investments for the time being authorised for the investment of trust funds.

(e) The Honorary Treasurer or the Honorary Secretary or professional Treasurer or professional Secretary shall maintain accounts of the receipts and payments of the Society and shall as soon as possible after the end of such financial year prepare or cause to be prepared a statement of the receipts and payments of the Society during such financial year and a Balance Sheet showing the financial position of the Society on the last day of such financial year. Such statement and Balance Sheet shall be audited by the Auditor or Auditors appointed at the previous Annual General Meeting before presentation at the forthcoming Annual General Meeting.

25 RULE 23 : IMMOVEABLE PROPERTIES

(a) Immoveable properties shall be registered in the name of the Society in accordance with the provisions of Section 9 (b) of the Societies Act, 1966.

(b) The immoveable properties of the Society shall not be charged, mortgaged or disposed of without the consent in writing of not less than three-quarters (3/4) of the total number of Fellows registered at that date are present at an Extraordinary General Meeting convened for that purpose and two-thirds (2/3) of those Fellows present vote in favour of the resolution.

26 RULE 24 : AMENDMENT TO RULES

(a) The Rules may be amended, altered or added to if not less than two-thirds (2/3) of the Fellows present at an Annual General Meeting or at an Extraordinary General Meeting vote in favour of such amendment, alteration or addition.

(b) Rules 23 (b) and 25 may be amended, altered or added to if not less than three-quarters (3/4) of the total number of Fellows registered at that date are present at an Extraordinary General Meeting convened for that purpose and two-thirds (2/3) of those Fellows present vote in favour of such amendment, alteration or addition.

(c) Such amendment, alterations or additions shall take effect from the date of their approval by the Registrar of Societies.

(d) Rule 24 shall not be amended, altered nor any additions be made to it.

27 RULE 25 : DISSOLUTION

(a) The Society shall be dissolved if not less than three-quarters (3/4) of the total number of Fellows registered at that date are present at an Extraordinary General Meeting vote in favour of such dissolution.

(b) The dissolution of the Society shall be without prejudice to the membership of Fellows as appearing in the Register of the Society at the date of such dissolution. Such dissolution shall take effect from the date of their approval by the Registrar of

Societies.

(c) Upon the dissolution of the Society the property and investments of the Society shall be sold and the remaining funds shall be applied in discharging the liabilities of the Society. Any surplus funds remaining shall be donated to organisation (s) having objects similar to those of the Society in Malaysia.

28 RULE 26 : LIMITATION OF LIABILITY

(a) The Society shall not be liable in respect of the death or personal injury of any Member or person temporarily enjoying the privileges of a member arising in any way out of his membership of the Society or his position as a person enjoying the privileges or facilities or other howsoever arising.

(b) The Society shall not be liable for the loss or damage to any articles or property whatsoever brought into or upon the premises of the Society by a member or a person enjoying the privileges of a member or entrusted to a servant of the Society.

29 RULE 27 : RULES & BYE-LAWS OF THE SOCIETY

(a) A certified copy of the Rules and Bye-Laws shall be kept available at the Society's office for inspection by members and other persons using the House.

(b) These Rules and Bye-Laws shall be printed and a copy supplied to all members.

(c) Every member of the Society shall be bound by the Rules and Bye-Laws of the Society and shall be deemed to have full notice thereof whether he shall or shall not have obtained a copy thereof.

30 RULE 28 : NOTICE TO MEMBERS

(a) Any notices required to be given to members of the Society may be given by sending to them via electronic means (if so provided by the member) or ordinary post addressed to such member at his last known place of residence in Malaysia.

(b) Where members have left their last recorded place of address in Malaysia, a notice posted on the House's Notice Board shall be deemed to be duly served on them.

31 RULE 29 : REPRIMAND, COMPLAINTS AND SUGGESTIONS BY MEMBERS

(a) No member shall reprimand any employee of the Society. In the event of any fault being found, a complaint may be made in writing to the office.

(b) Complaints and suggestions by members shall be made in writing and addressed to the office who shall refer such complaints or suggestions as soon as may be convenient to the Council whose decision shall be final.

32 RULE 30 : HOUSE MEMBER

(a) A House Member shall be appointed by the Council from amongst their number to serve for such period as may from time to time be decided.

(b) The duties of the House Member shall include:-

(i) To visit the premises when on duty whether personally or by proxy;

(ii) To attend to all complaints wherever possible;

(iii) To exercise general supervision over the premises in co-operation with the Manager;

(iv) To perform such other duties as the Council may from time to time prescribe.

33 RULE 31 : LOGO

The logo is with a crown and beneath the crown there are two (2) waves and the abbreviation RCS is placed between the 2 waves. The wordings, "The Royal Commonwealth Society of Malaysia" circles the entire logo. The waves are in the colour red and the rest in the colour blue.

LAMPIRAN

1. Bendera

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2. Lambang



3. Lencana

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