

PERLEMBAGAAN BAGI

PERTUBUHAN INDUK

PERTUBUHAN INSTITUSI ARBITRASI DAN PENYELESAIAN PERTIKAIAN SARAWAK (SARAWAK INSTITUTE OF ARBITRATION AND DISPUTE RESOLUTION)

(PPM-027-13-23052024)

CLAUSE 1 NAME

1. The Association shall be known as

PERTUBUHAN INSTITUSI ARBITRASI DAN PENYELESAIAN PERTIKAIAN SARAWAK (SARAWAK INSTITUTE OF ARBITRATION AND DISPUTE RESOLUTION) [SiADR]

(hereinafter referred as “the Association”).

2. Definition of Name: Self explanatory
3. Level: State

CLAUSE 2 PLACE OF BUSINESS

1. Its registered place of business shall be :-

2nd Floor Bangunan Cheema,
Lot 543, Jalan Tun Ahmad Zaidi Adruce,
93400 Kuching,

and address for correspondences shall be:

2nd Floor Bangunan Cheema,
Lot 543, Jalan Tun Ahmad Zaidi Adruce,
93400 Kuching,

or at such other place as may from time to time be decided by the General Committee.

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

CLAUSE 3 OBJECTIVE

The objects of the Association are as follows :-

1. to promote disputes to be resolved through alternative dispute resolution (“ADR”)

by means of conciliation, facilitation, mediation, arbitration and various combinations of techniques such as negotiated rule-making or settlement for the benefit of the public in Malaysia and Sarawak in particular, on a non-profit making basis in a confidentially expeditious cost-efficient yet definitive manner to ease Courts of such matters while at the same time "training" the trainer and the student to develop locally the training/experience to maintain a continuing pool of local talent of dispute resolution professionals for furthering the objects of the Association;

2. to advance, promote, conduct, develop, and provide teaching, training, coaching and research conducive to promoting and improvement of the skill in the application of the various forms of ADR whether directly or by undertaking related projects on a non-profit making basis;
3. to provide a forum for fellowship and networking amongst practitioners of ADR and for effective co-operation and uniformity of purpose and practice for the different forms of ADR in Malaysia and internationally by providing supervision, guidance and control by the Association or through its members including setting up standards and upholding them with a system of proficiency grading or endorsement to support the Association's registration or accreditation of ADR practitioners as a profession that is recognised in Malaysia or internationally;
4. to be a platform to provide development and exchange programmes by way of meetings, lectures, classes, exhibitions, seminars, conferences and other forms of representations to promote and improve ADR and for educating the public to resolve disputes through the various forms of ADR available;
5. to provide scholarships and subsidies, exhibitions, maintenance allowances, tools or instruments tenable at any school, university, or other educational establishment, to needy persons while studying, or on leaving their educational establishment to prepare them for or assist their entry into the ADR profession for furthering the objects of the Association;
6. to set up a library to support the objects of the Association and to publish, promote or sponsor publication of literature beneficial to ADR profession;
7. to provide resources to set up or take over, run and manage premises to provide an avenue, premises or centre for its members and the public to use for facilitating ADR and for implementing the objects of the Association;
8. to do such acts through ADR as will promote the economy, culture, education, charity, social welfare and racial harmony in Malaysia and Sarawak in particular;
9. to make contributions for charitable causes and provide assistance in any way to those who need help regardless of race or belief;
10. to raise donations and funds for the furtherance of the objects of the Association;
11. to own, licence or lease or rent/licence assets and properties, operate and

provide facilities and forum to cater for ADR for disputing parties, to open and operate bank accounts for advancement of the objects;

12. to employ staff, officials and professionals to administer the day-to-day operations and activities of the Association;
13. to be affiliated to or apply to be a member of other organisations or bodies that have similar objects as the Association and to make reciprocal arrangements with such organisation or body for the benefit of the members; and
14. to do all such other things, conducive and incidental to the attainment of any of the objects of the Association.

CLAUSE 4 MEMBERSHIP

1. Association Membership shall be opened as follows :-

(a) Ordinary Members:

Any person of not less than eighteen (18) years of age, domiciled or resident in Sarawak, regardless of race, religion, sex or vocation who is interested in the profession of or is a practitioner of ADR shall be eligible to apply to be an ordinary member of the Association.

(b) Associate Members:

Open to those who do not meet the criteria or accepted by the General Committee to be ordinary members but shall be given all the rights of ordinary members except that they cannot vote or shall not be able to nominate or be appointed as Office-bearers of the Association.

(c) Honorary Members

Are those persons who have served the ADR community or have contributed to the promotion or success of ADR. Appointees meeting the criteria for membership shall be nominated by the General Committee and shall be balloted in a general meeting.

(d) Fellow of SiADR

Are ordinary members who have rendered distinguished service to promote the interests of the Association. Appointees shall be nominated by the General Committee, duly seconded and put to the ballot in a general meeting with a requirement of 75% majority vote of all those present to approve it.

2. (a) Every application for membership shall be made through an application form or format as provided by the Secretary or Branch Secretary containing such particulars as may be required by the General Committee and it must be proposed and seconded by two eligible members of the Association.

(b) The application shall be forwarded to the Branch Secretary to be approved by the Branch General Committee before being submitted to the Secretary who shall at the first convenient opportunity present it to the General Committee for its

consideration.

(c) The Branch General Committee or the General Committee may at its discretion reject any application without assigning any reason thereof. Provided an applicant rejected by a Branch General Committee may appeal to the General Committee for reconsideration. The General Committee's decision shall be final.

(d) The General Committee in approving an application for membership of the Association shall assign the applicant to be a member of the Branch of his choice or alternatively assign him to be a member of another Branch and its decision shall be final.

(e) Within thirty (30) days of being notified of the offer of membership, the applicant must pay the relevant dues billed by the Treasurer for membership and in default of accepting the offer of membership it shall lapse. The applicant may not present a fresh application for membership until six (6) months have lapsed from the date of the membership offer.

(f) A Branch member may apply to a member of another Branch and be entitled to the privileges of the other Branch but though he can be a General Committee Member, he may not be a Branch office-bearer in more than one Branch. A Branch member will as an ordinary member of the Association one vote to cast regardless of the number of Branch memberships he may hold.

(g) Subject to a notice in writing of at least fourteen (14) days to notify the Branch at which the member is registered with that he is transferring his membership to another Branch. A copy of the letter of transfer must be extended to the Branch Secretary of the new Branch. The member shall be deemed to relinquish his former Branch membership on the expiry of the said fourteen (14) days' notice and be deemed to become a registered member of the new Branch provided that he shall have fully paid up all arrears of his membership at the former Branch failing which the arrears shall be a debt due and owing and this will disqualify him to nominate, vote or be heard at the general meeting of the new Branch or to be elected as an Office-bearer of the new Branch and Association.

3. The rights and privileges given to members of the Association are as follows :-

(a) An ordinary member of the Association can:

- (i) nominate candidates for membership of the Association or Branches;
- (ii) nominate candidates for and be appointed or elected to be a member of the Committee and Branch Committee; and
- (iii) attend and vote at and have a voice at general meetings in person or by proxy.
- (iv) if he has been duly accredited as professionally ADR competent by the Association may after receipt of the Association's accreditation certificate be addressed (under licence from the Association) as Sarawak Alternative Dispute Resolver or "SADR" and shall be entitled to publicize his status by affixing the title "MSiADR" after his name.

He may not use the title “SADR” and “MSiADR” if he is no longer an ordinary member but as a past MSiADR he can use the acronym “PSiADR”.

(b) An associate member of the Association can attend general meetings, participate in the activities and use the facilities of the Association but shall not have the rights and privileges accorded to an ordinary member.

(c) An honorary member shall have the same rights as ordinary members but without the right to vote and are exempt from fees.

(d) A Fellow of SiADR being an ordinary member shall have the same liabilities, rights and privileges of an ordinary member.

A duly honoured ordinary member of the Association may on receipt of the Association’s Fellowship award certificate be addressed as Fellow of SiADR (under licence from the Association) and shall be entitled to publicise his status by affixing the title “FSiADR” after his name.

He may not use the title “FSiADR” if he is no longer an ordinary member but as a past FSiADR he can use the acronym “PFSiADR”.

Provided when Branches are set up by the Association, the ordinary members, associate members and honorary members of the Association as assigned to a Branch by the General Committee will be deemed to be respectively in the equivalent class of Ordinary Branch Member, Branch Associate Member and Branch Honorary Member having the equivalent rights and privileges in the Branch level.

CLAUSE 5 RESIGNATION AND TERMINATION

1. A member who wishes to resign from the Association or a Branch shall give two (2) weeks’ notice in writing to the Secretary or Branch Secretary and shall pay up all dues or arrears.

2. Any member who:

(a) fails to pay the annual subscriptions or dues and reimbursable after more than three (3) months of being billed or its specified due date; or

(b) fails to comply with the Constitution and Bye-laws of the Association or Branch; or

(c) has acted in a manner to bring disrepute or damages the interests of the Association or Branch; or

(d) becomes an undischarged bankrupt; or

(e) is convicted of a crime and sentenced to imprisonment three (3) years or more

and/or fined Ringgit Malaysia three thousand only (RM3,000.00); or

(f) takes out any legal proceedings against the Association, its Branch, its General Committee, Branch General Committee, committees or another member/Branch member pertaining to any matter or dispute arising from being a member of the Association or Branch without first referring it to a general meeting for a decision to resolve the dispute;

may be expelled or suspended for a period of time as the Branch General Committee deems fit.

3. Before the Branch General Committee expels or suspends, its Branch member shall be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and clear himself in person. The disciplinary decisions made by the Branch shall be binding on the Association which shall be bound to enforce it upon its Branch member.

4. Such suspension or expulsion shall be enforced, unless stayed by lodging an appeal or otherwise reversed or revised by his Branch general meeting upon appeal by the said member. The appeal shall adopt the procedure for the requisition of a Branch extraordinary general meeting. The requisition signed by the appellant alone shall be lodged within thirty (30) days of receipt of written confirmation of the disciplinary decision from the Branch Secretary.

5. Upon the cessation of membership for any reason whatsoever no person shall again be eligible to apply for membership until after the lapse of a period of at least three (3) years provided that the General Committee may in its sole discretion readmit any person within the said period of three (3) years upon good and sufficient reasons being shown.

6. In the event of any member ceasing to be a member of the Association all his rights, benefits and privileges in the Association shall be forfeited.

7. A member shall not be entitled to transfer his membership rights to any other person and on his death the membership rights shall cease.

CLAUSE 6 SOURCE OF INCOME

1. The following subscriptions and fees shall be payable :-

(a) Entrance Fee

(i) From each Ordinary Branch member (billed directly to the member by the Treasurer) on application to be a Branch/Association's member, for Branch/Association General Fund shall not be more than

RM300.00

ii) From each Associate Branch member (billed directly to the member by the Treasurer), on application to be a Branch/Association's member, for Branch/Association's General Fund shall not be more than

RM200.00

All entrance fees collected from a Branch's members will be equally shared between the Branch Treasurer and Treasurer to be deposited by the end of the month of collection into their respective General Fund.

(b) Annual Subscriptions By Members of Association

(i) From each Ordinary Branch member (billed directly to the member by a Branch of the Association), at the commencement of a financial year for Association/Branch General Fund shall not be more than RM300.00.

(ii) From each Associate Branch member (billed directly to the member by a Branch of the Association), at the commencement of a financial year for Association/Branch General Fund shall not be more than RM200.00.

All Branch member's annual subscription collected from a Branch's members will be equally shared between the Branch Treasurer and Treasurer to be deposited by the end of the month of collection into their respective General Fund.

(c) Fees for Certificate

Charge for the Certificate of membership of the Association (for each Branch membership which is billed directly and collected by the Association) shall not be more than RM100.00

2. Revision

The General Committee shall have the absolute discretion from time to time to decide upon the revision of the respective amounts that can be suspended, waived, exacted or diminished from the sums stipulated herein as its contributions, fees,

subscriptions, levies or dues provided that the revised amount shall only be effective after a prior notice of not less than thirty (30) days has been given to members. The revised amount shall not be more than the aforesaid amount set out above.

3. Payment and Due Date

- (a) All payments and dues hereunder shall be made to the Branch Treasurer or Treasurer as specified. All sums owing by a member/Branch member is deemed owing collectively to his Branch and the Association.
- (b) The annual subscriptions and other payments by each member/Branch member shall be paid within thirty (30) days from its due date and the amounts received shall be credited as apportioned to the General Fund of the Association/Branch.
- (c) Other fees and dues are payable within thirty (30) days of it being billed by the Branch Treasurer or Treasurer.

4. Arrears

- (a) Unless with express written permission from the Branch Chairman or Chairman, members/Branch member whose annual subscriptions or dues are in arrears and though membership is not suspended shall not be entitled to nominate, stand for elections, vote or be heard at general meetings or enjoy other benefits of membership in the Branch or the Association.
- (b) Should the arrears of member/Branch member remaining unpaid for two (2) years, he shall become a defaulting member with automatic loss of Association/Branch membership and can only recover it by re-joining.
- (c) Re-Joining

The General Committee shall have the power to fix a re-joining fee for any member/Branch membership who has allowed his membership to lapse through arrears or by resignation. The re-joining fee as fixed by the General Committee shall be shared equally by the Association and the Branch.

5. Special subscriptions, charges or levies

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

6. Reimbursables

Members/Branch members and Branches shall reimburse and indemnify the Association for the full amount that the Association has to pay on its behalf for any registration, diplomas, certificates, duplicates, documentation, stationary, books or such other acts on his behalf to get accreditation or recognition from the Association.

CLAUSE 7 GENERAL MEETING

1. The supreme authority of the Association is vested in a general meeting of the members. At least one-half (1/2) of the voting membership of the Association or the voting members present representing twice the total number of the General Committee Members, whichever is the lesser, must be present for its proceedings in person or by proxy to be valid and to constitute a quorum for:-
 - (a) the annual general meeting;
 - (b) amending the Constitution;
 - (c) expending of more than Ringgit Malaysia fifty thousand only (RM50,000.00) for any purpose;
 - (d) registering a vote of no confidence against any Office-bearer or the General Committee; or
 - (e) considering any disciplinary matter that need to be raised.

Provided always for other general meetings save for a dissolution resolution which is provided for elsewhere, a quorum of not less than twenty (20) ordinary members of which only five (5) may be through proxies' present shall be sufficient.

2. If half an hour after the time appointed for a general meeting a quorum is not present, the general meeting shall be postponed to a date (not exceeding thirty (30) days) to be decided by the General Committee; and if a quorum is not present half an hour after the time appointed for the postponed general meeting, the members present shall have the power to proceed with the business of the day but shall not have the power to alter the Constitution of the Association or make any decision affecting the whole membership

3. An annual general meeting of the Association shall be held as soon as possible after the close of each financial year but not later than October on a date and a time and place to be decided by the General Committee. The business of the annual general meeting shall be:-

- (a) to receive the minutes of the previous annual general meeting;
- (b) to receive the Chairman's report on the working of the Association during the previous year;
- (c) to consider the Treasurer's report and the audited financial statements for the previous year;
- (d) to elect the Office-bearers of the Association every two (2) years from the last elections at the annual general meeting (election);
- (e) to appoint one (1) or two (2) auditors for a period not exceeding two (2) years;
- (f) to appoint the three (3) officers and the Public Officer (under Section 9 (b) and (c) of the Societies Act, 1966) for a period not exceeding two (2) years; and
- (g) to consider any other matters arising.

4. (a) The General Committee shall as soon as practical decide on the date, the

time and venue to hold the annual general meeting which shall not be more than twelve (12) months from the last financial year end of the Association.

(b) The General Committee when deciding the date of the annual general meeting (election) may constitute and appoint an Election sub-committee comprising of all members of the Audit Committee and at least two (2) but not more than four (4) ordinary members who are not office-bearers to supervise and conduct the nomination and voting process at the annual general meeting (election), The Chairman of the Election sub-committee shall be elected by the sub-committee from a member of the Audit Committee.

(c) (i) The General Committee may decide in lieu of using non-electronic forms of Nomination or Ballot paper for nominations and elections, to use any form of digital or electronic submission or e-voting whether in situ at the annual general meeting (election) or Branch annual general meeting (election) or remote via the Internet (also called i-voting) or such other means available for this purpose where the proponents can propose candidates or voter votes mechanical or electronically through an election mechanism or machine or computer or program or App or such other means available from any location by any form of mechanical, electronic or digital process which is secure and safe from tampering and is accurate in recording submitted nominations of candidates or producing the final election results.

(ii) If e-voting or i-voting is used the procedure for nomination, voting and election as set out below shall be modified as appropriate and applied by the Election sub-committee. The Election sub-committee shall be subject to the directions of the General Committee or the consultant or service provider to ensure that the nomination, voting and elections will not be compromised by any security or tampering issues.

5. The Secretary shall send to all members at least fourteen (14) days before an annual general meeting a notice with agenda. An oral motion may waive the notice to not less than seven (7) days. Copies of reports together with the audited accounts of the Association ending 31st December shall be made available to all members. Copies of these documents will also be made available at the registered place of business of the Association for the perusal of members when ready.

6. The procedure for nomination, voting and election of office-bearers of the General Committee at the annual general meeting (election) shall be as follows:-

(a) Nomination for Election Procedure

If the General Committee for the elections decides not to use any form of e-voting or i-voting then Nomination papers or formats thereof ("Nomination Form") will have to be prepared. With the notice calling an annual general meeting (election), the Secretary or other office-bearer of the General Committee on the order of the General Committee shall include Nomination Forms inviting for nominations for the General Committee offices available for elections.

(b) Prescribed Nomination Form

Each nomination shall be made on the Nomination Form prescribed by the General Committee and shall be submitted to the Secretary at least seven (7) days before the annual general meeting (election) following the instructions in the Nomination Form.

(c) Consent

The proposed candidate for any General Committee's office must give his written consent to the nomination (including agreeing duly to fulfil the role) as prescribed in the Nomination Form which must be received before close of nominations as prescribed in the Nomination Form.

(d) More than one Nomination

If a candidate is nominated for more than one office, he shall have to elect before elections commence which office he wishes to contest in and all other nominations made shall lapse.

(e) Rejection

(i) Nomination Forms received by the Secretary will be kept in a sealed box and after close of nominations, the sealed box shall be forwarded to a meeting of the General Committee or to the Chairman of the Election sub-committee (if appointed) for their processing. In any other form the Secretary shall follow the directions of the General Committee to ensure their safety and security from tampering until their verification.

(ii) On verification, any Nomination Form that is improperly/wrongly filled or illegible or received late or not consented to by the candidate at the close of nominations shall be automatically rejected by the General Committee or by the Election sub-committee. The verification decision to reject or accept the candidature in a Nomination paper shall be final and binding and not subject to any challenge at any forum within the Association.

(iii) The General Committee or Election sub-committee with assistance of the Secretary, shall from the verified candidates prepare the Ballot papers or format ("Ballot paper") thereof to be cast at the annual general meeting (election).

(f) Floor Nomination

Nominations may be received from the floor at the annual general meeting (election) for General Committee offices only where no nominations are received for any General Committee office failing which the incoming General Committee may fill the vacancy arising.

(g) Election by Majority

(i) During the elections any uncontested candidate will be declared the winner for his nominated office.

(ii) For a contested office, the candidate with a simple majority vote by poll (using Ballot papers or e-voting or i-voting) or show of hands shall be declared winner of

the office subjected to contest.

(h) After the conclusion of the elections and within one (1) month from the declaration of the last election result, the General Committee may direct the Secretary except the Certificates of the election results, to destroy all the nomination and ballot papers or delete or eradicate the electronic record or by whatever means it has been stored which have all been deposited with the Secretary at the conclusion of the elections and to instruct the Branch Secretaries to do the same accordingly.

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

(a) (i) at the joint request in writing of fifteen (15) ordinary members stating the objects and reasons for such meeting; or
(ii) by a written requisition from any Branch Chairman or Branch General Committee of the Association; or
(b) whenever the Chairman or General Committee deems it desirable.

8. (a) An extraordinary general meeting requisitioned by ordinary members shall be convened for a date within thirty (30) days of the receipt of such requisition.

(b) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fourteen (14) days before the date fixed for the meeting. An oral motion may waive the notice to not less than seven (7) days.

(c) Clauses 7 (1) and 7 (2) above regarding the quorum and the postponement of an annual general meeting shall apply also to an extraordinary general meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed extraordinary general meeting requisitioned by the members, the meeting shall be cancelled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date thereof.

(d) An extraordinary general meeting save as provided by the agenda may not deal with any other matters arising, this prohibition shall not apply to the annual general meeting.

9. Voting at any general meeting of the Association or Branches may be by show of hands unless a poll is demanded by (i) the Chairman, (ii) chairman of the meeting, (iii) two (2) General Committee members, (iv) Branch Chairman, or (v) by at least twelve (12) ordinary members present in person.

10. Proxies

(a) Members who have the right to participate and vote at general meetings may do so either personally or by way of duly appointed proxies in the form or format prescribed by the Secretary. Proxies shall be allowed to be counted to form the quorum in any general meeting unless otherwise provided.

- (b) An instrument in the prescribed form appointing a proxy shall state clearly the name of the member giving the proxy and the member to whom it is given. It must be duly deposited in the manner prescribed in the form or delivered at the registered office of the Association or to the Secretary not less than forty-eight (48) hours before the time fixed for holding the general meeting at which the proxy shall be used and in default thereof shall be treated as invalid.
- (c) Only an ordinary member may be appointed by a member as his proxy and must be a member in good standing of the Association and not in arrears in fees or dues.
- (d) The number of proxies held by an ordinary member that can be used at a general meeting is subject to a maximum of four (4) proxies.
- (e) A member who attends the general meeting will invalidate any proxy given.

11. Notice of Motion

- (a) Unless otherwise specifically stated, all notices of motion from members must be submitted to the Secretary at least six (6) days prior to the date of the general meeting at which the motion falls to be considered or it may be given orally at the general meeting of the Association by its proposer and seconded if admitted by a majority vote.
- (b) All notices of motion must be in writing and signed by a proposer and seconder, both of whom must be ordinary members of the Association. Provided that a notice of motion moved by the General Committee may be supported by a single General Committee Member and it may also be forthwith included in the agenda by a majority vote of the general meeting. The chairman of the meeting may waive the written requirement.
- (c) On receipt of a notice of motion, the Secretary shall immediately furnish to all members of the Association a copy of the full text of the motion (together with the names of the proposer and seconder) and this information shall be inserted in, or annexed to, the agenda for the general meeting at which the motion falls to be considered.
- (d) A motion shall only be considered carried if there is a simple majority in favour.
- (e) Should the number of favourable votes be less than the number stipulated in the preceding paragraph, the motion shall be considered lost and may not again be presented until after a lapse of twelve (12) months from the date of the general meeting at which it was considered.

12. Digital Virtual General Meetings

The Association may conduct digital virtual general meetings as follows:-

- (a) In lieu of scheduling a normal general meeting with physical assembly at a venue, the General Committee may schedule a digital virtual general meetings

(“virtual meeting”) to be held whereby the proceedings of the normal general meeting can be conducted wholly or partly through electronic or digital communications or any technology or means hosted for this purpose for the General Committee through an easily accessible and secure digital communication or cloud platform that is commonly available for hosting digital virtual meetings.

(b) The digital communication or cloud platform selected for a virtual meeting must enable the General Committee and members who are located offsite at other venues whether within Malaysia or not to be linked together to be able to collectively participate in and to exercise the General Committee’s and members’ rights to speak and vote in the proceedings of the virtual meeting presided by the Chairman of the general meeting.

(c) At a normal general meeting, the General Committee shall have the sole and absolute discretion to accept the request of a member located offsite at another venue whether within Malaysia or not to be allowed participation through virtual presence in the proceedings of a normal general meeting by means of similar secure electronic or digital communications channels that is commonly available and approved by the General Committee to be used for virtual meetings. The decision made and mode to be used shall be final.

(d) The voting or poll at a virtual meeting may be conducted manually using verbal assent, show of hands or electronically through various forms of electronic or multimedia voting devices as directed by the General Committee.

(e) The agenda of a virtual meeting, the kind of proceedings that can be conducted and the decisions that can be made at such meeting may be subject to further regulation by Bye-laws for this purpose. Except as proscribed, all the foregoing Clauses applied to normal general meetings, their calling, proxies, conduct and the business to be done shall apply mutatis mutandis to all virtual meetings. Provided any notice of motion must be served to the Secretary at least three (3) days before the date of the virtual meeting unless waived by the chairman of the meeting or by a majority vote of members present (including proxies).

(f) The notice for a normal general meeting scheduled at a date may be also be displaced by another notice served on a member that a virtual meeting will instead be held at the same or other date.

(g) A notice for a virtual meeting must be served to members at least seven (7) days (weekends and holidays included) before the day for hosting of the virtual meeting.

(h) In the notice or message sent to the member, all the information, password (subject to security requirements) and details required to enable the member to be given access to join and log in to the network being used to host the virtual meeting must be made available. Members shall not disclose to non-members the means to access and log into a virtual meeting.

(i) Any logged in member participant by his virtual presence shall be counted in the

quorum of a virtual meeting. If the member is permanently logged out for whatever reasons, the member shall not be counted in the quorum (including proxies held) as from the time of being logged out until link is reinstated.

(j) In the event that there is a disruption of a virtual meeting by a reduction of quorum or for whatever reasons that it cannot proceed to be held or continued, the chairman may adjourn it until the meeting can be proceeded or to the next day or to another date.

(k) Only notice for an adjourned virtual meeting to another date exceeding twenty-four hours (24) hours of an adjournment need be served to members which must be made at least twenty-four hours (24) hours (weekends and holidays included) from the time on the day for hosting of an adjourned virtual meeting.

13. In addition to what has been provided in the Constitution of the Association, service or delivery of any item including notices and correspondence between the Association, General Committee, Branch General Committee, General Committee Members, Branch General Committee members and members (and addressees) and vice versa shall be subject to the following :-

(a) Every member shall give to the Association contact details together with updates of contact details such as an address in Malaysia and the email address and phone or fax number and digital or multimedia system or any other contact details which shall be deemed as the last known contact details for all purposes of communication.

(b) Any item, letter, notice or other document shall be deemed to have been delivered forty-eight (48) hours after it has been posted by ordinary mail to a member or addressee at such address or last known address or if sent by email or messaging service or faxed or by means of phone/telecommunication/digital system, the virtual message or copy electronically despatched shall be deemed to have been delivered and received on the same day it has been sent.

(c) The Association may post on a website, chat group or any other electronic platform maintained by the Association or third parties that set up the hosted site for the virtual copy of the item, notice or document or information to be disseminated in a secure manner for access by members or addressee provided that :-

(i) the relevant access information is first made known or available to all members or addressee to log on; and

(ii) a notification of the publication or availability of the item, notice, document or information on the electronic platform via hard copy or email or messaging service to the member or addressee concerned;

and such posting virtually or electronically at the hosted site of the virtual copy item, notice, document or information will then also be deemed served on the member or addressee on day of publication.

14. (a) The failure to be given or receive a notice of meeting shall not invalidate any

proceedings of a general meeting or any other meeting conducted within the Association that provides for a notice to be given.

(b) The Secretary shall forward to all members a copy of the draft minutes of each general meeting as soon as possible after its conclusion.

15. In addition to the Committee(s) set up by the Constitution the general meeting may set up or dissolve other Committees that it sets up as it shall think fit. The meeting procedures of the General Committee shall where applicable be applied in all the meetings of these Committees. Any Ordinary member of the Association may be appointed as members of such Committees. All Committees shall periodically report their proceedings to the general meeting or to the General Committee and shall conduct their business in accordance with the directions of the general meeting. The tenure of a Committee unless otherwise provided shall terminate at the following general meeting if not terminated earlier.

16. The General Committee of the Association may give directions to the Branch general meeting or Branch General Committee regarding the conduct and management of its affairs.

CLAUSE 8 COMMITTEE

1. A Committee called the General Committee consisting of the following who shall be termed the Office-bearers of the Association :-

A Chairman;

An Immediate Past Chairman;

A Deputy Chairman;

A Secretary;

A Treasurer;

An Assistant Secretary;

An Assistant Treasurer; and

Four (4) Ordinary Committee Members.

2. Office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian citizens Provided a non-Malaysian whether residing in Malaysia or not may only be elected an Office-bearer with the prior written consent of the Registrar of Societies, Malaysia but that non-Malaysians permitted to be Office-bearers may not at any time constitute more than thirty (30) percent of the General Committee Members.

3. (a) The outgoing Chairman will automatically assume ex-officio the office of the Deputy Chairman without need to undergo elections until replaced by the retiring Chairman of the next elections. All the past Chairmen of the Association are General Committee Members ex-officio.

(b) All serving Branch Chairmen during their term of office who have not been elected into the General Committee will automatically assume ex-officio the office of Ordinary Committee Member with full rights of an Ordinary Committee Member.

.4. The members of the General Committee shall hold office for two (2) years. The term of two (2) years shall mean the interval between one annual general meeting (election) and the following annual general meeting (election) with an intervening annual general meeting (Non-election).

5. (a) The function of the General Committee is to organize and supervise the day-to-day activities of the Association and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The General Committee shall not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. It shall furnish a report to each annual general meeting on its activities during the previous year.

(b) The Chairman or any member of the General Committee may attend and participate in any meeting of the Branch general or Branch General Committee as an ex officio member but shall not have any voting rights if not a member of the Branch or of its Branch General Committee. The Chairman can take the chair of the meeting he is attending at the Branch.

6. The General Committee shall meet at least four (4) times a year. A seven (7) days' notice of each meeting shall be given to its members. The Chairman acting alone, or not less than three (3) of its members acting together may call for a meeting of the General Committee to be held at any time. At least one half of its members must be present for its proceedings to be valid and to constitute a quorum.

7. Where any urgent matter requiring the approval of the General Committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter or composites thereof. The following conditions must be fulfilled before a decision of the General Committee is deemed to have been obtained :-

(a) The issue must be clearly set out in the circular and forwarded to all members of the General Committee;

(b) At least more than one-half (1/2) of the members of the General Committee must indicate whether they are in favour or against the proposal; and

(c) The decision must be by a majority vote.

Any decision obtained by a or composites of the circular letter shall be reported by

the Secretary to the General Committee at the next meeting and recorded in the minutes thereof.

8. Digital Virtual General Committee Meeting shall be conducted as follows :-

(a) In lieu of scheduling a non-virtual General Committee Meeting with physical assembly at a venue, the Chairman or at the request of majority of the General Committee Members may schedule a digital virtual General Committee Meeting ("virtual Committee meeting") to be held whereby the proceedings of the General Committee Meeting will be wholly or partly conducted through electronic or digital communications or any technology or means hosted for this purpose for the General Committee through an easily accessible and secure digital communication or cloud platform that is commonly available for hosting digital virtual meetings.

(b) The Clauses applicable to regulate a General Committee Meeting and when applicable for a virtual meeting may mutatis mutandis be applied to all virtual Committee meetings.

(c) At a non-virtual General Committee Meeting, the Chairman or chairman of a meeting shall have the sole discretion to accept the request of its General Committee Member located offsite at another venue whether within Malaysia or not to be allowed participation through virtual presence in the proceedings of a General Committee Meeting by means of similar secure electronic or digital communications channels that is commonly available and approved by the General Committee. The decision and mode to be used for such a hybrid meeting shall be final

9. Any member of the General Committee who fails to attend three (3) consecutive meetings of the General Committee without satisfactory explanation shall be deemed to have resigned from the General Committee.

10. (a) In the event of the death or resignation of a member of the General Committee or there is a casual vacancy, the General Committee shall have the power to co-opt any other member of the Association to fill the vacancy until the next election of office-bearers and shall be eligible for re-election.

(b) The continuing members of the General Committee may act provided there is a quorum notwithstanding any vacancy in the General Committee and no act done by or by the authority of the General Committee shall be invalid in consequence of any defect that is afterwards discovered in the election or qualification of the General Committee members or any one of them.

11. The General Committee shall give instructions to the Secretary and other office-bearers for the conduct of the affairs of the Association. It may appoint such staff or party as it deems necessary. It may suspend or dismiss any member of the staff or party for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the General Committee, or for any other reason which it deems good and sufficient in the interest of the Association.

12. (a) If a member is in any way (directly or indirectly) interested in a transaction,

arrangement or contract or proposed transaction, arrangement or contract with the Association that is significant in relation to the Association's operations and his interest is material, he must declare the nature and extent of his interest to the other members of the General Committee as soon as being aware of a potential conflict.

(b) A member of the General Committee must neither vote in respect of the transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is so interested nor be counted for quorum purposes in respect of the transaction, arrangement or contract, and if he does so vote his vote shall not be counted.

13. The General Committee may appoint any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the Constitution. The meeting procedures of the General Committee shall where applicable be applied in all the meetings of these sub-committees. Any ordinary member can become members of these sub-committees. All sub-committees shall periodically report their proceedings to the General Committee and shall conduct their business in accordance with the directions of the General Committee. The tenure of a sub-committee shall terminate with the term of the Committee if not terminated earlier.

14. The outgoing General Committee shall submit all the documents of the Association such as registration certificates, registered constitutions, Annual Returns, feedback letters, booklets, bank books, cheques and receipts, land titles, list of assets, chattels and so on to the incoming General Committee.

CLAUSE 9 DUTIES OF OFFICE BEARERS

1. Chairman

The Chairman shall during his term of office preside at all general meetings and General Committee meetings and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved.

2. Immediate Past Chairman and Deputy Chairman

The Immediate Past Chairman and Deputy Chairman shall in order of precedence deputize for the Chairman in all matters in his absence.

3. Secretary

The Secretary shall:

(a) conduct the organisation of the Secretariat of the Association and be responsible for its day to day administration in accordance with the Constitution of the Association. The General Committee may employ a General Manager to undertake the management of the Secretariat on behalf of the Secretary with duties as shall be delegated by the Secretary.

- (b) carry out the instructions of the general meeting and of the General Committee.
- (c) be responsible for conducting all correspondence, sending out notices as provided for in the Constitution and keeping all books, documents and paper except the accounts and financial records.
- (d) attend all meetings General Committee and the general meetings of the Association or such Branch meetings as directed by the General Committee, and record all their proceedings.
- (e) keep a membership register or a composite made up from each Branch's membership register containing the following particulars or such other particulars as may from time to time be required by the General Committee:-
 - (i) Serial number/Type of Membership;
 - (ii) Name;
 - (iii) Identity Card Number;
 - (iv) Branch;
 - (v) Date of Admission;
 - (vi) Age (Date of Birth);
 - (vii) Place of Birth; and
 - (viii) Residential and Employer's Address and telephone number/email, if any.
- (f) file annual returns or amendments to the Constitution, changes in the membership of the General Committee within sixty (60) days from the date of the annual general meeting or decision to change to the Registrar of Societies.

In his absence at any meeting, the Assistant Secretary or failing him the General Committee may appoint a stand in to act as secretary to the meeting. He may unless otherwise provided or he declines to be the ex-officio secretary for all committees of the Association excluding Branches.

4. Treasurer

- (a) The Treasurer shall be responsible for the financial affairs and records of the Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness.
- (b) The Honorary Treasurer shall, in addition to his duties under Clause 10, be responsible for :-
 - (i) maintaining a bank account to be opened and operated at the direction of the General Committee for making payments as approved by the Constitution and

General Committee; and

(ii) to present proposed Annual Budget of the Association for the ensuing year in accordance with the Association's prevailing needs at a General Committee meeting for its deliberation and approval before the commencement of the ensuing financial year.

5. Assistant Secretary

The Assistant Secretary shall assist the Secretary to conduct the Secretary's duties, the business of the Association in accordance with the Constitution of the Association, and shall carry out the instructions of the Secretary, general meeting and of the General Committee. He shall attend all meetings as instructed by the Secretary, and when so required by the Secretary shall record all proceedings.

6. Assistant Treasurer

The Assistant Treasurer shall assist the Treasurer to conduct the Treasurer's duties, the business of the Association in accordance with the Constitution of the Association.

7. Ordinary General Committee Member

The Ordinary General Committee Members shall carry out such duty as directed by the Chairman or the General Committee.

CLAUSE 10 **FINANCIAL PROVISION**

1. Subject to the following provisions in this Constitution of the Association, the funds of the Association may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its Office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

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

3. All cheques or withdrawal notices or operation of the Association's account shall be signed jointly by at least two (2) from the panel comprising of the Chairman, Immediate Past Chairman, Secretary and Treasurer provided that the Deputy Chairman, Assistant Secretary, Assistant Treasurer or any Committee Member may be included as additional signatories.

4. For a single transaction at any one time for expending :-

(a) up to RM10,000.00 (Ringgit Malaysia ten thousand) must be approved by the Chairman or a Deputy Chairman together with the Treasurer or Secretary;
(b) above RM10,000.00 (Ringgit Malaysia ten thousand) to RM50,000.00 (Ringgit Malaysia fifty thousand) must be approved by the General Committee; and

(c) in excess of RM50,000.00 (Ringgit Malaysia fifty thousand) will need to be approved by a general meeting.

5. As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under Clause 11. The audited accounts shall be submitted for the approval of the General Committee and thereafter for adoption at next annual general meeting. Copies shall be made available at the registered place of business of the Association for the perusal of members.

6. The financial year of the Association shall end on the 31st December of every year.

7. The General Fund of the Association shall be derived from fees, dues and voluntary contributions.

CLAUSE 11 AUDITORS

1. The Audit Committee shall comprise of one (1) or two (2) ordinary members as Honorary Auditors who are not members of the General Committee or other committees, elected at the annual general meeting (election).

2. The duties of this Committee shall be :-

(a) To audit the books and accounts of the Treasurer.

(b) To confirm an inventory of property prepared by the Treasurer and tender a report there on to the General Committee not later than the last day of April of each year.

(c) To prepare a report or certificate for the annual general meeting.

(d) When required by the Chairman or Branch Chairman, to audit the accounts of the Association or any of its Branches for any period within their tenure of office and to make a report to the General Committee or Branch Chairman or Branch Committee.

3. The Auditors may enlist the services of any professional audit or accounting firm to assist them in their duties at the cost of the Association.

CLAUSE 12 PROPERTY ADMINISTRATOR

1. Three (3) officers who must be office-bearers and over twenty-one (21) years of age, maybe appointed at the annual general meeting (election) for the purpose of Section 9(b) of the Societies Act, 1966.

2. They shall hold office until their term expires at the next elections in the annual general meeting and shall be eligible for re-election.

3. The officers appointed under this Clause should deal with the immovable

property of the Association in such manner as the general meeting may direct provided that all immovable properties shall be registered in the name of the Association.

4. The officers shall not sell, withdraw or transfer any of the immovable properties of the Association without the consent and authority of a general meeting.

5. All other assets and chattels of the Association which are registrable shall be registered under the name and title of: "Trustees of the Sarawak Institute Of Arbitration And Dispute Resolution". The designation, "Trustees of the Sarawak Institute Of Arbitration And Dispute Resolution" shall for all intents and purposes for dealing with, to effect, give and/or accept title for the Association, means and shall be the same three (3) officers appointed for the purposes of Section 9(b) of the Societies Act, 1966 at the annual general meeting (election) for the term in which a dealing or transfer takes place.

6. An officer or Trustee may be removed from office by General Meeting on the ground that, owing to ill health, unsound mind, absence from the country or for any other reason, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of an officer before the annual general meeting, the vacancy shall be filled by an extraordinary general meeting convened for the purpose.

7. A member who must be over eighteen(18) years of age may be appointed as the Public Officer at the annual general meeting (election) for the purpose of Section 9(c) of the Societies Act, 1966.

CLAUSE 13 DISSOLUTION

1. The Association may be voluntarily dissolved by a resolution of not less than three-fifths (3/5th) of the membership who are present or by proxies and eligible to vote in a general meeting provided not less than twenty (20) members present (excluding proxies) may form a quorum for an adjourned general meeting for dissolution that had previously failed to attain a quorum.

2. In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds and property shall be disposed of in accordance with the directions of the members who are present and eligible to vote in a general meeting, failing which it will be subject to the directions of the General Committee.

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

CLAUSE 14 ESTABLISHMENT AND DISSOLUTION OF BRANCHES

1. Setting up and Dissolving Branches

(a) Subject to the approval of the Registrar of Societies, the General Committee of the Association may by a majority vote taken at its General Committee meeting approve the formation of a Branch for covering a geographical area on petition of at least twelve (12) ordinary members of the Association. The Branch may be assigned a name of its own from that of the Association or other Branches and have its own Branch's Bye-laws.

(b) The General Committee may dissolve a Branch :-

(i) if its Branch members resolve to dissolve the Branch by a resolution of not less than three-fifths (3/5th) of the Ordinary membership who are present or by proxies and eligible to vote in a general meeting provided not less than fifteen (15) members present (excluding proxies) may form a quorum for an adjourned general meeting for dissolution that had previously failed to attain a quorum;

(ii) if for a consecutive period of three (3) years it has failed to meet or make the returns as required by the Association;

(iii) the registered number of its Ordinary Branch members is below twelve (12); or

(iv) if the Branch refuses to abide by the Constitution of the Association or the decisions of the Association or its Branch Bye-laws or if it is in the opinion of the General Committee guilty of conduct detrimental to the Association.

(c) A decision to dissolve a Branch shall be by a majority vote at a meeting of the General Committee, provided that before a decision is taken to dissolve a Branch, the Branch concerned shall first be given a thirty (30) days' notice to retract dissolution, remedy or answer the allegations.

(d) The order of dissolution shall be signed by the Secretary of the Association. On receipt of such order the Branch shall cease to function except for the purpose of winding up. Any Branch aggrieved by an order of dissolution may within thirty (30) days of its receipt by notice in writing to the Secretary lodge an appeal with a request for a general meeting of the Association to be held. The order of dissolution shall be suspended to await the decision of the general meeting of the Association on the appeal.

(e) Pending the decisions on the appeals lodged, the Branch shall suspend all activities and expenditure except payment for routine recurring or already due expenses.

(f) In the event of a Branch being dissolved under Clause 14 (1) (b) (iv) above, disciplinary action may be taken against its Branch members who caused the misconduct.

(g) On resolution or order to dissolve, unless the Branch members' resolution at their general meeting resolve otherwise regarding their disposal, it shall be the responsibility of the Branch Chairman, Branch Secretary and Branch Treasurer to deliver to the Secretary of the Association all books, records, money and other

property in the possession of its Branch if not already done earlier together with a statement of accounts of its Branch from the date of the last submission of accounts to the date of the order of dissolution.

(h) In the event of a Branch being dissolved, the General Committee shall transfer any of its members who wish to retain their memberships to the nearest Branch or Branch selected by the member .

2. Branch's Bye-Laws and Branch Guidelines

(a) All Branches shall so soon before or after their respective formation may use the standard Bye-laws as a template to formulate the Branch's own Bye-laws and add in its own emblem, name and such other modifications as is requisite and submit their formulated Bye-laws for approval of the General Committee before it can come into force. Thereafter the formulated Bye-laws of the Branch as formulated shall be used in place of the standard Bye-laws.

(b) As and when informed by the Association, Branches shall adopt and incorporate any future amendments made to the standard Bye-laws into its Branch's Bye-laws.

(c) In addition to the Bye-laws of the Branches, Branches may make Guidelines which shall be deemed to be in addition and a part of the Branch's Bye-laws.

(d) Subsequent amendments to the Branch Bye-laws and Guidelines made by a Branch shall always be submitted to the General Committee for approval before it can come into force.

CLAUSE 15 **BRANCH GENERAL MEETINGS**

1. Every Branch Secretary shall convene a Branch annual general meeting (with or without election) within twenty-one (21) days after the receipt of a Preliminary notice from the Secretary of the impending annual general meeting of the Association.

2. Every Ordinary Branch member shall have the right to attend, speak, nominate, vote, and stand for elections at any general meeting of his Branch.

3. Notice of the time, date and place shall be given and copies of the agenda shall be sent to its Branch members not less than seven (7) days before the meeting. Copies of reports together with the audited accounts of the Association ending 31st December shall be made available to all members.

4. The business of a Branch annual general meeting shall be :-

- (a) to receive the minutes of the previous Branch annual general meeting;
- (b) to receive the Branch General Committee's report on the working of the Branch during the previous year;
- (c) to consider the Branch Treasurer's report and the audited financial statements for the previous year;

- (d) to elect a Branch General Committee every two (2) years from the last elections at the annual branch general meeting (election);
- (e) to appoint 1 or 2 Branch auditors for a period not exceeding two (2) years; and
- (f) to deal with any other matter that may be put before it.

5. A Branch extraordinary general meeting may be convened :-

- (a) on the written requisition of the Chairman or the General Committee of the Association;
- (b) whenever the Branch Chairman or the Branch General Committee deems it desirable; or
- (c) at the written requisition of not less than seven (7) Ordinary Branch members or 10% of total membership of the Branch whichever is the lesser.

The requisition shall state the reasons for calling the meeting and shall be accompanied by the agenda.

6. (a) A Branch extraordinary general meeting requisitioned by its Branch members or by the Chairman or General Committee shall take place by the latest within thirty (30) days from the receipt of such requisition by the Branch Chairman or the Branch Secretary, failing which the requisitionists can proceed to convene the meeting.

(b) No other business except that stated in the Notice of meeting shall be transacted at a Branch extraordinary general meeting.

(c) If no quorum is present within half an hour of the time appointed for the Branch extraordinary general meeting, the meeting shall be cancelled and no requisition for another Branch extraordinary general meeting shall be made on the same matter within one (1) year thereof.

7. A quorum shall be considered as having been formed if one half (1/2) of the Ordinary Branch members are personally or by proxies present or if the number of the Ordinary Branch members or by proxies present is equal to twice the number of its Branch General Committee members whichever is the lesser for :-

- (a) the annual general meeting;
- (b) amending the Branch Bye-laws/Guidelines;
- (c) expending of more than Ringgit Malaysia fifty thousand only (RM50,000.00) for any purpose;
- (d) registering a vote of no confidence against any member of the Branch General Committee; or
- (f) considering any disciplinary matter.

Provided always for other Branch general meetings save for a dissolution resolution which is provided for elsewhere, a quorum of not less than twelve (12) Ordinary Branch members of which only five (5) may be through proxies shall be sufficient.

8. (a) No other business except that stated in the agenda of meeting or authorised hereinbefore shall be transacted at any Branch general meeting.

(b) Clause 7 (10) and (11) provision on Proxies and Notices of Motion in a general meeting shall with such modifications as are necessary be applicable in a Branch

general meeting.

(c) Clause 7 (12) provisions for virtual meeting and hybrid meetings for a general meeting shall with such modifications as are necessary be applied in a Branch general meeting provided the Branch annual general meeting (election) shall not be conducted by a virtual meeting or hybrid meeting without the prior written sanction of the General Committee.

(d) Clause 7 (13) provisions for service and setting up website for the Branch shall with such modifications as are necessary be applied for regulating all service requirements and compliances for the Branch level and with the Association level.

(e) Clause 11 provisions for the appointment of the Auditor shall with such modifications as are necessary be applied for regulating the appointment and function of the Branch's Auditor.

9. The failure to be given or receive a notice of meeting shall not invalidate any proceedings of a Branch general meeting or any other meeting conducted within the Association that provides for notice to be given.

10. The Branch Secretary shall forward to all Branch members and the Secretary a copy of the draft minutes of each Branch general meeting as soon as possible after its conclusion.

11. A Branch general meeting shall have power at any time to appoint such Branch Committees as they may deem necessary or expedient with such terms of reference or may delegate or refer to it such of the powers and duties of a Branch general meeting may determine. The meeting procedures of the General Committee shall where applicable be applied in all the meetings of these Branch Committees. Any Ordinary Branch Member may be appointed as members of such Branch Committees. All Branch Committees shall periodically report their proceedings to the appointer or Branch General Committee and shall conduct their business in accordance with the directions of the appointer. The tenure of any Branch Committee unless otherwise provided shall terminate at the following Branch annual general meeting if not terminated earlier.

CLAUSE 16 BRANCH GENERAL COMMITTEE

1. A Branch General Committee consisting of the following, who shall be termed the Branch Office-bearers of the Association, shall be elected at the Branch annual general meeting (election) :-

- (a) Branch Chairman;
- (b) Branch Immediate Past Chairman
- (c) Branch Deputy Chairman;
- (d) Branch Secretary;
- (e) Branch Treasurer; and
- (f) Four (4) Ordinary Branch General Committee members.

2. Office-bearers of the Branch and every officer performing executive functions in the Branch shall be Malaysian citizens. Provided a non-Malaysian resident or non-Malaysian non-residing person may become an Office-bearer with the prior written

consent of the Registrar of Societies, Malaysia but such that non-Malaysians resident or non-Malaysian non-residing person who are Office-bearers of the Branch may not at any time constitute more than thirty (30) percent of the Branch General Committee members.

3. The outgoing Branch Chairman will automatically assume ex-officio the office of Branch Deputy Chairman until replaced by the retiring Branch Chairman of the next elections. Other past Branch Chairmen shall be Branch General Committee members ex officio. They shall have the rights accorded to any member of the Branch General Committee.

4. (i) Names of Ordinary Branch members for the above Branch offices in paragraph (1) above shall be proposed and seconded and election will be by a simple majority vote by poll or show of hands of the Ordinary Branch members at the Branch annual general meeting (election). All the Branch Office-bearers shall be eligible for re-election each year.

(ii) Clauses 7 (4) (c) and 7 (6) provision on the procedure for nomination, voting and election in a general meeting and for e-voting or i-voting shall with such modifications as are necessary be applicable in a Branch general meeting (election).

5. The function of a Branch General Committee is to organize and supervise the day-to-day activities of the Branch and to make decisions on matters affecting its running within the general policy laid down by the Branch general meeting. The Branch General Committee shall not act contrary to the expressed wishes of the Branch general meeting without prior reference to it and shall always remain subordinate to the Branch general meeting. It shall furnish a report to each Branch annual general meeting on its activities during the previous year. In the event of conflict between the decisions of the Branch General Committee/general meeting and Association's General Committee/general meeting, the instruction of the Association's General Committee/general meeting shall prevail.

6. The Branch General Committee shall meet at least four (4) times a year. A seven (7) days' notice of each meeting shall be given to its. The Branch Chairman acting alone, or not less than three (3) of its members acting together may call for a meeting of the Branch General Committee to be held at any time. At least three (3) or one half of its members whichever is more must be present for its proceedings to be valid and to constitute a quorum.

7. Where any urgent matter requiring the approval of the Branch General Committee arises and it is not possible to convene a meeting, the Branch Secretary may obtain such approval by means of a circular letter. The following conditions must be fulfilled before a decision of the Branch General Committee is deemed to have been obtained :-

(a) The issue must be clearly set out in the circular and forwarded to all members of the Branch General Committee;

(b) At least more than one-half (1/2) of the members of the Branch General Committee must indicate whether they are in favour or against the proposal; and

(c) The decision must be by a majority vote.

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

8. Digital Virtual Branch General Committee Meeting shall be conducted as follows :-

(a) Unless prohibited by the Association, in lieu of scheduling a normal Branch General Committee meeting with physical assembly at a venue, the Branch Chairman or at the request of majority of the Branch General Committee members may schedule a digital virtual Branch General Committee meeting ("virtual Branch Committee meeting") to be held whereby the proceedings of the normal Branch General Committee meeting will be wholly or partly conducted through electronic or digital communications or any technology or means hosted for this purpose for the Branch General Committee through an easily accessible and secure digital communication or cloud platform that is commonly available for hosting digital virtual meetings.

(b) The Clauses and Bye-laws applicable to regulate a normal meeting (including virtual meeting) of the General Committee and of the Branch when applicable may mutatis mutandis be applied to all virtual Branch Committee meetings.

(c) At a normal Branch General Committee meeting, the Chairman shall have the sole discretion to accept the request of its Branch General Committee member located offsite at another venue whether within Malaysia or not to be allowed participation through virtual presence in the proceedings of a normal Branch General Committee meeting by means of similar secure electronic or digital communications channels that is commonly available and approved by the Branch General Committee. The decision and mode to be used shall be final.

9. Any member of the Branch General Committee who fails to attend three (3) consecutive meetings of the Branch General Committee without satisfactory explanation shall be deemed to have resigned from the Branch General Committee.

10. In the event of any vacancy arising or death or resignation of a member of the Branch General Committee or there is a casual vacancy, the Branch General Committee shall have the power to co-opt any other Ordinary Branch member to fill the vacancy until next Branch annual general meeting but shall then be eligible for re-election.

11. The Branch General Committee shall give instructions to the Branch Secretary and other Officer-bearers for the conduct of the affairs of the Branch. It may employ such staff or party as it deems necessary. It may suspend or dismiss any member of the staff or party for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Branch General Committee, or for any other reason which it

deems good and sufficient in the interest of the Branch or Association.

12. The outgoing Branch General Committee shall submit all the documents of the Branch or Association such as registration certificates, registered constitutions, Annual Returns, feedback letters, booklets, bank books, cheques and receipts, land titles, list of assets, chattels and so on to the incoming Branch General Committee or as directed to the Secretary of the Association.

CLAUSE 17 DUTIES OF BRANCH OFFICE-BEARERS

1. The Branch Chairman shall during his term of office preside at all Branch general and Committee meetings and shall be responsible for their proper conduct. He shall have a casting vote.

Provided always the Chairman of the Association who shall ex officio be a member of the Branch may at any time take over from the Branch Chairman to chair any meetings of the Branch and in the event the Association Chairman is unable to do so, he may delegate his right to chair to another member of the Association's General Committee.

2. The Branch Immediate Past Chairman and the Branch Deputy Chairman in that order shall deputise for the Branch Chairman during the latter's absence.

3. The Branch Secretary shall conduct the business of the Branch in accordance with the Branch's Bye-laws and shall carry out the instructions of the Branch General Committee, Branch general meeting and General Committee of the Association. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings and record the proceedings. He shall keep a Branch membership register consisting of details such as Branch member's name, identity card number, date and place of birth, occupation, name and address of employer and residential address. In his absence at any meeting, the Branch General Committee may appoint a stand in to act as secretary to the meeting.

4. The Branch Treasurer shall be responsible for the finance affairs and records of the Branch. He shall keep accounts of all the Branch's financial transactions and is responsible for their correctness.

5. The Branch General Committee members shall carry out such duty as directed by the Branch Chairman or Branch General Committee.

CLAUSE 18 BRANCH FINANCIAL PROVISION

a. All funds accumulated by the Branch shall be the common assets of the Association subject to the following provision.

b. Any income generated by the Branch through its activities, shall belong in its

entirety to the respective Branch as its own funds and is to be managed, budgeted and utilised autonomously by the Branch. To this effect, upon accounting for the Branch income, the Association/General Committee shall return all Branch funds to the Branch if collected by the Association's Treasurer on a Branch's behalf.

c. The funds of the Branch may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its Branch Office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any Branch member who may be convicted in a court of law.

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

e. All cheques or withdrawal notices or closing of a Branch's account shall be signed jointly by at least two (2) from the panel comprising of its Branch Chairman, Branch Immediate Past Chairman, Branch Deputy Chairman, Branch Secretary and Branch Treasurer with any Branch General Committee members as optional signatories.

f. For a single transaction at any one time for expending :-

(a) up to RM5,000.00 (Ringgit Malaysia five thousand) must be approved by a Branch Chairman or Branch Deputy Chairman together with the Branch Treasurer or Branch Secretary;

(b) above RM5,000.00 (Ringgit Malaysia five thousand) to RM10,000.00 (Ringgit Malaysia ten thousand) must be approved by a Branch General Committee; and

(c) in excess of RM10,000.00 (Ringgit Malaysia ten thousand) will need to be approved by a Branch general meeting.

g. As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Branch Treasurer and audited by the Auditors appointed by the annual general meeting. The audited accounts shall be submitted for the approval of the Branch General Committee and thereafter for adoption at its next Branch annual general meeting. Copies shall be made available at the registered place of business of the Branch for the perusal of its Branch members and forwarded to the Treasurer of the Association.

h. The financial year of a Branch shall end on the 31st December of every year.

i. The General Fund of a Branch shall be derived from fees, dues and voluntary contributions which shall be regulated by Branch's Bye-laws.

j. All monies, books and other property of a Branch which is being dissolved shall if not otherwise dealt with through a resolution of a general meeting of members of the Branch vest in the Association and the Branch in such event is obliged to send

them without delay to the Secretary together with a statement of accounts.

CLAUSE 19 BRANCH GENERAL PROVISIONS

1. The other Branch general provisions for the purposes of regulating the running and management of a Branch, Branch fees and dues including selection of its own Branch name and emblem shall be provided in the form of a standard set of Bye-Laws for Branches of the Association as laid down by Bye-laws of the Association.
2. No activity shall be held by a Branch if it transgresses any policy laid down by the General Committee or general meeting of the Association.
3. Where no special provision has been made in the Constitution for any matter relating to the management of the affairs or any other matters of the Branch, the Constitution and Bye-laws relating to the management or any other matters of the Association shall be followed in so far as it can be applied substituting the Branch General Committee/general meeting or the Branch for the General Committee/general meeting of the Association or the Association therein as the case maybe.
4. The general meeting and/or the General Committee of the Association may give directions to the general meeting or General Committee of the Branch regarding the management of its affairs.

CLAUSE 20 AMENDMENT OF CONSTITUTION

This Constitution shall not be amended except by resolution of a general meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the Constitution shall be forwarded to the Registrar of Societies within sixty (60) days of being passed by the general meeting.

CLAUSE 21 INTERPRETATION

1. Between annual general meetings the General Committee shall interpret the Constitution and Bye-laws of the Association and when necessary, determine any point on which the Constitution and Bye-laws are silent.
2. Except where they are contrary to or inconsistent with the policy previously laid down by the general meeting, the decisions of the General Committee shall be binding on all members of the Association unless and until countermanded by a resolution of a general meeting.
3. If there is any contradiction or dispute in the interpretation of any of the Clauses of the English with the Bahasa version of this Constitution, then the English version of the Constitution will prevail and be used.

CLAUSE 22 PROHIBITION

1. Any form of gambling as defined by the Gaming Houses Act, 1953 shall be prohibited to be played at the premises of the Association or any of its Branches.
2. Neither the Association, any of its Branches nor its respective members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959.
3. The Association or any of its Branches shall not hold any lottery, whether confined to its respective members or not, in the name of the Association or any of its Branches, its respective Office-bearers or members without prior approval from the authorities concerned.
4. "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the Association or any of its Branches to any of its respective member.

CLAUSE 23 FLAG, LOGO AND BADGE

1. Flag

Description

The logo sits in the middle of a field of white.

2. Logo

Description:

(a) Description:

The logo of the Institute of Arbitration and Dispute Resolution features its abbreviation 'SiADR'.

(b) Color

The color yellow symbolises the Association's unwavering vigour to promote alternative dispute resolution (ADR) as the preferred mode of dispute resolution.

The color red reflects its burning passion, representing the ultimate pursuit of truth and justice in the process of resolving disputes via ADR.

The emboldened black letters of 'SiADR' denote the Association's authority in facilitating expeditious dispute resolution.

(c) Symbolism

The emblem, incorporating a hornbill into the letter 'S' and a 14-pointed star above the letter 'i', symbolizes the 14 divisions of Sarawak adopting ADR as time-efficient,

and cost-effective dispute resolution method.

3. Badge

Description:

Same as Logo

CLAUSE 24 **ADVISOR / PATRON**

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

CLAUSE 25 **BYE-LAWS**

The General Committee may make, amend and repeal such Bye-laws as are necessary for the regulation and carrying out of the objects and activities of the Association and workings of its Committees, for the regulation of the profession of ADR, the charging for dues or fees to be imposed, goods, supplies and services which must first be endorsed by a general meeting or follow the procedure for amendment of the Constitution of the Association before it can come into force.

CLAUSE 26 **OTHER STANDING AND AD HOC COMMITTEES**

The Association may set up the SiADR Rules Committee (for establishing and monitoring the Rules for regulation of all ADR proceedings); SiADR Standards and Regulation Committee (to establish an independent ADR professional regulation and to uphold and endorse standards of Alternative Dispute Resolvers); SiADR Tribunal (to independently determine regulatory cases including disciplinary cases against Alternative Dispute Resolvers); SiADR en-panelling Committee (for impartial nominating ADR practitioners, dispute resolvers or expert witnesses to serve parties in dispute) and such other special purpose Committees or Ad Hoc Committees as and when required by the General Committee or through its Bye-laws.

LAMPIRAN

1. Bendera



Keterangan

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2. Lambang



Keterangan

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3. Lencana



Keterangan
