

Objectives

- To raise the standards of graphic design and visual communication, its professional practice, and the professional status of graphic design practitioner.
- To encourage cooperation and exchange of view and research between members, and with professionals and organizations in related fields, the government, industry, commerce and society.
- To obtain and disseminate among the members information on matter affecting the profession.
- To assist in the education of graphic design students, to hold talks and workshops in the art and science of graphic design and visual communication.

What does our acronym “wREGA” mean?

The small “w” stands for wakaf, something that is given for the benefit of the community (sesuatu yang diberikan untuk kegunaan orang ramai, sebagai derma). It is also a traditional form of shelter under which people convened and had discussions, relax, or to be alone to reflect on life.

“REGA” is an old Malay word for “value”

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Pertubuhan Wakaf Reka Grafik Malaysia • Graphic Design Association of Malaysia

CONSTITUTION OF THE PERTUBUHAN WAKAF REKA GRAFIK MALAYSIA (wREGA)

PART I NAME & PLACE OF BUSINESS

- 1 Name** – The name of the Association is “Pertubuhan Wakaf Reka Grafik Malaysia” (Graphic Design Association of Malaysia). Its acronym is “wREGA”.
- 2 Place of Business** – The place of business of the Association is at 6 Jalan 14/7, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at such other place or places as the Executive Committee may from time to time determine. Its correspondence address is at its place of business.
- 3 Change of name and place of business** – The Association shall not change its name and place of business without the prior approval of the Registrar of Societies.
- 4 Definitions** – In this Constitution, unless otherwise expressly stated or unless the context otherwise requires, the following words have the following meanings:
- 4.1 “*Code of Professional Conduct*” means the Code of Professional Conduct of the Association for the time being in force;
 - 4.2 “*Executive Committee*” means the executive committee established by Article 32;
 - 4.3 “*Graphic Design*” means the art or of using design elements (including illustrations, images, typography, and calligraphy) to visually communicate or convey information or create an effect;
 - 4.4 “*Graphic Design Practitioner*” means a person who, in the opinion of the Association, has sufficient artistic sensibility, skill, experience and/or professional training to carry on the profession or practice of graphic design;
 - 4.5 “*Officers*” means the members for the time being of the Executive Committee then in office;
 - 4.6 “*Regulations*” means this Constitution, any bye-laws and any other rules and regulations of the Association for the time being in force.

PART II OBJECTS

- 5 Objects** – The objects for which the Association is established are:
- 5.1 To raise the standards of graphic design, its professional practice, and the professional status of the graphic designer and those in related fields.
 - 5.2 To promote and enlarge the knowledge, study and practice of graphic design and the related arts and sciences connected therewith.
 - 5.3 To provide a forum for Graphic Design Practitioners in the form of a learned and scientific association for arts and crafts, and to provide for the definition and qualification of the profession of Graphic Design Practitioners.
 - 5.4 To initiate an exchange of ideas and practices on graphic design and related fields between members and professionals and organisations in allied fields, related professional bodies, the government, industry, commerce and the public.
 - 5.5 To obtain and disseminate among the members information on matters affecting the profession and to compile, print, sell, lend, publish, issue or distribute the proceedings and reports of the Association or any papers, periodicals, books, circulars and other literary undertakings (where necessary) with prior approval from the relevant authorities.
 - 5.6 To represent the general interests of its members, preserve and maintain the profession's integrity and status, to suppress dishonourable and unprofessional conduct or practices and to lay down a Code of Professional Conduct and conditions of engagement which is binding on all members.
 - 5.7 To assist in the education of graphic design to students and others who desire to qualify to practice of graphic design and in connection therewith, to hold lectures and workshops in the art and science of graphic design and to award certificates of merit.

- 5.8 To maintain a register of the Association's Graphic Design Practitioners and design groups to Malaysian and international companies trading locally and abroad.
- 5.9 To promote the appreciation, confidence and understanding of the public in the profession.
- 5.10 To improve and expand the contribution of graphic design towards a greater understanding between people, an effective solution of social, cultural and economic problems, and to render service to the community.
- 5.11 To promote Malaysia as a centre of graphic design and related fields within the region as well as internationally.
- 5.12 To purchase, take on lease, rent or otherwise acquire property, movable or immovable, for use of the Association in accordance with its objects.
- 5.13 To sell, let, mortgage, dispose of, deal with or turn to account all or any of the property or assets of the Association;
- 5.14 To borrow or raise money for the purposes of the Association;
- 5.15 To invest the money of the Association in or upon such investments, securities or property.

PART III MEMBERSHIP

6 Classes of Membership

- 6.1 There are six (6) classes of membership of the Association, namely, Professional Member, Associate Member, Student Member, Honorary Fellow, Honorary Member, and Industry Partner.
- 6.2 There is no limit to the number of persons or bodies in each class of membership.
- 6.3 No member may be a member in more than one (1) class of membership at the same time, and upon a member being admitted into any new class of membership, his membership under any previous class of membership automatically lapses.
- 6.4 The persons who are members of the Association at the date of the adoption of this Constitution and such members as are hereafter admitted in accordance with the regulations for the time being of the Association and no other persons, may be members of the Association.

7 Use of Suffixes

- 7.1 Every Professional Member is entitled to affix after his name the initials “wREGAmember” (standing for Member Pertubuhan Wakaf Reka Grafik Malaysia).
- 7.2 Every Honorary Fellow is entitled to affix after his name the initials “wREGAfellow” (standing for Fellow Pertubuhan Wakaf Reka Grafik Malaysia).
- 7.3 Except for the classes of membership specified in Articles 6.1, no member admitted under any other class of membership is entitled to affix any initials after his name denoting membership of the Association.

8 Qualifications for admission as a Professional Member – A candidate is qualified for admission as a Professional Member if:

- 8.1 he is a Malaysian citizen;
- 8.2 he is 21 years of age or above;
- 8.3 he:
 - 8.3 A *is in possession of academic qualifications in graphic design or in such subject which the Association has declared is related to graphic design, in either case, from educational institutions approved by the Association, or*
 - 8.3 B *satisfies the Executive Committee he has sufficient practical experience in graphic design or has attained a sufficient standard of skill and ability in graphic design, or has made exceptional and acknowledged contributions to the graphic design profession.*
- 8.4 he has been employed or practised as a Graphic Design Practitioner for not less than three (3) years;
- 8.5 he has a portfolio of work that meets the standards set by the Association for Professional Members.

9 Qualifications for admission as an Associate Member – A candidate is qualified for admission as an Associate Member if:

- 9.1 he is 18 years of age and above, and a Malaysian citizen;

9.2 he does not fulfil the qualifications for admission as a Professional Member but is employed or practises as a graphic designer or otherwise satisfies the Executive Committee he has sufficient interests in graphic design to be admitted as a member.

10 Qualifications for admission as a Student Member. – A candidate is qualified for admission as a Student Member if:

- 10.1 he is 16 years of age and above;
- 10.2 he is attending a recognised full time or part time course and whose student status shall continue for not more than one (1) year after the completion of such course, and has a letter of registration from the educational institution which he is currently attending;
- 10.3 where he is a university or a university-college student, he has obtained the prior written approval from the Vice-Chancellor of the university or university-college concerned.

11 Qualifications for admission as a Honorary Fellow – A candidate is qualified for admission as a Honorary Fellow if:

- 11.1 where he is a member, that he is a Professional Member for not less than ten (10) years and has held office in the Executive Committee for a total of not less than three (3) terms;
- 11.2 he has been employed or practised as a Graphic Design Practitioner for not less than fifteen (15) years;
- 11.3 he satisfies the Executive Committee that he has attained an exceptional standard of work, has maintained an exceptional standard of professional conduct and has made valuable contributions to the promotion of the graphic design profession.

12 Honorary Members

- 12.1 The Executive Committee may invite a non-member to be an Honorary Member if:
 - 12.1.A *the Executive Committee is satisfied he will assist in promoting the objects of the Association, whether by reason of his position or eminence in the arts, sciences, literature or in matters relating to graphic design, or*
 - 12.1.B *he is a member of an allied profession.*
- 12.2 The membership of an Honorary Member is at the pleasure of the Executive Committee.

13 Industry Partners

- 13.1 The Executive Committee may invite to be an Industry Partner a body whose existence is lawful under the laws of Malaysia and is involved in the promotion of the graphic design or its allied professions.
- 13.2 The membership of an Industry Partner is at the pleasure of the Executive Committee.

14 Application for admission as a Professional Member, Associate Member or Student Member – Every candidate for admission as a Professional Member, an Associate Member or a Student Member must be proposed by a Professional Member and seconded by another Professional Member in such nomination form as may be prescribed by the Executive Committee.

15 Application for admission as a Honorary Fellow

- 15.1 Every candidate for admission as a Honorary Fellow shall be proposed by a Honorary Fellow and seconded by two Honorary Fellows, such proposer and seconders being members who have been admitted as Honorary Fellows for not less than three (3) years.
- 15.2 The Executive Committee may invite a person to be a Honorary Fellow a person whom it is satisfied has made a major contribution to the graphic design profession in Malaysia, whether or not he meets the qualifications for admission as a Honorary Fellow under Article 11.

16 Terms applicable to all applications

- 16.1 The proposal for admission, which shall be in writing, shall be submitted to the Executive Committee through the Honorary Secretary. The proposal for admission shall be accompanied by:
 - 16.1A *a statement in writing from the candidate that, if elected, he agrees to be bound by the regulations of the Association;*
 - 16.1B *the appropriate entrance fees and subscription, if any (which subscription shall be refunded to the candidate if his application for admission is refused).*

16.2 The Executive Committee shall ensure the proposal meets all the qualifications for the relevant class of membership and if it does, then subject to Article 16.3, shall admit the candidate to membership in the class for which he was proposed. Such admission to membership shall be recorded in the minutes of the Executive Committee meeting at which such admission is approved.

16.3 Notwithstanding that a proposal meets all the qualifications for the relevant class of membership, the Executive Committee is entitled to refuse admission to any candidate any of the grounds upon which a member would cease to be a member under Article 22 apply to the candidate.

16.4 Upon a candidate being elected, the Honorary Secretary shall give him notice in writing of his election and shall send him a copy of this Constitution and any bye-laws.

17 Certificate of Membership – Subject to such bye-laws as the Executive Committee may from time to time prescribe, the executive Committee shall issue to each member a certificate of membership indicating his class of membership. Such certificate remains the property of the Association and shall on demand be returned to the Association. Such certificate shall be signed by the President or Vice-President, the Honorary Secretary, and two other Officers.

18 Register of Members – The Association shall maintain a register of members containing the names and addresses of every member, together with a record of payments of his annual subscriptions (where applicable).

19 Code of Professional Conduct – Every Professional Member, Associate Member and Student Member is bound by the Code of Professional Conduct.

20 Death of Member – Upon the death of a member, the Honorary Secretary shall remove his name from the Register of Members of the Association.

21 Resignation of Members – Any member may resign his membership at any time, by giving notice in writing to the Honorary Secretary. Sent by post or delivered by hand to the place of business of the Association, and accompanied by his certificate of membership provided that a member having any money due from him to the Association may resign only with the prior approval of the Executive Committee.

22 Members adjudged bankrupt etc. – If a member:

- 22.1 is convicted on indictment of any criminal offence; or
- 22.2 is adjudged a bankrupt; or
- 22.3 makes a composition or arrangement with his creditors under the provisions of any statute; or
- 22.4 is declared a lunatic or of unsound mind, or
- 22.5 is struck off from the statutory register of any graphic design association.

he immediately ceases to be a member of the Association but the Executive Committee may, in its discretion, reinstate him without payment of entrance fee.

23 Termination – If any member:

- 23.1 fails to pay his annual subscription within the time prescribed under Article 30.2 for him to pay, or
- 23.2 in the opinion of the Executive Committee ceases to have the qualifications necessary for the class of membership of which he is a member; or
- 23.3 commits any dishonourable, improper or unprofessional conduct in contravention of the Code of Professional Conduct, the Executive Committee may terminate his membership.

The member shall be given at least seven (7) days' prior notice in writing of such pending action and an opportunity to submit to the board a written answer. The member shall also have the privilege of appearing before the Executive Committee to state his case, if he so wishes.

24 Effect of ceasing to be a member – On ceasing to be a member for any reason, whether pursuant to Articles 22 or 23 or otherwise, a person forfeits all rights to and claims upon the Association and its property and funds.

25 Re-admission to Membership – Any person who has ceased to be member of the Association may make a new application for re-admission, under the same class of membership or another.

26 Entrance Fees & Subscriptions

26.1 The entrance fee for each class of membership (if any) shall be as follows:

<i>Professional Member</i>	<i>RM 50.00</i>
<i>Associate Member</i>	<i>RM 50.00</i>
<i>Student Member</i>	<i>Nil</i>
<i>Honorary Fellow</i>	<i>Nil</i>
<i>Honorary Member</i>	<i>Nil</i>
<i>Industry Partner</i>	<i>RM 50.00</i>

26.2 The annual subscriptions for each class of membership (if any) shall be as follows:

<i>Professional Member</i>	<i>RM 200.00</i>
<i>Associate Member</i>	<i>RM 200.00</i>
<i>Student Member</i>	<i>RM 50.00</i>
<i>Honorary Fellow</i>	<i>Nil</i>
<i>Honorary Member</i>	<i>Nil</i>
<i>Industry Partner</i>	<i>RM 1,000.00</i>

26.3 Honorary Members and Honorary Fellows are exempted from payment of entrance fees and annual subscriptions.

26.4 The entrance fees and annual subscriptions set out in this Article may only be varied upon the relevant amendment being made to this Article in accordance with the provisions of this Constitution.

27 Subscription Date – All annual subscriptions are payable in advance without demand on or by 1st January in each calendar year (except the first subscription of a new member as provided by Article 16.1B)

28 Life Members

28.1 Any Professional Member or Associate Member may at any time after payment of his entrance fee and first annual subscription, compound by one (1) payment for all his future subscriptions and on doing so is entitled to all the privileges of membership of his class of membership for life unless he ceases to be a member of the Association under any provision of this Constitution. No refund of any part of the compounding fee is payable upon such a person ceasing to be a member as aforesaid or upon a change of class of membership.

28.2 The compounding fee shall be RM2,000.00.

28.3 The compounding fee set out in this Article may only be varied upon the relevant amendment being made to this Article in accordance with the provisions of this Constitution.

29 Change in class of membership – An Associate Member who is subsequently admitted as Professional Member is not liable to pay the entrance fee payable by a Professional Member.

30 Non-payment of subscriptions

30.1 If a member fails to pay his annual subscription for three (3) months after it becomes due, he is deemed to be a defaulter, and notice shall be sent to him calling his attention to this failure to pay.

30.2 If the member does not pay the amount due within four (4) weeks from the posting of that notice, the Executive Committee may suspend or terminate his membership.

30.3 If a member is suspended by the Executive Committee, he remains liable to pay his annual subscription with respect to the period under suspension, and he remains under suspension until all liabilities are fully settled.

30.4 If at any time the member, whose membership has been terminated under Article 30.2, gives the Executive Committee a satisfactory explanation, he may, at the discretion of the Executive Committee and on payment of arrears (calculated up to the date of such re-admission as if he had continuously been a member up the date of re-admission) and any costs incurred by the Association with respect to his non-payment, be re-admitted to the same class of membership without payment of any entrance fee.

31 Suspension of privileges – Any member who is deemed to be a defaulter shall, so long as he remains a defaulter, not be entitled to attend or take part in any meeting of the Association nor to receive the notices or publications of the Association nor to

be nominated for any office nor to requisition any meeting.

PART IV THE EXECUTIVE COMMITTEE

32 Executive Committee

32.1 The governing body of the Association is the Executive Committee. The Executive Committee may do on behalf of the Association. All such acts and things as may be exercised or done by the Association and are not by these Articles required to be exercised or done by the Association in general meeting.

32.2 The Executive Committee shall consist of:

32.2A the President, the Vice-President, the Honorary Secretary, the Deputy Secretary, the Honorary Treasurer, all elected in accordance with this Part;

32.2B the Immediate Past President;

32.2C not more than four (4) Committee Members, all elected in accordance with this Part;

32.2D not more than two (2) Past Presidents appointed by the Executive Committee in accordance with Article 44.

33 Term of office – Every Officer shall hold office from the day after conclusion of the AGM at which he is elected or (where the Officer is appointed) from his date of appointment until the date of the next Annual General Meeting at which there is an election.

33 Limitation of President's tenure – The President is not eligible to hold office for more than one (1) term in succession.

35 President

35.1 No member is eligible to hold office as President unless he has:

35.1A been an Officer for not less than one (1) term, and

35.1B not less than seven (7) years' experience as a Graphic Design Practitioner.

35.2 It is the duty of the President:

35.2A to set the agenda for Executive Committee meetings;

35.2B to preside at meetings of the Association and of the Executive Committee, and to be responsible for the proper conduct of such meetings;

35.2C to sign the minutes of all meetings at the time they are approved;

35.2D to be a signatory to cheques and to all other documents relating to the Executive Committee's directives, policies, instructions and other related matters;

35.2E to be the official spokesman for the Association;

35.2F to generally oversee the management, administration and planning of the Association;

36 Vice-President

36.1 No member is eligible to hold office as Vice-President unless he has:

36.1A been an Officer for not less than one (1) term;

36.1B not less than seven (7) years' experience as a Graphic Design Practitioner.

36.2 It is the duty of the Vice-President:

36.2A to take over the duties of the President in the absence of the President;

36.2B generally, to deputise for the President at the request of the President;

37 Honorary Secretary

37.1 No member is eligible to hold office as Honorary Secretary unless he has been an Officer for not less than one (1) term.

37.2 It is the duty of the Honorary Secretary:

37.2A to conduct correspondence on behalf of the Association;

37.2B to keep the books, documents and other records of the Association other than the accounts and financial records;

37.2C to send out notices of meetings of the Association, the Executive Committee and committees, and to record and preserve the minutes of such meetings;

37.2D to be a signatory to cheques;

37.2E generally, to oversee the administrative matters of the Association.

38 Honorary Treasurer

38.1 No member is eligible to hold office as Honorary Treasurer unless he has been a Professional Member for not less than one (1) year.

38.2 It is the duty of the Honorary Treasurer:

38.2A to have custody of all funds, accounting for the same to the Association annually;

38.2B to keep accounts for all the financial transactions of the Association;

38.2C to be a signatory to cheques.

39 Deputy Secretary

39.1 No member is eligible to hold office as Deputy Secretary unless he has been a Professional Member for not less than one (1) year.

39.2 It is the duty of the Deputy Secretary:

39.2A to assist the Honorary Secretary;

39.2B to take over the duties of the Honorary Secretary in his absence or if the Honorary Secretary ceases to be an Officer, whether due to death, resignation, removal or otherwise;

39.2C to chair a sub-committee.

40 Committee Members

40.1 No person is eligible to hold office as a Committee Member unless he has been a Professional Member for not less than one (1) year.

40.2 The Committee Members shall carry out such duties as are assigned to them by the President or the Executive Committee.

41 Exemption from qualifications – The qualifications for eligibility to hold office under Articles 35 to 37 shall not apply until the expiry of six (6) years from the date of establishment of this Association.

42 Qualification for membership of Executive Committee – In addition to any other qualification for any post in the Executive Committee, any member nominated for election or appointed by the Executive Committee must be a Malaysian citizen.

43 Election of Officers

43.1 The Honorary Secretary shall, by notice delivered not less than thirty-five (35) days before the date of the annual general meeting at which there shall be an election of Officers, request members to nominate candidates for President, Vice-President, Honorary Secretary, Honorary Treasurer, Deputy Secretary and not more than four (4) Committee Members.

43.2 Only non-defaulter Professional Members and Honorary Fellows may nominate members for the posts specified in Articles 32.2A and 32.2C

43.3 Every nomination must be in writing made by not less than three (3) eligible Professional Members, and agreed to by the nominee. The nomination, duly signed by the nominating Professional Members and the nominee shall be delivered to the Honorary Secretary not less than twenty-one (21) days before the date of the annual general meeting.

43.4 Notwithstanding the provisions of Article 43.3, the Executive Committee may nominate candidates for any or all of the posts specified in Articles 32.2A and 32.2B which nomination, duly signed for and on behalf of the Executive Committee shall be delivered to the Honorary Secretary within the time specified in Article 43.3.

43.5 The Honorary Secretary shall give notice to the members of all nominations, whether made by Professional Members or by the Executive Committee together with the notice convening the annual general meeting.

43.6 No nomination may be made from the floor at the annual general meeting or in any other way except as specified in this Article.

43.7 Voting is by ballot, and the Honorary Secretary shall send one (1) ballot paper to each member entitled to vote, together with the notice convening the annual general meeting. Each ballot paper shall contain directions for its use and any ballot paper which, when returned to the Honorary Secretary, does not comply with the directions is deemed to be a spoilt vote.

43.8 All ballot papers shall be returned to the Honorary Secretary in a sealed envelope so as to be received by him before the commencement of the annual general meeting. Ballot papers may be returned by pre-paid registered post or by hand within the time specified, including by hand immediately before the commencement of the annual general meeting.

43.9 The members eligible to vote at the annual general meeting shall appoint three (3) members as scrutineers and the scrutineers shall have the direction and conduct of the election of the Officers, and their decision on any matter relating thereto is final and binding. No current Officer or candidate for election may be appointed as a scrutineer.

43.10 If there is an equality of votes for any post, there shall be one (1) recount of the votes cast of the candidates standing for such post. If after the recount there remains an equality of votes for that post, the election of the candidate for that post is by ballot of the members present at the annual general meeting and eligible to vote.

43.11 Not less than two (2) of the Committee Members shall be Professional Members unless there are less than two (2) Professional Members who are nominated as Committee Members. In every election (unless there are less than two (2) Professional Members who are nominated as Committee Members) if less than two (2) Professional Members receive among the candidates receiving the four (4) highest number of votes for the posts of Committee Members, then the two (2) Professional Members with the highest number of votes shall be deemed to be elected.

44 Appointment of Past Presidents

44.1 Within one (1) week after their election, the Executive Committee shall appoint not more than two (2) Past Presidents as Officers provided there are members eligible to be so appointed.

44.2 The Past Presidents appointed as Officers shall carry out such duties as are assigned to them by the President or the Executive Committee.

44.3 A Past President so appointed has all the rights of an Officer notwithstanding he is appointed and not elected to the Executive Committee.

45 When Officer to vacate office

– An Officer shall vacate his office if:

45.1 he ceases to be a member of the Association for any reason, or

45.2 he is absent from more than three (3) consecutive meetings of the Executive Committee without prior approval for leave of absence, and the Executive Committee resolves that he be removed from office, or

45.3 he resigns his office by notice in writing delivered to the Executive Committee;

46 Vacancies

46.1 The Executive Committee may appoint any member to fill any casual vacancy on the Executive Committee until the next Annual General Meeting at which there is an election.

46.2 Notwithstanding Article 34, any member so appointed is eligible for election or appointment to the Executive Committee at the next Annual General Meeting at which there is an election.

47 Meetings of the Executive Committee

47.1 The Executive Committee shall meet at such times at least once in three (3) months, and it shall regulate the conduct of its meetings as it deems fit.

47.2 A majority of the Officers present shall form a quorum.

48 Notice of meetings – Meetings of the Executive Committee may be called by the Honorary Secretary at the request of the President or at the request of five (5) Officers, in either case, by giving at least fourteen (14) clear days' notice to the Officers.

49 Voting – The business of the Executive Committee is decided by the majority of the Officers present and voting (except as otherwise provided in this Constitution). In case of an equality of votes, the chairman shall have a further or casting vote.

50 Chairman – The President, or in his absence, the Vice-President is the chairman at all meetings of the Executive Committee. If at any meeting, the President and the Vice-President are not present within fifteen (15) minutes after the time appointed for the meeting, those Officers present shall elect from among themselves a chairman.

51 Minutes of Proceeding – The Executive Committee shall cause proper minutes to be made of all proceedings of the Executive Committee, and any such minutes if signed by the chairman of the subsequent meeting, is conclusive evidence without further proof of the facts therein stated.

52 Powers of the Executive Committee – The management of the Association and of its funds is vested in the Executive Committee and all the powers acts or things which are not by this Constitution expressly authorised, directed or require to be exercised or done by the Association in general meeting may, subject to this Constitution or any resolution passed from time to time by the Association in general meeting, be exercised or done by the Executive Committee Provided that no resolution shall invalidate the previous exercise of any powers or the previous doing of any act or thing by the Executive Committee which would have been valid if the resolution had not been passed.

53 Specific Powers of the Executive Committee – Without prejudice to the general powers conferred by Article 52 or specific powers under any other provision of this Constitution, the Executive Committee shall have power:

- 53.1 to undertake, execute and do all such things which may lawfully be undertaken by the Association and may be conducive to its objects;
- 53.2 to apply the income and property of the Association solely towards the promotion of its objects provided no part thereof may be paid or transferred directly or indirectly to any members or the Executive Committee but nothing herein shall invalidate any payment made in good faith;
- 53.3 to appoint servants or agents for permanent or temporary services as it may from time to time consider fair, and reasonable and to pay reasonable and proper remuneration, fees and other benefits (including pensions or retirement benefits) to any such servant or agent for any services rendered to the Association;
- 53.4 to pay out-of-pocket expenses to any member or Officer;
- 53.5 to pay the expenses for the formation, registration, administration and promotion of the Association;
- 53.6 to accept donations and subscriptions either in aid of the general funds of the Association or to in carrying out special undertakings connected with the activities of the Association;
- 53.7 to arrange to publish, with prior approval of the relevant authorities, in any manner which it deems advisable, such statistics, papers, documents and publications as may be considered to be likely to promote knowledge of the graphic design profession and professions allied thereto;
- 53.8 to hold competitions and award prizes and scholarships;
- 53.9 to regulate the promotion and conduct of graphic design competitions and to prohibit any member from competing in any competition which does not comply with any conditions set by the Association;
- 53.10 to answer questions affecting the practice of the graphic design profession and the conduct of members;
- 53.11 to take cognizance of anything affecting the Association or the professional conduct of its members and to bring before any general meeting of the Association any matter which it considers material to the Association or to the interests of the profession and to make any recommendations and take any action as it considers fit in relation thereto;
- 53.12 to represent the members of the Association or any particular member in any matter which may be necessary or expedient;
- 53.13 to purchase, rent or otherwise acquire and furnish suitable premises for the use of the Association;
- 53.14 to communicate from time to time with other similar bodies and with members of the graphic design profession in other places for the purpose of obtaining and communicating information on all matters likely to be beneficial or of interest to members;
- 53.15 to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and to compound and allow time for payment or satisfaction of any debts due or of any claims or demands made by or against the Association;

54 Bye-Laws

54.1 The Executive Committee may from time to time make, repeal and amend such bye-laws as it thinks expedient (not inconsistent with this Constitution) for the management and well-being of the Association.

54.2 All bye-laws for the time being in force are binding on the members until repealed by the Executive Committee or set aside by a resolution of a general meeting of the Association.

54.3 Not less than thirty (30) days' notice shall be given before any bye-laws shall become effective.

55 Sub-Committees

55.1 The Executive Committee may appoint one or more sub-committees for any general or special purpose as in the opinion of the Executive Committee may be better regulated or managed by means of a sub-committee.

55.2 The members of each sub-committee shall elect from among themselves a chairman, vice-chairman and secretary.

55.3 All decisions, transactions or other business of any sub-committee are subject to ratification by the Executive Committee and each sub-committee shall submit a report of each meeting to the Executive Committee for ratification.

56 Indemnity

56.1 Every Officer and any other officer for the time being of the Association and every trustee of the Association (if any) shall be indemnified out of the funds of the Association against:

56.1A all costs charges losses damages and expenses which he may incur or be put to on account of any act deed matter or thing which is executed done or permitted by him in or about the bona fide execution of his duties;

56.1B all reasonable expenses incurred by them in or about any legal proceedings or arbitration on behalf of the Association or otherwise in execution of his duties, except such costs charges losses damages or expenses as are incurred by reason of his negligence or wilful default.

56.2 No Officer or any other officer for the time being of the Association or any trustee of the Association (if any) shall not:

56.2A be chargeable for any money which was not actually received, or

56.2B be liable for any act neglect or default of any other Officer or other officer, or trustee or of any banker broker collector agent or other person appointed by the Executive Committee or such trustee with whom any property or money of the Association may be deposited or placed, or

56.2C be liable for the insufficiency of any security or investment in or upon which any money of the Association may be invested by the Executive Committee, or

56.2D for any other loss or damage incurred in the execution of his duties unless incurred by reason of his negligence or wilful default.

PART V GENERAL MEETINGS

57 Annual General Meeting

57.1 The annual general meeting of the Association shall be held at the end of each financial year but before the last day of March in each year on a date and at a time fixed by the Executive Committee.

57.2 At every annual general meeting, the business of the meeting shall include;

57.2A to receive the annual report of the Executive Committee;

57.2B to receive, and if approved, to pass the accounts for the year ended on 31st December last preceding;

57.2C to elect an auditor;

57.2D to transact any other business that may be transacted at an annual general meeting and of which due notice in accordance with this Constitution has been given.

57.3 In every alternate annual general meeting, the business of the meeting, in addition to the matters specified in Article 57.2, shall include the election of the Officers specified under Articles 32.2C and 32.2D for the following term of office.

58 Extraordinary General Meeting

58.1 All general meetings other than the annual general meeting must be called extraordinary general meetings. All business is deemed to be special business except for business that may be transacted at the annual general meeting.

58.2 The Executive Committee may, whenever it thinks expedient, and must upon a requisition made in writing by not less than twenty (20) Professional Members stating the purpose for which the meeting is required, convene an extraordinary general meeting.

58.3 Any requisition for an extraordinary general meeting must be left at the place of business of the Association addressed to the Honorary Secretary.

58.4 If the Executive Committee does not convene an extraordinary general meeting within twenty-one (21) days from the date of receipt of the requisition, the requisitionists may themselves convene such meeting.

59 Notice of general meetings

59.1 Not less than fourteen (14) days' notice of every annual general meeting must be given.

59.2 The notice must specify the place, day and time of meeting, and:

59.2A in the case of the annual general meeting, must be accompanied by the accounts for the preceding financial year, and

59.2B in the case of any special business, must specify the general nature of such business.

59.3 C the accidental omission to give notice of a general meeting or the non-receipt of such notice by any member shall not invalidate any resolution passed or any other business transacted at such meeting.

60 Quorum – At every general meeting, the quorum shall be not less than twice the number of Officers then holding office or twice the number of members entitled to vote, whichever is the lesser. No business shall be transacted at a general meeting unless there is a quorum present.

61 Adjournments

61.1 If a quorum is not present within thirty (30) minutes from the time appointed for the commencement of a general meeting, the meeting:

61.1A if convened on the requisition of members, shall be dissolved, and

61.1B in any other case, shall be dissolved and stand adjourned to the same day in the week following and at the same time and place or at such other place as the chairman shall appoint.

61.2 In an adjourned annual general meeting, if a quorum is not present within half an hour of the time appointed for holding the meeting, the members present shall have the power to proceed with the business of the day but they shall not have the power to alter the rules of the Association or to make decisions affecting the whole membership.

62 Notice of adjournment

62.1 The chairman may, with the approval of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place as the meeting shall determine. If a meeting is adjourned under this Article for ten (10) days or more, notice of the adjourned meeting shall be given in the same manner as notice of the original meeting.

62.2 Save as aforesaid, no notice of an adjournment of a general meeting need be given.

62.3 No business may be transacted at an adjourned meeting other than the business which may have been transacted at the original meeting.

63 Chairman – The President shall preside and chair every general meeting. If the President shall not be present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the Vice-President shall preside and chair the meeting, and if the Vice-President is absent within the said time, any other Officer elected by the members present shall preside and chair the meeting. If there is no other Officer present or if any such Officers decline, the members present may elect one among them to preside and chair the meeting.

64 Right to Vote

64.1 All members are entitled to attend any general meeting and to participate therein but only Professional Members and Honorary Fellows who are not defaulters are entitled to vote.

64.2 All Professional Members shall have one (1) vote, and except as otherwise provided in this Constitution, all questions must be decided by a majority of the Professional Members present and voting.

64.3 The chairman, in case of an equality of votes, shall have a second or casting vote.

65 Mode of Voting

65.1 Voting is by a show of hands unless a poll is demanded by the chairman or by not less than five (5) Professional Members present.

65.2 A poll shall be taken in such manner as the chairman shall direct.

65.3 A declaration by the chairman that a motion, resolution or any other question has been passed or defeated, and the number of votes cast for or against any motion, resolution or any other question (if any) is conclusive, and an entry to that effect in the minute book of the Association is conclusive evidence thereof.

66 Ordinary Meetings

66.1 The ordinary meetings of the Association shall be held at such times as are prescribed by the Executive Committee from time to time.

66.2 The Executive Committee may at its discretion hold meetings for the delivery of lectures, the reading and discussion of papers and for any other purpose related to its objects, and the Executive Committee may determine the conditions for admission to such meetings and the conduct thereof.

67 Trustees

67.1 Three (3) trustees shall be appointed at the annual general meeting

67.2 Only a Professional Member or a Honorary Fellow shall be eligible to be appointed as a trustee.

67.3 A trustee shall hold office until death, resignation or until removal from office by the general meeting. Where by reason of death, resignation or removal from office, it is necessary for a new trustee or trustees to be appointed, a new trustee or trustees shall be appointed by the general meeting.

PART VI GENERAL

68 Financial Year – The financial year of the Association shall commence on the 1st January of each year.

69 Financial Provisions

69.1 Subject to the following provisions of this Article, the funds of the Association may be expended for any purpose necessary for the carrying out of its objects, including the expenses of its administration, the payment of the salaries, allowances and expenses of its office-bearers and paid staff and the audit of its accounts but they shall not be used to pay the fine of any member who may be convicted in a court of law.

69.2 The Treasurer may hold a petty cash advance not exceeding Ringgit One Thousand (RM1,000-00) at anyone time. All money in excess of this sum shall, within seven (7) days of receipt, be deposited in a bank approved by the Executive Committee.

69.3 No expenditure exceeding Ringgit One Thousand (RM 1,000-00) at anyone time shall be incurred without the prior sanction of the Executive Committee and no expenditure exceeding Ringgit Ten Thousand (RM10,000-00) at anyone time shall be incurred without the prior sanction of a general meeting. Expenditure of less than Ringgit One Thousand (RM 1,000-00) at any one time may be approved by any two (2) of the following Officers, namely, the President, the Vice President, the Honorary Secretary and the Honorary Treasurer.

70 Bank Accounts – All money belonging to the Association and not invested shall be deposited in bank accounts in the name of the Association with such bank or banks as the Executive Committee shall from time to time determine. All accounts shall be signed by any two (2) of the following Officers. Namely, the President, the Vice President and the Honorary Treasurer.

71 Accounts

71.1 The Executive Committee shall cause proper and sufficient accounts to be kept of money received and expended by the Association and the matter in respect of which such money has been received or expended, and of the property, assets and liabilities of the Association. Subject to any reasonable restriction as to the time and manner of inspecting the accounts that may be imposed by any regulations, the accounts shall be open for inspection by members.

71.2 The accounts must be audited by a qualified auditor after the end of each financial year.

71.3 The auditor must be appointed at every Annual General Meeting.

71.4 Any vacancy in the office of auditor occurring during the year must be filled by the Executive Committee.

72 Annual Report and Accounts – The Executive Committee shall present a report on the affairs and finances of the Association to the Annual General Meeting, which report shall give an abstract of the proceedings during the financial year ending the previous 31st December, the audited accounts (including income and expenditure account and balance sheet) for the previous financial year. A copy of the report shall be issued to every member not less than fourteen (14) days before the Annual General Meeting.

73 Property

73.1 The immovable property of the Association shall be vested in the name of the Association. All instruments relating to such property shall be executed by the President, Secretary and Treasurer for the time being of the Association.

73.2 The immovable property of the Association shall not be sold, leased, mortgaged, charged, transferred or otherwise dealt with in such manner as to divest any interest in the property except with the prior consent and authority of the general meeting.

74 Poll of Members

74.1 Subject to Article 74.2, the Executive Committee may, at any time and from time to time, poll members resident in Malaysia and who are eligible to vote in a general meeting, on any question or questions which, in the opinion of the Executive Committee, is of sufficient importance to justify such a poll other than any business which by this Constitution is expressly required to be conducted at a general meeting.

74.2 The Executive Committee shall poll members as aforesaid if not less than fourteen (14) days' notice has been given to all Officers of the resolution to conduct a poll, and at the meeting of the Executive Committee to decide on the resolution, the same is carried by not less than four-fifths of the Officers present and voting.

74.3 The Executive Committee shall also poll members as aforesaid if it receives a requisition in writing signed by not less than thirty (30) members resident in Malaysia and who are eligible to vote in a general meeting. A poll requisitioned by members as aforesaid shall be taken not more than six (6) weeks after the receipt of the said requisition.

74.4 A poll is taken by sending by post to each member eligible to vote the question or questions to be polled and a voting paper. All voting papers must be returned to the Honorary Secretary within fourteen (14) days after the date of posting.

74.5 The Executive Committee shall appoint three (3) scrutineers who shall have the direction and conduct of the vote count and their decision on any matter relating thereto is final and binding.

74.6 Any question carried by a majority of the votes cast is a resolution of the Association and such resolution may not be rescinded or varied for two (2) years after the passing of the said resolution, except by another resolution passed by way of a poll of members under this Article.

75 Prohibitions

75.1 None of the following games shall be played in the premises of the Association: 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 and all games of mere chance.

75.2 The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office-bearers, committee or members.

75.3 No university or university-college students can be allowed to be a member of the Association without the prior written approval from the Vice-Chancellor of the university or university-college concerned.

76 Common Seal

76.1 The Association shall have a common seal which shall be in the custody of the Honorary Secretary.

76.2 The common seal shall not be affixed to any certificate, deed or document except with the prior approval of the Executive Committee and such approval shall be recorded in the minutes. Any certificate, deed or document affixed with the common seal shall be signed by the president or the chairman of the committee and by two other members of the committee present and countersigned by the Honorary Secretary.

77 Notices

77.1 Any notice to be served by the Association upon any member may be served either personally or by sending it through the post in a prepaid letter addressed to him at his address.

77.2 Any notice, if served by post, is deemed to have been served within forty-eight (48) hours after posting, and a certificate signed by the Honorary Secretary or the person directed by him to post the notice is conclusive evidence of the notice having been duly posted.

78 Amendments

78.1 This Constitution may be added to, repealed or amended by a resolution passed at any general meeting by a majority of not less than two-thirds of the members present and eligible to vote, where the resolution for such addition, repeal or amendment is an item of business.

78.2 Notwithstanding any other provision in this Constitution, any resolution to amend this Constitution shall be submitted in writing to the Executive Committee not less than four (4) weeks before the date of the general meeting at which the said resolution is an item of business.

78.3 Any resolution for the amendment of these Articles duly passed shall be submitted to the Registrar of Societies for approval within sixty (60) days after the date such resolution is passed.

78.4 Any amendment to these Articles shall take effect from the date the same is approved in writing by the Registrar of Societies.

79 Dissolution

79.1 If at any general meeting, a resolution for the dissolution of the Association is passed by a majority of not less than two-thirds of the members present and eligible to vote, the [Executive Committee must immediately or at such future date as is specified in the resolution, proceed to realise the property of the Association and after the discharge of all liabilities, shall give any remaining property to any other institution or association named in the resolution or which in the opinion of the Executive Committee has objects as nearly the same as those of the Association, or if for any reason such a gift cannot be made, the Executive Committee must divide such property ratably in proportion to the amount each member has paid in entrance fee and subscriptions among all the members entitled to a share therein, and on the completion of the division the Association shall be dissolved.

79.2 Notice of dissolution shall be sent to the Registrar of Societies within fourteen (14) days of the passing of the resolution for dissolution.

80 Interpretation

80.1 References to Articles are references to Articles in this Constitution unless otherwise expressly stated.

80.2 Words in the singular include the plural.

80.3 Words in the masculine gender include the feminine and neuter genders.

80.4 The headings are for ease of reference only and do not affect the interpretation of this Constitution.

80.5 If there is any question or matter relating to the Association which is not expressed provided for in this Constitution, the Executive Committee may determine such question or matter as it deems fit.