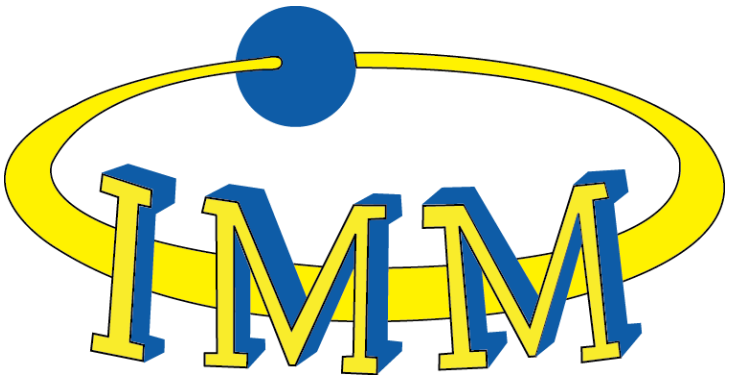


INSTITUT BAHAN MALAYSIA

(INSTITUTE OF MATERIALS, MALAYSIA)

CONSTITUTION

(AMENDED 29/05/2019)

SECTION I: NAME

1.1 The institute as hereunder constituted shall be known as "Institut Bahan Malaysia" (Institute of Materials, Malaysia) and is hereunder referred to in abbreviated form as the "IMM".

SECTION II: ADDRESS

2.1 The registered place of business shall be at Suite 515, Level 5, Block A, Kelana Center Point (Lobby B), No.3, Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor, Malaysia or at such other place or places as may from time to time be decided on by the Council. The registered place of business of the institute shall not be changed without the prior approval of the Registrar of Societies.

SECTION III: OBJECTIVES

3.1 The objectives of the IMM shall include the following: -

a) to encourage education in Materials Science and Engineering.

b) to promote research and development in the fields of Materials Science and Engineering.

c) to encourage collaboration between the industrial sectors, research institutes and universities.

d) to promote honorable practice and professional etiquette among members of the IMM.

e) to set up wholly-owned subsidiary companies registered

under the Companies Act to undertake activities for the IMM and to operate business and investment activities beneficial to the IMM. Such companies shall be managed by a Board of Directors appointed by the Management Committee in accordance to IMM Constitution Section XI.

SECTION IV: DEFINITION

4.1 Definition of Materials Science and Engineering: -

Materials Science and Engineering shall include Metallurgy, Polymer Technology, Ceramics Technology, Welding Technology, Concrete Technology, Wood Technology and Advanced Materials Technology.

SECTION V: MEMBERSHIPS

5.1 General Constitution on Memberships: -

5.1.1 The Council shall establish a Memberships Committee which will be responsible for review of applications for transfer of membership grades. The Memberships Committee shall recommend transfers for Council approval at Council Meetings. All grades of memberships are awarded at the discretion of the Council and may be withheld or withdrawn in the event of conduct likely to prejudice the standing of the Institute Every member shall receive a membership certificate.

5.1.2 The Memberships Committee shall be responsible for drafting the "Regulations Governing Admission and Transfer of Member Grades" for Council approval. These regulations may be changed from time to time

subject to Council approval.

5.1.3 Every application for membership shall be proposed and seconded according to these regulations and shall be forwarded to the Honorary Secretary who shall, at the first convenient opportunity, submit it to the Council for approval The Council may at its discretion reject any application without assigning any reason thereof.

5.1.4 Each company on admission shall be entitled to nominate one representative to exercise all rights of membership. Only representatives of Company membership, Fellows (F.I.M.M.). Professional Members (M.I.M.M.) and Ordinary members shall have the right to vote and to hold office in IMM.

5.1.5 Only Malaysian Citizens, and Blue Identity Card Holders can become Ordinary Members, Associate Members (A.M.I.M.M.), Professional Members (M.I.M.M.) and Fellow Members (F.I.M.M.) with voting rights. Foreigners can join similar grades but shall have no voting rights.

5.2 Grades

5.2.1 Honorary Fellow (Hon. F.I.M.M)

The Council shall have the power to elect Honorary Fellows who shall be persons of eminence in science or industry. The election shall be based on a majority vote within the Council. Honorary Fellows shall enjoy such privileges as may from time to time be determined by the Council.

5.2.2 Fellow (F.I.M.M)

A person at least 35 years of age with approved academic qualifications, training and 8 years relevant responsible

experience who has made significant contributions to the science and practice of profession of Materials Science and Engineering or has given distinguished service to industry or education.

5.2.3 Professional Member (M.I.M.M)

A person at least 25 years of age. with approved academic qualifications and training, having at least 3 years responsible experience in Materials Science and Engineering, or

A person at least 40 years of age, with at least I5 years of experience with practical responsibility, as demonstrated by thesis/dissertation or report and interview.

5.2.4 Associate Member (A.M.I.M.M)

A person at least 25 years of age, who possesses an interest in Materials Science and Engineering but have not acquired the necessary experience or obtained the qualification', governing entry to Member grade. An Associate Member, on obtaining the necessary qualifications, may apply for transfer to Member grade.

5.2.5 Company Member

Any company that is involved or has interest in Materials Science and Engineering will be qualified to join as a company member.

5.2.6 Ordinary Member

Any Malaysian Citizen and above the age of 18 years engaged in activities related to research, development and, applications in Materials Science and Engineering shall qualify for Ordinary Membership. Only Ordinary Members who meet the necessary minimum requirements may apply for transfer to membership

grades of Fellow, Member and Associate Member and may use the abbreviated titles upon transfer.

5.2.7 Student Member

A student member shall be a person not under 17 years of age who at the time of application satisfies the Council that he has received a good general education and is studying subjects related to Materials Science or Engineering A student member shall transfer to the grade of Ordinary Member after graduation provided he or she is suitably qualified and as soon as he or she is earning a full-time salary A Student shall not become member of the IMM without the prior approval of the Vice-Chancellor or Head of Department of the university or relevant authority concerned.

5.3 Admission, Election and Transfer

5.3.1 Applications

Admission and election to membership of the Institute and transfer in grade of membership therein shall be effected through voluntary application from persons qualified under the Constitution for such membership. A Certificate of Membership will be issued to every member.

5.3.2 Honorary Fellow

An Honorary Fellow shall be elected by the unanimous vote of a meeting of the Council at which not less than two thirds of the members of the Council are present.

5.3.3 Fellows

Every proposal for transfer of a Member to the grade of Fellow shall be according to such form as the Council may prescribe. This proposal form, having been subscribed by four

Professional Members (M.I.M.M.) of whom at least two shall be Fellows (F.I.M.M.), and delivered, duly completed, to the Honorary Secretary, shall be submitted to the Council, who, subject to conditions herein before set forth, may, if they think fit, approve the proposed transfer.

5.3.4 Professional Members and Associates

Any person desirous of being elected to a Professional Member or Associate shall be proposed and seconded according to such form as the Council may prescribe. The proposal form shall be signed by one Fellow (F.I.M.M.) and one Professional Member (M.I.M.M.). The proposer and seconder shall certify from personal knowledge of the candidate that he is a fit and proper person for consideration of the Council for membership in the Institute.

5.3.5 Ordinary & Students

Each candidate for admission to the grade of Ordinary, or for transfer from Student to Ordinary, shall have his application form signed by a Professional Member (M.I.M.M.). Each candidate for admission to the grade of Student shall have his application form certified by a Professional Member (M.I.M.M.) or by his employer or by a Head of Department of a teaching Institution who shall certify that the candidate is receiving or has received the required education and training. No person who is eligible for admission to the grade of Ordinary Member shall be admitted to the grade Student or remain in the grade of Student.

SECTION VI: MANAGEMENT

6.1 Council

6.1.1 The activities of the IMM shall be governed by a

Council.

6.1.2 The number of the members of the Council shall be thirty (30) persons.

6.1.3 The decision of the Council on all matters dealt with by it in accordance with the provision of this Constitution made there under shall be final and binding on all matters of the IMM. The Council may decide on any matters not provided for in this Constitution subject to such decision being not repugnant to the spirit of the Constitution.

6.1.4 The Council may establish working committees as and when necessary from amongst Ordinary Members of the IMM for the purpose of carrying out specific functions of the Council. The powers of the working committees shall be governed by the Council. The appointment of the Chairman of the working committee shall be approved by the Council. The Chairman shall then appoint his own Secretary/Treasurer and committee members.

6.1.5 The Council shall be directly responsible for overseeing all activities of the IMM in relation to profits and loss account, complaints or feedback from members and participants of IMM activities, press statements, discipline among members, and the financial status of the IMM.

6.1.6 The Council shall be responsible for negotiating and signing all documents with the nominated Contractor awarded the Contract to operate the Secretariat of the IMM which will run all activities of the IMM.

6.1.7 The day-to-day management of the affairs of the IMM shall be exercised by the Honorary Secretary of the

IMM acting under the authority of the Council.

6.2 Officers of the Council

6.2.1 The Members of the Council, who shall be chosen from amongst IMM Members shall consist of the following:

a) The President

b) Deputy President

c) Immediate Past President

d) Honorary Secretary

e) Honorary Treasurer

f) 25 Ordinary Council Members

The posts of President, Deputy President, Honorary Secretary and Honorary Treasurer shall be held by Malaysian citizens who must be IMM Corporate Members of Professional Member (M.I.M M.) or Fellow (F.I.M.M) grades only. In the event of any of the four positions falling vacant, the position shall be filled by a simple majority vote within the council members.

The posts of ordinary council members shall be held by Malaysian citizens Not more than fifty-percent of the ordinary council members can be non- Malaysian citizens subject to approval by the Registrar of Societies.

6.2.2 The term of office of Council Members shall be as follows:

6.2.2.1 The post of President for the first Council term shall be elected from amongst corporate members of the IMM. The first President shall hold office for two consecutive

terms. The post of President for subsequent terms shall not be filled by elections. The Deputy President shall automatically fill the post of the President once the terms completed. The term of office for the President shall be two consecutive terms.

6.2.2.2 The posts of Deputy President, Honorary Secretary and Honorary Treasurer for the first Council term shall be elected from amongst corporate members of the IMM. The first Deputy President, Honorary Secretary and Honorary Treasurer shall hold office for two consecutive terms. The post of Deputy President, Honorary Secretary -and Honorary Treasurer for subsequent terms shall be filled by elections within the Council during the penultimate Council Meeting prior to the Annual General Meeting. The office-bearers for these three posts can be re-elected for more than two consecutive terms.

6.2.2.3 The posts for ten (10) Ordinary Council Members shall be filled by elections held during the Annual General Meeting. The balance fifteen (15) Ordinary Council Members shall be co-opted by the Council within the first six (6) months after the Annual General Meeting with the objective of ensuring that other disciplines of Materials Science and Engineering will be represented within the Council. Ordinary Council Members shall hold office for one term and may be re-elected for not more than three consecutive terms.

6.2.3 A Council Member can also hold the post of Chairman of working committees of the IMM, while holding the post of an ordinary Council Member or a Principal post.

6.2.4 The period for one term shall not be more than twenty-four (24) months.

6.3 Duties of the Council

6.3.1 The Council shall manage the property and affairs of the IMM in accordance with the provisions of the Constitution. It shall direct the investment and care of the funds of the IMM and take measures to advance the objectives and interests of the IMM.

6.3.2 The Council shall be responsible for the proper conduct of all elections and for this purpose shall make such regulations as are necessary.

6.3.3 The fiscal year for the IMM shall be from January 1 to December 31. An annual budget of estimated incomes and expenditures shall be adopted by the Council not later than 1st November each year.

6.3.4 The Council shall table an Annual Report at the Annual General Meeting. The Annual Report shall include the President's Message, the reports of the Honorary Secretary for the preceding session and of the Honorary Treasurer for the preceding fiscal year, and such other information as may be deemed appropriate by the Council.

6.4 Duties of the President, Deputy President and Immediate Past President

6.4.1 The President shall have general supervision over the affairs of the IMM. He shall preside at the Annual General Meeting and Extraordinary General Meetings and meetings of the Council. He shall be an ex-officio member of all working committees.

6.4.2 The Deputy President shall act for the President in his absence. He shall succeed the President in the event of the latter's office falling vacant. He shall also be the

Chairman of the Memberships Committee.

6.4.3 The Immediate Past President shall take the role of advisor to the Council of the IMM and to provide recommendations based on his past experience in the Council.

6.5 Duties of the Honorary Secretary

6.5.1 The Honorary Secretary shall serve as the Secretary of the Council. He shall attend the Annual General Meeting and Extraordinary General Meetings of the IMM and meetings of the Council and cause to be prepared agenda therefore and record the proceedings thereat.

6.5.2 He shall prepare the Annual Report of the IMM on activities of the IMM in consultation with the different working committees and circulate it to all members of the IMM together with the Notice of the Annual General Meeting.

6.5.3 He shall supervise the work of all employees of the IMM and shall conduct and maintain full records of the IMM, including the Membership Register.

6.6 Duties of the Honorary Treasurer

6.6.1 The Honorary Treasurer shall be responsible for the collection of all monies due to the IMM and for the transfer of such monies to the appropriate bank accounts of the IMM which have been approved by the Council. The bank accounts will be in the name of the IMM. He may hold petty cash not exceeding RM500.00 at any one time. All money in excess of this sum shall within 7 days of receipt be deposited in the IMM Account.

6.6.2 He shall have charge of the books of account of the IMM and shall exercise all customary managerial functions with regard to the financial transactions of the IMM. He shall also prepare a Statement of Account and Financial Report at the end of the session for the period from 1st January to 31st December.

6.6.3 On the recommendation of the Council, the Honorary Treasurer shall invest on Securities, funds not needed for current disbursements; purchase any property, movable or immovable, sell, mortgage, lease, exchange or otherwise dispose of any such property.

6.6.4 He shall present annually to the Council a Balance Sheet of the IMM's account, as of 31st December and shall furnish from time to time such other financial statements as may be required of him. Such financial statement of account as of 31st December shall be circulated to all members before the Annual General Meeting.

6.6.5 The Honorary Treasurer shall formulate for the approval of the Council, regulations governing procedure in connection with all financial matters including inter alia the compilation of a record of the subscriptions and fees payable, of accounts, and the preparation of periodical returns and annual audited statements.

6.7 Duties of the Ordinary Council Members

6.7.1 Ordinary Council Members shall attend meetings of the Council and other meetings, such as Annual General Meetings and Working Committee Meetings, to contribute constructively towards the development of the IMM.

6.7.2 Ordinary Council Members shall volunteer their services by being actively involved in Working Committees either as Chairman, Secretary/Treasurer, or as active committee members.

6.7.3 Ordinary Council Members shall act as promoters of the activities of the IMM and shall actively encourage ordinary IMM members and the public to participate in IMM's activities.

SECTION VII: SUBSCRIPTIONS

7.1 The following entrance fees, processing fees, transfer fees and annual subscriptions shall be payable by members upon registration and acceptance.

7.1.1 COMPANY MEMBER

Entrance Fee : RM50.00

Processing Fee : -

Transfer Fee : -

Annual Subscription : RM200.00

7.1.2 ORDINARY MEMBER

Entrance Fee : RM20.00

Processing Fee : -

Transfer Fee : -

Annual Subscription : RM40.00

7.1.3 FELLOW MEMBER

Entrance Fee : -

Processing Fee : RM300.00

Transfer Fee : RM10.00

Annual Subscription : RM150.00

7.1.4 PROFESSIONAL MEMBER (M.I.M.M.)

Entrance Fee : -

Processing Fee : RM150.00

Transfer Fee : RM10.00

Annual Subscription : RM100.00

7.1.5 ASSOCIATE MEMBER (A.M.I.M.M.)

Entrance Fee : -

Processing Fee : RM150.00

Transfer Fee : RM10.00

Annual Subscription : RM80.00

7.1.6 STUDENT MEMBER

Entrance Fee : RM10.00

Processing Fee : -

Transfer Fee : -

Annual Subscription : RM10.00

7.2 Annual subscriptions shall be payable in advance on 1st January of each year. Any person who is admitted into the IMM between 1st July and 31st December in any year shall pay only half the annual subscription.

7.3 Arrears and Penalties

7.3.1 Any member whose subscription is more than three months in arrears shall be so notified by the Honorary Secretary. A member whose subscription becomes six months in arrears shall lose the right to vote and to receive publications normally furnished without special charge to members in good standing.

7.3.2 The Honorary Secretary shall mail a final notice by registered post to the last known address of any member whose subscription becomes nine months in arrears. Any member whose subscription become twelve months in arrears shall be reported to the Council who shall have the power to expel the defaulter from the Institute by deleting his name from the Register, provided, however, that the Council for cause deemed by it to be sufficient, may extend the time for payment of arrears of subscriptions and for the application of these penalties.

7.3.3 In the case of any Council Member whose earning capacity has been adversely affected by ill-health, or otherwise, the Council may, at their discretion, exempt the annual subscription which are due from such an individual.

SECTION VIII: ELECTION PROCEDURE

8.1 Not less than six weeks before the date of the Annual General Meeting, nominations for posts in the Council for the ensuing session shall be invited from Corporate Members. All nominations shall be submitted to the Honorary Secretary with the written consent of the person so nominated, by a date to be fixed by the Council.

8.2 In the event that insufficient nominations are received by the Honorary Secretary, additional nominations will be requested during the Annual General Meeting.

8.3 At a Council Meeting of the IMM preceding the Annual General Meeting, the Council shall choose three or more Council Members as Scrutineers for the purpose of counting votes during the elections. One of the Scrutineers shall be appointed the Returning Officer by the Council. The Scrutineers shall check all nomination forms to confirm the list of nominated candidates.

8.4 All nominated candidates shall identify their field of speciality. Every attempt shall be made to ensure a fair composition of the different fields under Materials within the Council.

8.5 Voting shall be by show of hands. Only members with voting rights will be allowed to vote. Each member shall be allowed to vote more than once.

8.6 One term of office for each Council Member shall not be more than two years.

SECTION IX: MEETINGS

9.1 The meetings of the IMM shall be classified as follows:

a) The Annual General Meeting of members only.

b) Extraordinary General Meeting of Members only, for the purpose of making, altering, and establishing the Constitution or for any other special business for which such meetings may be convened.

c) Council Meetings.

9.2 Subject to the provisions of the Constitution, the Meetings of the IMM shall be conducted as prescribed by the Council from time to time

9.3 The quorum for an Annual General Meeting or Extraordinary General Meeting shall be half of the voting member register or one third more the number of Council Members whichever is the lower. The quorum for a Council Meeting shall be not less than one third of the number of Council Members.

9.4 The accidental omission to send notice of a meeting to, or the non-receipt of a notice by, any Member shall not invalidate the proceedings at the meeting.

9.5 Annual General Meeting

9.5.1 The Annual General Meeting of the IMM shall be held not later than the end of March of each year on a date and at such time and place as the Council may determine.

The notice for the Annual General Meeting together with the audited annual accounts for the previous year shall be

circulated to the general membership at least four weeks before the Annual General Meeting.

9.5.2 In the event of a quorum not being present within thirty minutes of the hour fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to the same place and the same day and hour in the following week, when the Members present, whatever number, shall have the power to proceed with the business of the day but they shall not have the power to alter the Constitution of the Institute, or make decisions affecting the whole Membership.

9.5.3 The business of the Annual General Meeting shall include the presentation of the President's Address, the Report of Council of the activities of the past year and the audited financial statements of accounts, the declaration of the results of the ballots for the election of Officers of the IMM, the election of the internal auditors, the appointment of external auditors, the installation of the President and the consideration of any other business as provided for in these Constitution.

9.6 Extraordinary General Meeting

9.6.1 Any twenty voting members may at any time call an Extraordinary General Meeting of members for a specific purpose or whenever the Council deems it necessary. An Extraordinary General Meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.

9.6.2 The notice for the Extraordinary General Meeting shall be circulated to the Members at least twenty-one days before such meeting. Such notice shall specify the general nature of the matters to be brought before and the resolutions (if any) to be moved at such meeting

and none other than that business shall be transacted at the meeting.

9.6.3 Clause 9.5.2 of this Constitution regarding the postponement of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting, the meeting shall be cancelled, and no Extraordinary General Meeting shall be requisitioned for the same purpose until after the lapse of at least six months from the date thereof.

9.6.4 In the event of the Council deeming it desirable that the votes of Members of the IMM not present at any Extraordinary General Meeting be taken into account by means of voting papers, notice of the Extraordinary General Meetings in question containing particulars of the Resolutions to be submitted to the meeting, shall be posted by the Honorary Secretary of the IMM together with the voting paper to each voting Member of the IMM. at least twenty-one days before the date of the Extraordinary General Meeting, in an envelope marked as being from the IMM and addressed to each Member for the time being appearing on the books of the IMM.

9.6.5 The Honorary Secretary shall also send in such envelope indication of the last date by which the voting paper be received back by the Honorary Secretary, and an envelope addressed to the Honorary Secretary for the return of the said voting paper.

9.6.6 The Member on receipt of his voting paper and is unable to be present to vote at the Extraordinary General Meeting, shall record his vote and return the voting paper through the post to the Honorary Secretary.

9.6.7 Each voting paper so received by the Honorary Secretary shall, three days before the date of the Extraordinary General Meeting, be handed by him to the Chairman of the Meeting, and the vote given thereby shall be duly counted at the Meeting by or under the direction of the Chairman together with the votes cast by the Members entitled to vote at such meeting. The decision of the Chairman upon any question as to the right to vote or the manner of voting or the recording or counting of votes shall be final.

9.6.8 No Resolutions other than the Resolutions as circulated for the purpose of a postal vote and no amendment or variation of any such Resolution shall be proposed or voted upon at the meeting.

9.7 Council Meeting

The Council shall meet at least once every 3 months and 14 days' notice of each meeting shall be given to the Members. The President acting alone or not less than three of its Members acting together may call for a meeting of the Council to be held at any time. At least one third of the Council members must be present for its proceedings to be valid and to constitute a quorum.

SECTION X: AMENDMENTS

10.1 The Constitution of IMM can be amended only at the Annual General Meeting or at an Extraordinary General Meeting hereinafter referred to as General Meetings. Amendment of the Constitution can be proposed by the Council or by not less than twenty voting members signing a written petition to the Honorary Secretary. Petitions for a proposed amendment shall be presented

to the Honorary Secretary not less than fourteen days in advance of the date of the General Meeting. A proposed amendment in accordance with the intent of the petition shall be drafted by the Honorary Secretary and sent by letter to all Members of IMM at least seven days in advance of the General Meeting, at which the proposed amendments shall be tabled.

10.2 The proposed amendment as drafted by the Honorary Secretary shall be tabled for discussion at the General Meeting and it may be amended in any manner pertinent to the petitions by a majority vote at the said Meeting.

10.3 After discussion of a proposed amendment at any General Meeting of the Institute, if the meeting shall so decide by a majority vote, it may refer the proposed amendment to a committee for further consideration, and report at the next General Meeting.

10.4 For the adoption of any amendment to the Constitution, not less than two- thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall be submitted to the Registrar of Societies within 28 days and shall become effective upon the approval of the Registrar of Societies.

SECTION XI: AUDIT

11.1 One or more persons, who shall not be office-bearers of the Institute, shall be appointed by the Annual General Meeting as Internal Auditors. They shall hold office for one year only and shall not be re-appointed.

11.2 The Internal Auditor/Auditors shall be required to audit the accounts of the Institute for the year, and to prepare

a report or certificate for the annual general meeting. He/They may also be required by the President to audit the accounts of the Institute for any period within their tenure of office at any date, and to make a report to the Management Committee.

11.3 An external auditor shall be appointed by the Council upon recommendations from the Management Committee on a year-to-year basis. The external auditor shall prepare and submit the annual accounts to the relevant authorities.

SECTION XII: PROHIBITIONS

12.1 Neither the Institute nor its 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 Ordinance, 1959.

12.2 The Institute shall not hold any lottery, whether confined to its members or not, in the name of the Institute or its office bearers, committee or member.

12.3 None of the following games shall be played in the premises of the Institute:

Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belangkai, Pai Kau, Tau Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty-One, Thirty-One, Ten and a half, all games of dice, bankers' games, videogames and all games of mere chance.

SECTION XIII: DISSOLUTION

13.1 The Institute may be voluntarily dissolved by a resolution of not less than, three-fifths of the total

membership.

13.2 In the event of the Institute being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.

13.3 Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.

SECTION XIV: MANAGEMENT COMMITTEE

14.1 The financial assets of the Institute of Materials, Malaysia (IMM) shall be managed by a Management Committee in accordance to IMM Constitution Section VIII.

14.2 The Management Committee of five members shall comprise of the following:

- IMM President (in the Chair)
- IMM Deputy President
- IMM Honorary Secretary
- IMM Honorary Treasurer
- IMM Immediate Past President

Should any of the above office-bearers decline to be a member of the Management Committee, the IMM Council may nominate a Council Member to fill up the ‘vacancy'.

14.3 The Management Committee shall meet at least four times a year or as regularly as deemed necessary for the resolution of issues pertaining to activities of the IMM and planning for the future of the IMM.

14.4 Quorum for Management Committee meetings shall be 3 out of 5.

14.5 All meetings shall be minuted by the Honorary Secretary and signed by the Chairman as evidence of the due passing of any resolution and of the amount of the majority in favour thereof. The results of resolutions and decisions made shall be announced at subsequent IMM Council Meetings.

14.6 The Management Committee shall oversee the set-up of wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM or to operate business activities beneficial to the IMM, as allowed for in the IMM Constitution clause number 3.1 (e) 6.4.1 & 6.7.3. Such companies shall be managed by a Board of Directors appointed by the Management Committee. All profits and proceeds obtained through involvement in business and investment activities of the IMM shall be for the purpose of development, growth, and achieving the objectives of the IMM and none of the profits and monies gained shall be used to pay benefits or bonus to any individual member. However, this provision shall not prohibit any payment made for the good cause, to pay salaries, benefits, and expenditures to any working/active members, workers, and staff of the IMM.

14.7 The Chairman, and in his absence, the Deputy Chairman shall preside at each meeting. In the absence of both, either one of the remaining 3 committee members shall preside over the meeting, based on mutual consent.

14.8 Investments and businesses of wholly-owned subsidiary companies of the IMM shall be overseen by the Board of Directors appointed by the Management

Committee. The day-to-day running of the businesses shall be carried out by permanent staff employed by the businesses.

14.9 The Board of Directors shall provide monthly report to the Management Committee for review.

14.10 The shares of the IMM shall be held in trust by a Board of Trustees appointed by the Management Committee. A Trust Deed shall be drawn up between the IMM and the Board of Trustees.

SECTION XV: CHEQUE AUTHORISATION

15.1 Cheque Authorisations

The authorized cheque signatories shall be the President, the Deputy President, the Honorary Treasurer, and the Honorary Secretary.

Authority limits shall be as follows:

15.1.1 Less than RM10.000.00 per cheque; Jointly by any two of the four authorized signatories.

15.1.2 Above RM10,000.00 per cheque; by the President and any one of the other three authorized signatories.

SECTION XVI: SECRETARIAT & ADVISOR

16.1 Secretariat

The Secretariat of the IMM may be contracted to a nominated Contractor who can demonstrate their, ability (both financially and technically) to operate the Secretariat and run all activities

on behalf of the IMM.

The terms and conditions of the contract for operating the Secretariat shall be established and approved by the Council.

16.2 Advisor

A person of eminence in science or industry and who has been awarded the title of Honorary Fellow of the IMM by the Council shall be appointed by the Council as the Advisor to the IMM. The term of office for the Advisor shall be three (3) years, and he/she may be re-appointed.

SECTION XVII: RESIGNATION & TERMINATION

17.1 Resignations/Terminations of Council Members & Committee Members.

Council Members and Committee Members who wish to resign from their posts shall submit written requests of resignation to the Honorary Secretary giving one month's notice in advance and ensure that all dues and debts have been settled.

The Council may terminate the office of a Council Member or Committee Member for one or more of the following reasons: -

a) Failure to abide by the Constitution of the IMM.

b) Conduct deemed unprofessional and/or unethical to the wellbeing of the IMM.

c) Failure to attend at least fifty percent of Meetings held within a Calendar Year.

d) Failure to perform duties issued by the Council.

The Council shall issue a show-cause letter to the Member concerned giving a one-month period for appeal prior to official termination.

Vacancies arising out of resignations or terminations shall be filled by elections within the Council for Principal Posts and Co-opting of new Ordinary Council Members or Committee Members.

SECTION XVIII: LOGO

18.1 Logo

The logo of the IMM shall be in the form of three letters IMM, in bold capital letters, encircled with a sphere in orbit. The colours of the logo shall be in blue and yellow. The logo and its colours do not have any special meaning nor any special significance. A sample of the logo is depicted as follows: -



INSTITUTE OF MATERIALS, MALAYSIA (IMM)

GUIDELINES FOR WORKING COMMITTEES

1. The term “Working Committees” shall cover regional chapters, discipline committees and sub-committees established under IMM Constitution no: 3.2.4. The Working Committees shall comprise of one Chairman, one Deputy- Chairman, one Secretary, one Treasurer, and Ordinary Committee members of not less than three (3) and not more than fifteen (15) bringing a total minimum of seven (7) or maximum of nineteen (19).

2. The Working Committee Chairman may be elected from the Working Committee and approved by the IMM Council in accordance to IMM Constitution no: 3.2.4. The term of office of the Chairman shall be two (2) years and the election for the Chairman’s post shall be held before the Annual General Meeting of the IMM. The election procedure shall be by nomination within the Working Committee and simple majority vote by hand based on a quorum of one third attendance of the Working Committee members. The decision to conduct an election for the Working Committee Chairman shall be made by a simple majority vote within the committee. In the event that the Working Committee decides not to hold its own election, the Council shall appoint the new Working Committee Chairman after the Annual General Meeting of the IMM.

3. The Working Committee Chairman shall appoint his Deputy-Chairman, Secretary, Treasurer and his ordinary committee members.

4. The Working Committees may establish Sub-Committees for specific activities and a Sub-Committee Head shall be appointed for each Sub-Committee.

5. The Sub-committee Head may appoint his own Sub-Committee members.

6. The Working Committee Chairman shall be responsible for the activities of both the Working Committee and the Sub-Committees and ensure that all activities are carried out in compliance to the IMM Constitution.

7. The Working Committee Chairman shall be responsible for the funds involved in each particular activity conducted by the committees and liaise closely with the Honorary Treasurer to ensure proper accounting records are kept. At the end of each activity, all remaining funds after deducting expenditures shall be transferred by the Honorary Treasurer into IMM's Bank Account and appropriately classified for identification purposes. A financial report for each activity shall be prepared by the Committee Chairman and submitted to the IMM Management Committee for review and approval.

8. All funds earned by the various committees shall be held in IMM's bank account. The Honorary Treasurer shall classify income received individually for administrative purposes only. All committees planning activities may request for advances from the IMM bank account. The IMM Management Committee shall meet to review the advance requests and approve accordingly.

9. The term of office for the Committee shall be two (2) years from the date of the Annual General Meeting where elections for Council were held. Members appointed shall serve until the subsequent election date for Council. Each member of the Committee may be re-appointed to office.

10. The duties and responsibilities of the **Chairman** and **Subcommittee Head** shall include: -

10.1 Membership drive and promotion of IMM activities.

10.2 Organise activities such as seminars, educational programmes, plant visits, forums, *etc*, to meet the objectives of the IMM.

10.3 Promotions of the IMM objectives for public knowledge.

10.4 General supervision over the affairs of the committee.

11. The duties and responsibilities of the **Secretary** shall include: -

11.1 Prepare offices for meeting and record proceedings thereat.

11.2 Prepare correspondences and notices to the Working Committee members.

11.3 Seek advice from the Honorary Secretary of the IMM to ensure procedures and activities conform to the IMM Constitution as well as the Societies Act.

11.4 Keep a record of the members within the Committee and also to mail all membership applications to the Honorary Secretary of the IMM.

11.5 Liaise regularly with the IMM Secretariat on IMM activities and membership issues.

12. The duties and responsibilities of the **Treasurer** shall include: -

12.1 Keep a record of all income and expenditure relating to activities of the committee.

12.2 Prepare and submit detail accounts for each activity upon completion to the Honorary Treasurer of the IMM including documents for internal audit purposes.

12.3 Prepare and submit monthly “Income & Expenditure” report, “Balance Sheet”, Debtors Listing”, and “Creditors Listing” to the Honorary Treasurer and Honorary Secretary for council review, where necessary.

12.4 Deposit all monies collected into any branch of the designated Bank, under the IMM account and submit summary of deposits to the Honorary Treasurer of the IMM for reference and cross-checking.

12.5 The Working Committee Treasurer may keep petty cash of not more than RM500.00 from proceeds of its activities, subject to approval of the Working Committee Chairman and Honorary Treasurer.

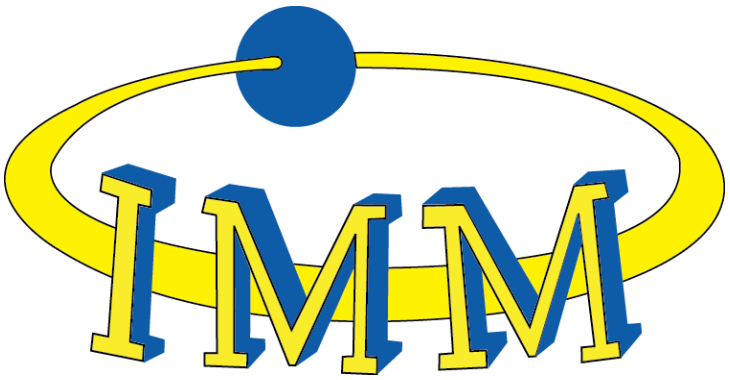
13. The quorum for a committee meeting shall be not less than one third of the number of Committee Members.

14. The organizing of the activities such as seminars, courses, *etc* can be contracted out to a local Authorized Event Organizer (A.E.O.) or Materials Technology Education Sdn. Bhd. (IMM’s event organizing company). IMM will obtain an agreed percentage of the total income. All losses shall be absorbed by the Authorized Event Organizer. IMM will not be liable for any losses of the activity.

15. In the event a Working Committee or Regional Chapter does not hold its Annual General Meeting and elections prior to the main Annual General Meeting, the Council

shall appoint the Chairman for the subsequent session with recommendation of candidate from the Management Committee.

NOTE: The Registrar of Societies had rejected IMM's application for Branch formation and Branch bank accounts. As such, all monies will be kept under the main IMM bank accounts in Kuala Lumpur except for some petty cash generated from local activities which shall be kept by the local committee Treasurer for local meetings and local activity expenses.



INSTITUT BAHAN MALAYSIA

(INSTITUTE OF MATERIALS, MALAYSIA)

CONSTITUTION

(AMENDED 08/06/2023)

SECTION I: NAME

1.1 The institute as hereunder constituted shall be known as "Institut Bahan Malaysia" (Institute of Materials, Malaysia) and is hereunder referred to in abbreviated form as the "IMM".

SECTION II: ADDRESS

2.1 The registered place of business shall be at Suite 1006, Level 10, Block A, Kelana Center Point (Lobby A), No.3, Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor, Malaysia or at such other place or places as may from time to time be decided on by the Council. The registered place of business of the institute shall not be changed without the prior approval of the Registrar of Societies.

SECTION III: OBJECTIVES

3.1 The objectives of the IMM shall include the following: -

a) to encourage education in Materials Science, Technology, and Engineering.

b) to promote research and development in the fields of Materials Science, Technology, and Engineering.

c) to encourage collaboration between the industrial sectors, research institutes, institution of higher learning, government agencies and professional bodies.

d) to develop and promote the competency certification of Technical and Vocational Education and Training (TVET).

e) to promote honorable practice and professional etiquette among members of the IMM.

f) to set up wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM and to operate business and investment activities beneficial to the IMM. Such companies shall be managed by a Board of Directors appointed by the Management Committee in accordance with IMM Constitution Section XIV.

SECTION IV: DEFINITION

4.1 Definition of Materials Science, Technology and Engineering:

Materials Science, Technology and Engineering shall include the following but not limited to Metallurgy, Polymer Technology, Ceramics Technology, Welding Technology, Concrete Technology, Wood Technology and Advanced Materials Technology.

SECTION V: MEMBERSHIP

5.1 General Constitution on Membership:

5.1.1 The Council shall establish a Membership Committee which will be responsible for the review of applications, transfer of membership grades. The Membership Committee shall recommend transfers for Council approval at Council Meetings. All grades of membership are awarded at the discretion of the Council and may be withheld or withdrawn in the event of conduct likely to prejudice the standing of the Institute. Every member shall receive a membership certificate.

5.1.2 The Membership Committee shall be responsible for drafting the "Regulations Governing Admission and Transfer of Member Grades" for Council approval. These regulations may be changed from time to time subject to Council approval.

5.1.3 Every application for membership shall be proposed and seconded according to these regulations and shall be forwarded to the Honorary Secretary who shall, at the first convenient opportunity, submit it to the Council for approval The Council may at its discretion reject any application without assigning any reason thereof.

5.1.4 Each company on admission shall be entitled to nominate one representative to exercise all rights of membership. Only representatives of Company membership, Honorary Fellow Member (Hon. F.I.M.M.), Fellow Member (F.I.M.M.), Professional Member (M.I.M.M.) and Ordinary Member shall have the right to vote and to hold office in IMM.

5.1.5 All grades of membership are open to both Malaysian citizens and foreigners. However, foreigners shall not have voting rights.

5.2 Membership Grades

5.2.1 Honorary Fellow Member (Hon. F.I.M.M.)

The Council shall have the power to elect Honorary Fellow member who shall be a person of eminence in science or industry related to Materials Science, Technology and Engineering. The election shall be based on a two-thirds majority vote of the Council’s meeting attendees. Honorary Fellow member shall enjoy such privileges as may from time to time be determined by the Council.

5.2.2 Fellow (F.I.M.M.)

A person at least thirty-five (35) years of age with approved academic qualifications, training, and eight (8) years of relevant experience in responsible capacity, who has made significant contributions to the science and practice of the profession of Materials Science, Technology and Engineering or has given distinguished service to industry or education.

5.2.3 Professional Member (M.I.M.M.)

A person at least twenty-five (25) years of age. With approved academic qualifications and training, having at least three (3) years of relevant experience in responsible capacity in Materials Science, Technology and Engineering, or

A person at least forty (40) years of age, with at least fifteen (15) years of experience with practical responsibility, as demonstrated by thesis/dissertation or report and interview.

5.2.4 Associate Member (A.M.I.M.M.)

A person at least twenty-five (25) years of age, who possesses an interest in Materials Science, Technology and Engineering but has not acquired the necessary experience or obtained the qualification, governing entry to Professional or Fellow Member grade. An Associate Member, on obtaining the necessary qualifications, may apply for transfer to Professional or Fellow Member grade.

5.2.5 Company Member

Any company that is involved or has an interest in Materials Science, Technology and Engineering will be qualified to join as a company member.

5.2.6 Ordinary Member

A person above the age of eighteen (18) years engaged in activities related to research, development, and applications in Materials Science, Technology, and Engineering shall qualify for Ordinary Membership. Only Ordinary Members who meet the necessary minimum requirements may apply for transfer to membership grade of Professional or Fellow Member and may use the abbreviated titles upon transfer.

5.2.7 Student Member

A student member shall be a person not under seventeen (17) years of age who at the time of application satisfies the Council that he is studying subjects related to Materials Science, Technology or Engineering. A student member shall transfer to the grade of Ordinary Member after graduation provided that he is suitably qualified. A Student shall not become a member of the IMM without the prior approval of the Vice-Chancellor or Head of Department of the university or relevant authority concerned.

5.3 Admission, Election, and Transfer

5.3.1 Application

Admission and election to membership of the Institute and transfer in a grade of membership therein shall be effected through voluntary application from person qualified under the Constitution for such membership. No person can hold two grades of membership at any one time. A Certificate of Membership will be issued to every member.

5.3.2 Honorary Fellow Member

An Honorary Fellow Member shall be elected during a meeting of the Council at which not less than two-thirds majority vote of

the Council's meeting attendees.

5.3.3 Fellow Member

Every proposal for transfer of a Member to the grade of Fellow Member shall be according to such form as the Council may prescribe. This proposal form, having been subscribed by two Fellow Members (F.I.M.M.) and delivered, duly completed, to the Honorary Secretary, shall be submitted to the Council, who, subject to conditions herein before set forth, may, if they think fit, approve the proposed transfer.

5.3.4 Professional Member and Associate Member

Any person desirous of being elected to a Professional Member or Associate Member shall be proposed and seconded according to such form as the Council may prescribe. The proposal form shall be signed by one Fellow Member (F.I.M.M.) and one Professional Member (M.I.M.M.). The proposer and seconder shall certify from personal knowledge of the candidate that he is a fit and proper person for consideration of the Council for membership in the Institute.

5.3.5 Ordinary Member and Student Member

Each candidate for admission to the grade of Ordinary, or for transfer from Student to Ordinary, shall have his application form signed by a Fellow Member (F.I.M.M.) or Professional Member (M.I.M.M.). Each candidate for admission to the grade of Student Member shall have his application form certified by a a Fellow Member (F.I.M.M.) or Professional Member (M.I.M.M.) or by his employer or by a Head of Department of a teaching Institution who shall certify that the candidate is receiving the required education and training. No person who is eligible for admission to the grade of Ordinary Member shall be admitted to or remained in the grade of Student Member.

SECTION VI: MANAGEMENT

6.1 Council

6.1.1 The activities of the IMM shall be governed by a Council.

6.1.2 The number of members of the Council shall be thirty (30) persons.

6.1.3 The decision of the Council on all matters dealt with by it in accordance with the provision of this Constitution made there under shall be final and binding on all matters of the IMM. The Council may decide on any matters not provided for in this Constitution subject to such decision being not repugnant to the spirit of the Constitution.

6.1.4 The Council may establish working committees as and when necessary from amongst Members of the IMM for the purpose of carrying out specific functions of the Council. The powers of the working committees shall be governed by the Council. The appointment of the Chairman of the working committee shall be approved by the Council. The Chairman shall then appoint his own Secretary/Treasurer and committee members.

6.1.5 The Council shall be directly responsible for overseeing all activities of the IMM in relation to profits and loss account, complaints or feedback from members and participants of IMM activities, press statements, discipline among members, and the financial status of the IMM.

6.1.6 The day-to-day management of the affairs of the IMM shall be exercised by the Honorary Secretary of the IMM acting under the authority of the Council.

6.2 Officers of the Council

6.2.1 The Members of the Council, who shall be chosen from amongst IMM Members shall consist of the following:

a) The President

b) Deputy President

c) Immediate Past President

d) Honorary Secretary

e) Honorary Treasurer

f) Twenty-five (25) Ordinary Council Members

The posts of President, Deputy President, Honorary Secretary, and Honorary Treasurer shall be held by Malaysian citizens who must be Honorary Fellow Member (Hon. F.I.M.M.), Fellow Member (F.I.M.M.) or Professional Member (M.I.M.M.) grades only. In the event of any of the four positions falling vacant, the position shall be filled by a simple majority vote of the Council's meeting attendees.

At least fifty percent of Council members shall be Malaysian citizens. Non-Malaysian citizens elected as Council members are subject to approval by the Registry of Societies.

6.2.2 The term of office of Council Members shall be as follows:

6.2.2.1 The post of President for the first Council term shall be elected from amongst Fellow Members and Professional Members of the IMM. The first President shall hold office for two (2) consecutive terms. The post of President for subsequent term shall be filled by

elections within the Council during the penultimate Council Meeting prior to the Annual General Meeting. The Deputy President shall automatically fill the post of the President once the term/terms is/are completed. The term of office for the President shall not be more than two (2) consecutive terms.

6.2.2.2 The posts of Deputy President, Honorary Secretary and Honorary Treasurer for the first Council term shall be elected from amongst Fellow Members and Professional Members of the IMM.

The first Deputy President, Honorary Secretary, and Honorary Treasurer shall hold office for two (2) consecutive terms. The post of Deputy President, Honorary Secretary, and Honorary Treasurer for subsequent terms shall be filled by elections within the Council from amongst Honorary Fellow Members, Fellow Members and Professional Members of the IMM during the penultimate Council Meeting prior to the Annual General Meeting. The office-bearers for these three (3) posts can be re-elected for more than two (2) consecutive terms.

6.2.2.3 The posts for ten (10) Ordinary Council Members shall be filled by elections held during the Annual General Meeting. The balance of fifteen (15) Ordinary Council Members shall be co-opted by the Council within the first six (6) months after the Annual General Meeting with the objective of ensuring that other disciplines of Materials Science, Technology, and Engineering will be represented within the Council. Every attempt shall be made to ensure a fair composition of different technical specialities of Materials Science, Technology, and Engineering; organizations, and regions. Not more than three Council Members shall be from the same technical speciality or same organization. Ordinary

Council Members shall hold office for one (1) term and may be re-elected for not more than three (3) consecutive terms.

6.2.3 A Council Member can also hold the post of Chairman of working committees of the IMM while holding the post of an ordinary Council Member or an Office-Bearer post.

6.2.4 The period for one term shall not be more than twenty-four (24) months.

6.3 Duties of the Council

6.3.1 The Council shall manage the property and affairs of the IMM in accordance with the provisions of the Constitution. It shall direct the investment and care of the funds of the IMM and take measures to advance the objectives and interests of the IMM.

6.3.2 The Council shall be responsible for the proper conduct of all elections and for this purpose shall make such regulations as are necessary.

6.3.3 The fiscal year for the IMM shall be from January 1st to December 31st. An annual budget of estimated incomes and expenditures shall be adopted by the Council not later than 1st December each year.

6.3.4 The Council shall table an Annual Report at the Annual General Meeting. The Annual Report shall include the President's Message, the reports of the Honorary Secretary for the preceding session and the Honorary Treasurer for the preceding fiscal year, and such other information as may be deemed appropriate by the Council.

6.4 Duties of the President, Deputy President, and Immediate Past President

6.4.1 The President shall have general supervision over the affairs of the IMM. He shall preside at the Annual General Meeting and Extraordinary General Meetings and meetings of the Council. He shall be an ex-officio member of all working committees.

6.4.2 The Deputy President shall act for the President in his absence. He shall succeed the President in the event of the latter's office falling vacant. He shall also be the Chairman of the Membership Committee.

6.4.3 The Immediate Past President shall take the role of advisor to the Council of the IMM and to provide recommendations based on his past experience in the Council.

6.5 Duties of the Honorary Secretary

6.5.1 The Honorary Secretary shall serve as the Secretary of the Council. He shall attend the Annual General Meeting and Extraordinary General Meetings of the IMM and meetings of the Council and cause to be prepared agenda therefore and record the proceedings thereat.

6.5.2 He shall prepare the Annual Report of the IMM on activities of the IMM in consultation with the different working committees and circulate it to all members of the IMM together with the Notice of the Annual General Meeting.

6.5.3 He shall supervise the work of all employees of the IMM and shall conduct and maintain full records of the IMM, including the Membership Register.

6.6 Duties of the Honorary Treasurer

6.6.1 The Honorary Treasurer shall be responsible for the collection of all monies due to the IMM and for the transfer of such monies to the appropriate bank accounts of the IMM which have been approved by the Council. The bank accounts will be in the name of the IMM. He may hold petty cash not exceeding RM1,000.00 at any one time. All money in excess of this sum shall within seven (7) days of receipt be deposited in the IMM Account.

6.6.2 He shall have charge of the books of account of the IMM and shall exercise all customary managerial functions with regard to the financial transactions of the IMM. He shall also prepare a Statement of Account and Financial Report at the end of the session for the period from 1st January to 31st December.

6.6.3 On the recommendation of the Council, the Honorary Treasurer shall invest in Securities, funds not needed for current disbursements; purchase any property, movable or immovable, sell, mortgage, lease, exchange or otherwise dispose of any such property.

6.6.4 He shall present annually to the Council a Balance Sheet of the IMM's account, as of 31st December, and shall furnish from time to time such other financial statements as may be required of him. Such financial statement of account as of 31st December shall be circulated to all members before the Annual General Meeting.

6.6.5 The Honorary Treasurer shall formulate for the approval of the Council, regulations governing procedure in connection with all financial matters including inter alia the compilation of a record of the subscriptions and fees

payable, of accounts, and the preparation of periodical returns and annual audited statements.

6.7 Duties of the Ordinary Council Members

6.7.1 Ordinary Council Members shall attend meetings of the Council and other meetings, such as Annual General Meetings and Working Committee Meetings, to contribute constructively towards the development of the IMM.

6.7.2 Ordinary Council Members shall volunteer their services by being actively involved in Working Committees either as Chairman, Secretary, Treasurer, or as active committee members.

6.7.3 Ordinary Council Members shall act as promoters of the activities of the IMM and shall actively encourage ordinary IMM members and the public to participate in IMM's activities.

SECTION VII: SUBSCRIPTIONS

7.1 The following entrance fees, processing fees, transfer fees, and annual subscriptions shall be payable by members upon registration and acceptance.

7.1.1 COMPANY MEMBER

Entrance Fee	:	RM50.00
Processing Fee	:	-
Transfer Fee	:	-
Annual Subscription	:	RM200.00

7.1.2 ORDINARY MEMBER

Entrance Fee : RM20.00

Processing Fee : -

Transfer Fee : -

Annual Subscription : RM50.00

7.1.3 FELLOW MEMBER (F.I.M.M.)

Entrance Fee : -

Processing Fee : RM300.00

Transfer Fee : RM10.00

Annual Subscription : RM150.00

7.1.4 PROFESSIONAL MEMBER (M.I.M.M.)

Entrance Fee : -

Processing Fee : RM150.00

Transfer Fee : RM10.00

Annual Subscription : RM100.00

7.1.5 ASSOCIATE MEMBER (A.M.I.M.M.)

Entrance Fee : -

Processing Fee : RM150.00

Transfer Fee : RM10.00

Annual Subscription : RM80.00

7.1.6 STUDENT MEMBER

Entrance Fee : RM10.00

Processing Fee : -

Transfer Fee : -

Annual Subscription : RM10.00

7.2 Annual subscriptions shall be payable in advance on 1st January of each year. Any person who is admitted into the IMM between 1st July and 31st December in any year shall pay only half the annual subscription.

7.3 Arrears and Penalties

7.3.1 Any member whose subscription is twenty-four (24) months in arrears shall automatically cease to be a member.

A member whose subscription becomes two (2) months in arrears shall lose the right to vote and to receive publications normally furnished without special charge to members in good standing.

7.3.2 Any member whose subscription becomes twenty-four (24) months in arrears shall be reported to the Council for cease of the membership.

The Council may, on written request, waive the subscription fee of a member who is travelling abroad for a period of twelve months or more for any purpose.

7.3.3 In the case of any Council Member whose earning capacity has been adversely affected by ill-health, or otherwise, the Council may, at their discretion, exempt the annual subscription which is due from such an individual.

SECTION VIII: ELECTION PROCEDURE

8.1 Not less than six (6) weeks before the date of the Annual General Meeting, nominations for posts in the Council for the ensuing session shall be invited from Fellow and Professional Members. All nominations shall be submitted to the Honorary Secretary with the written consent of the person so nominated, by a date to be fixed by the Council.

8.2 In the event that insufficient nominations are received by the Honorary Secretary, additional nominations will be requested during the Annual General Meeting.

8.3 At a Council Meeting of the IMM preceding the Annual General Meeting, the Council shall choose three or more Council Members as Scrutineers for the purpose of counting votes during the elections. One of the Scrutineers shall be appointed as Returning Officer by the Council. The Scrutineers shall check all nomination forms to confirm the list of nominated candidates.

8.4 All nominated candidates shall identify their technical speciality of Materials Science, Technology, and Engineering. Every attempt shall be made to ensure a fair composition of the different fields under Materials Science, Technology, and Engineering within the Council.

8.5 Voting shall be by show of hands or by secret ballots.

Only members with voting rights will be allowed to vote. Each member shall be allowed to vote not more than ten (10). In case of an equality of votes, the Chairman shall, whether voting is by a show of hands or by secret ballots, have a second or casting vote in addition to the vote to which he is entitled as a member.

8.6 One term of office for each Council Member shall not be more than two (2) years.

SECTION IX: MEETINGS

9.1 The meetings of the IMM shall be classified as follows:

a) The Annual General Meeting of members only.
b) Extraordinary General Meeting of Members only, for the purpose of making, altering, and establishing the Constitution or for any other special business for which such meetings may be convened.
c) Council Meetings.

9.2 Subject to the provisions of the Constitution, the Meetings of the IMM shall be conducted as prescribed by the Council from time to time. Meetings shall be in the format of physical, virtual, or hybrid. Virtual and hybrid meetings will be conducted using Remote Participation and Voting facilities.

9.3 The quorum for an Annual General Meeting or Extraordinary General Meeting shall be half of the voting member register or one-third more than the number of Council Members whichever the lower is. The quorum for a Council Meeting shall be not less than one-third of the number of Council Members.

9.4 The accidental omission to send notice of a meeting to,

or the non-receipt of a notice by, any member shall not invalidate the proceedings at the meeting.

9.5 Annual General Meeting

9.5.1 The Annual General Meeting of the IMM shall be held not later than the end of March of each year on a date and at such time and place as the Council may determine.

The notice for the Annual General Meeting together with the audited annual accounts for the previous year shall be circulated to the general membership at least four (4) weeks before the Annual General Meeting.

9.5.2 In the event of a quorum not being present within thirty (30) minutes of the hour fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to the same place and the same day and at sixty (60) minutes of the hour fixed for the commencement of the Annual General Meeting, when the members present, whatever number, shall have the power to proceed with the business of the day but they shall not have the power to alter the Constitution of the Institute or make decisions affecting the whole membership.

9.5.3 The business of the Annual General Meeting shall include the presentation of the President's Address, the Report of Council of the activities of the past year and the audited financial statements of accounts, the declaration of the results of the ballots for the election of Officers of the IMM, the election of the internal auditors and external auditors, the installation of the President, consideration of any other business as provided for in these Constitution, and consideration of any other business of which notice in writing has been given to

the Honorary Secretary by a member at least fourteen (14) days before the meeting.

9.6 Extraordinary General Meeting

9.6.1 Any twenty (20) voting members may at any time call an Extraordinary General Meeting of members for a specific purpose or whenever the Council deems it necessary. An Extraordinary General Meeting requisitioned by members shall be convened for a date within sixty (60) days of the receipt of such requisition.

9.6.2 The notice for the Extraordinary General Meeting shall be circulated to the members at least twenty-one (21) days before such meeting. Such notice shall specify the general nature of the matters to be brought before and the resolutions (if any) to be moved at such meeting and none other than that business shall be transacted at the meeting.

9.6.3 Clause 9.5.2 of this Constitution regarding the postponement of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting, 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.

9.6.4 No Resolutions other than the Resolutions as circulated and no amendment or variation of any such Resolution shall be proposed or voted upon at the meeting.

9.7 Council Meeting

The Council shall meet at least once every three (3)

months and fourteen (14) days' notice of each meeting shall be given to the Members. The President acting alone or not less than three of its Members acting together may call for a meeting of the Council to be held at any time. At least one-third of the Council Members must be present for its proceedings to be valid and to constitute a quorum.

SECTION X: AMENDMENTS

10.1 The Constitution of IMM can be amended only at the Annual General Meeting or at an Extraordinary General Meeting hereinafter referred to as General Meetings. Amendment of the Constitution can be proposed by the Council or by not less than twenty (20) voting members signing a written petition to the Honorary Secretary. Petitions for a proposed amendment shall be presented to the Honorary Secretary not less than fourteen (14) days in advance of the date of the General Meeting. A proposed amendment in accordance with the intent of the petition shall be drafted by the Honorary Secretary and sent by letter to all members of IMM at least seven (7) days in advance of the General Meeting, at which the proposed amendments shall be tabled.

10.2 The proposed amendment as drafted by the Honorary Secretary shall be tabled for discussion at the General Meeting and it may be amended in any manner pertinent to the petitions by a two-thirds majority vote at the said Meeting.

10.3 After discussion of a proposed amendment at any General Meeting of the Institute, if the meeting shall so decide by a two-thirds majority vote, it may refer the proposed amendment to a committee for further consideration, and report at the next General Meeting.

10.4 For the adoption of any amendment to the Constitution, not less than two-thirds of the valid ballots cast shall be in the affirmative. An amendment that has been adopted shall be submitted to the Registrar of Societies within sixty (60) days and shall become effective upon the approval of the Registrar of Societies.

SECTION XI: AUDIT

11.1 More than one member, who shall not be the Council Members of the Institute, shall be elected by the Annual General Meeting as Internal Auditors. They shall hold office for one year only and shall not be re-elected.

11.2 The Internal Auditors shall be required to audit the accounts of the Institute for the year, and to prepare a report or certificate for the Annual General Meeting. They may also be required by the President to audit the accounts of the Institute for any period within their tenure of office at any date and to make a report to the Management Committee.

11.3 An external auditor shall be elected by the members during Annual General Meeting. The external auditor shall prepare and submit the annual accounts to the Council.

SECTION XII: PROHIBITIONS

12.1 Neither the Institute nor its 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 Ordinance, 1959.

12.2 The Institute shall not hold any lottery, whether confined

to its members or not, in the name of the Institute or its office bearers, committee, or member.

12.3 None of the following games shall be played in the premises of the Institute:

Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belangkai, Pai Kau, Tau Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty-One, Thirty-One, Ten and a half, all games of dice, bankers' games, videogames and all games of mere chance.

SECTION XIII: DISSOLUTION

13.1 The Institute may be voluntarily dissolved by a resolution of not less than, three-fifths of the total membership.

13.2 In the event of the Institute being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.

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

SECTION XIV: MANAGEMENT COMMITTEE

14.1 The financial assets of the Institute shall be managed by a Management Committee in accordance with IMM Constitution Section XI.

14.2 The Management Committee of five members shall comprise of the following:

- IMM President (in the Chair)
- IMM Deputy President
- IMM Honorary Secretary
- IMM Honorary Treasurer
- IMM Immediate Past President

Should any of the above office-bearers decline to be a member of the Management Committee, the IMM Council may nominate a Council Member to fill up the ‘vacancy'.

14.3 The Management Committee shall meet at least four times a year or as regularly as deemed necessary for the resolution of issues pertaining to activities of the IMM and planning for the future of the IMM.

14.4 The quorum for Management Committee meetings shall be three (3) out of five (5).

14.5 All meetings shall be minuted by the Honorary Secretary and signed by the Chairman as evidence of the due passing of any resolution and of the amount of the majority in favour thereof. The results of resolutions and decisions made shall be announced at subsequent IMM Council Meetings.

14.6 The Management Committee shall oversee the set-up of wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM or to operate business activities beneficial to the IMM, as allowed for in the IMM Constitution clause number 3.1 (f), 6.3.1 & 6.6.3. Such companies shall be managed by a Board of Directors appointed by the Management Committee. All profits and proceeds obtained through involvement in business and investment activities of the IMM shall be for the purpose of development, growth, and achieving the objectives of

the IMM and none of the profits and monies gained shall be used to pay benefits or bonus to any individual member. However, this provision shall not prohibit any payment made for the good cause, to pay salaries, benefits, and expenditures to any working/active members, workers, and staff of the IMM.

14.7 The Chairman, and in his absence, the Deputy Chairman shall preside at each meeting. In the absence of both, either one of the remaining three (3) committee members shall preside over the meeting, based on mutual consent.

14.8 Investments and businesses of wholly-owned subsidiary companies of the IMM shall be overseen by the Board of Directors appointed by the Management Committee. The day-to-day running of the businesses shall be carried out by permanent staff employed by the businesses.

14.9 The Board of Directors shall provide a monthly report to the Management Committee for review.

14.10 The shares of the IMM shall be held in trust by a Board of Trustees appointed by the Management Committee. The Honorary Secretary or Honorary Treasurer shall not be appointed as a member of the Board of Trustees. A Trust Deed or the Roles and Responsibility of the Board of Trustees shall be drawn up between the IMM and the Board of Trustees.

SECTION XV: CHEQUE AUTHORIZATION

15.1 Cheque Authorizations

The authorized cheque signatories shall be the

President, the Deputy President, the Honorary Treasurer and the Honorary Secretary.

Authority limits shall be as follows:

15.1.1 All cheques (up to RM10,000.00 per cheque) on the bank account of the Institute shall, unless and until otherwise from time to time resolved by the Council, be signed by the Honorary Treasurer. The second signatory shall be the President or the Deputy President or the Honorary Secretary.

15.1.2 All cheques (more than RM10,000.00 per cheque) on the bank account of the Institute shall, unless and until otherwise from time to time resolved by the Council, be signed by the Honorary Treasurer and President.

15.1.3 Online banking facility may be used with a set limit of RM10,000.00 per transaction whereby one signatory is sufficient to approve such an online transaction and the payment voucher is approved by another signatory. Unless and until otherwise from time to time resolved by the Council, the signatory for the online banking facility shall be the Honorary Treasurer.

15.1.4 Online banking facility may be used for more than RM10,000.00 per transaction whereby one signatory is sufficient to approve such an online transaction and unless and until otherwise from time to time resolved by the Council, the signatory for the payment voucher shall be the President and the signatory for the online banking facility shall be the Honorary Treasurer.

SECTION XVI: RESIGNATION & TERMINATION

16.1 Resignations/Terminations of Council Members &

Committee Chairmen.

Council Members and Committee Chairmen who wish to resign from their posts shall submit written requests of resignation to the Honorary Secretary giving one month's notice in advance and ensuring that all dues and debts have been settled.

The Council may terminate the office of a Council Member or Committee Chairman for one or more of the following reasons:

a) Failure to abide by the Constitution of the IMM.

b) Conduct deemed unprofessional and/or unethical to the wellbeing of the IMM.

c) Failure to attend at least fifty (50) percent of Meetings held within a Calendar Year.

d) Failure to perform duties issued by the Council.

The Council shall issue a show-cause letter to the Member concerned giving a one (1)-month period for appeal prior to official termination.

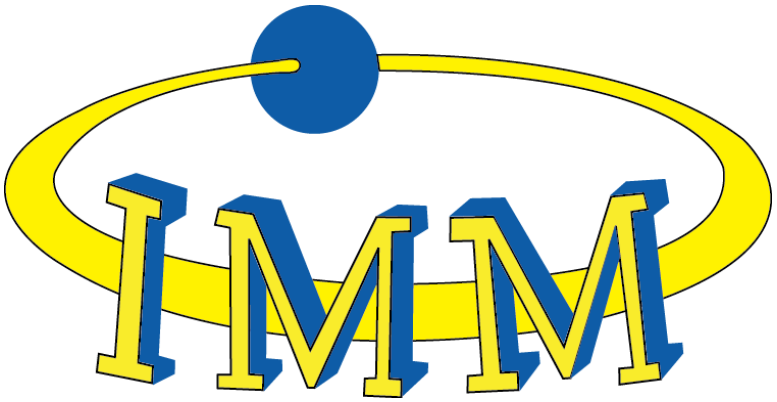
Vacancies arising out of resignations or terminations shall be filled by elections within the Council for Office-Bearer Posts and Co-opting of new Ordinary Council Members or appointing new Committee Chairmen.

SECTION XVII: LOGO

17.1 Logo

The logo of the IMM shall be in the form of three letters IMM, in

bold capital letters, encircled by a sphere in orbit. The colours of the logo shall be blue and yellow. The logo and its colours do not have any special meaning nor any special significance. A sample of the logo is depicted as follows:



INSTITUTE OF MATERIALS, MALAYSIA (IMM)

BY-LAWS FOR WORKING COMMITTEES

1. The term “Working Committees” shall cover regional chapters, technical/non-technical committees, and sub-committees established under IMM Constitution clause: 6.1.4. The Working Committees shall comprise of one (1) Chairman, one (1) Deputy Chairman, one (1) Secretary, one (1) Treasurer, and Ordinary Committee members of not less than three (3) and bringing a total minimum of seven (7).

2. The Working Committee Chairman may be elected from the Working Committee and approved by the IMM Council in accordance with IMM Constitution clause: 6.1.4. The term of office of the Chairman shall be two (2) years and the election for the Chairman’s post shall be held before the Annual General Meeting of the IMM. The election procedure shall be by nomination within the Working Committee. The decision to conduct an election for the Working Committee Chairman shall be voted by hands or secret ballots. The working Committee Chairman shall hold office for one (1) term and may be re-elected. In the event that the Working Committee decides not to hold its own election, the Council shall appoint the new Working Committee Chairman after the Annual General Meeting of the IMM.

3. The Working Committee Chairman shall appoint his Deputy Chairman, Secretary, Treasurer, and his ordinary committee members.

4. The Working Committees may establish Sub-Committees for specific activities and a Sub-Committee Head shall be appointed for each Sub-Committee.

5. The Sub-committee Head may appoint his own Sub-Committee members.

6. The Working Committee Chairman shall be responsible for the activities of both the Working Committee and the Sub-Committees and ensure that all activities are carried out in compliance with the IMM Constitution.

7. The Working Committee Chairman shall be responsible for the funds involved in each particular activity conducted by the committees and liaise closely with the Honorary Treasurer to ensure proper accounting records are kept. At the end of each activity, all remaining funds after deducting expenditures shall be transferred by the Honorary Treasurer into IMM's bank account and appropriately classified for identification purposes. A financial report for each activity shall be prepared by the Committee Chairman and submitted to the IMM Management Committee for review and approval.

8. All funds earned by the various committees shall be held in IMM's bank account. The Honorary Treasurer shall classify income received individually for administrative purposes only. All committees planning activities may request advances from the Honorary Treasurer.

9. The term of office for the Committee shall be two (2) years from the date of the Annual General Meeting where elections for Council were held. Members appointed shall serve until the subsequent election date for Council. Each member of the Committee may be re-appointed to office.

10. The duties and responsibilities of the Working Committee Chairman shall include:

10.1 Membership drive and promotion of IMM activities.

10.2 Organize activities such as seminars, educational programmes, plant visits, forums, *etc.*, to meet the objectives of the IMM.

10.3 Promotions of the IMM objectives for public knowledge.

10.4 General supervision over the affairs of the committee.

11. The duties and responsibilities of the **Secretary of Working Committee** shall include:

11.1 Prepare offices for meetings and record proceedings thereat.

11.2 Prepare correspondences and notices to the Working Committee members.

11.3 Seek advice from the Honorary Secretary of the IMM to ensure procedures and activities conform to the IMM Constitution as well as the Societies Act.

11.4 Keep a record of the members within the Committee and also submit all membership status to the Honorary Secretary of the IMM.

11.5 Liaise regularly with the IMM Secretariat on IMM activities and membership issues.

12. The duties and responsibilities of the **Treasurer of the Working Committee** shall include: -

12.1 Keep a record of all income and expenditure relating to activities of the committee.

12.2 Prepare and submit detailed accounts for each activity upon completion to the Honorary Treasurer of the IMM including documents for internal audit purposes.

12.3 Deposit all monies collected into any branch of the designated bank, under the IMM account and submit a summary of deposits to the Honorary Treasurer of the IMM for reference and cross-checking.

12.4 The Working Committee Treasurer may keep petty cash of not more than RM1,000.00 from proceeds of its activities, subject to the approval of the Working Committee Chairman and Honorary Treasurer.

13. The quorum for a committee meeting shall be at least a simple majority of the number of Committee Members.

14. The organizing of activities such as seminars, courses, *etc*. can be contracted out to an Authorized Event Organizer (A.E.O). IMM will obtain an agreed percentage of the total income. All losses shall be absorbed by the Authorized Event Organizer. IMM will not be liable for any losses of the activity.

15. In the event a Working Committee or Regional Chapter does not hold its Annual General Meeting and elections prior to the main Annual General Meeting, the Council shall appoint the Chairman for the subsequent term with the recommendation of a candidate by the Management Committee.