

PERLEMBAGAAN BAGI

PERTUBUHAN INDUK

**PERSATUAN USAHAWAN DAN IKTISAS WANITA SABAH (SABAH WOMEN
ENTREPRENEURS AND PROFESSIONALS ASSOCIATION)**

(PPM-006-12-05121994)

PERATURAN 1 NAME AND REGISTERED ADDRESS

(i) The name of the Association shall be Persatuan Usahawan Dan Iktisas Wanita Sabah
(Sabah Women Entrepreneurs And Professionals Association) (SWEPA)
hereinafter referred
to as "the Association".

(ii) Its registered address shall be at Lot 2-07, 2nd Floor, Wisma Wanita, Mile 2-1/2,
Tuaran Road, 88999, Kota Kinabalu, Sabah, Malaysia or P.O. Box 13193, 88836,
Kota
Kinabalu, Sabah, Malaysia or at such other place or places as may from time to
time be
decided on by the Executive Committee.

The registered address of the Association shall not be changed without the prior
approval of the Registrar of Societies.

PERATURAN 2 AIMS AND OBJECTS

The aims and objects of the Association shall be as follows :

(i) To enhance professional and business development for members' advancement.

(ii) To foster goodwill and to establish relationship among business and professional
women.

(iii) To work together with the Federal Government, State Government and public
enterprises in achieving national development.

(iv) The Association may raise fund, acquire, sell or lease any property, set up a
foundation, and to invest either solely or jointly in business, carry out charity
and welfare activities and such other activities which fulfill the aims and objects
of the Association.

PERATURAN 3 MEMBERSHIP

(i) There shall be five categories of membership as follows :



a) Ordinary Members

Ordinary membership shall be open to woman entrepreneurs and professional women of Malaysian citizenship who are residing in Sabah and aged 18 years and above.

For the avoidance of doubt, a "woman" referred to herein shall mean an adult human being who is biologically female and an "entrepreneur" shall mean a person who sets up a business or businesses with the aim of making profit whereas the word "professional" denotes a person formally certified by a professional body of belonging to a specific profession by virtue of having completed a required course of studies and/or practice.

b) Institutional Members

Membership shall be open to women organisation with similar objectives registered in Malaysia. Each member organisation shall be represented by one voting delegate in the General Meeting and shall not be eligible to be a committee member in the Association.

c) Life Member

Life membership shall be open to Ordinary members who : -

- (i) have paid their subscription for life membership; or
- (ii) have paid their annual subscription for six (6) consecutive years (without default in any one of the subscriptions) and upon payment of a sum of Ringgit Malaysia One Thousand (RM1,000.00) only.

d) Associate Members

(i) Any woman above 18 years' of age and residing in Sabah is eligible to apply for Associate membership. She shall abide by the rules and regulation of the Association except that she is not eligible to hold office in the Association.

(ii) Associate members shall not have the right to vote and no such member shall be eligible to be a member of a committee or for appointment as representative of the Association.

(iii) The total number for Associate Member in the Association shall not exceed thirty per centum (30%) of the total membership in the Association at any one time.

e) Honorary Members

(i) The Executive Committee may nominate any notable woman who is not a member of the Association to be an Honorary Member for the duration of



not more than 2 terms or such other period as the Executive Committee may determine.

(ii) Honorary member shall not have the right to vote and no such member shall be eligible to be a member of a committee or for appointment as representative of the Association.

(iii) The total number of Honorary Member in the Association shall not be more than four at any one time.

(ii) Every application for membership shall contain such particulars as may be required by the Executive Committee and shall be proposed and seconded by two existing members and shall be forwarded to the Secretary who shall at the first convenient opportunity, submit it to the Committee for approval. The Committee may at its discretion reject any application without assigning any reason therefore.

(iii) Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and first yearly subscription, be admitted as a member of the Association and shall be entitled to all privileges of membership. Her approval shall be notified by the Secretary in writing.

PERATURAN 4 **ENTRANCE FEES, SUBSCRIPTION AND OTHER DUES**

(i) The entrance fee and subscription payable for all category of members shall be as follows : -

Ordinary Institutional Life Associate

Entrance Fee	RM100.00	RM200.00	RM2,000.00	RM100.00
Yearly Subscription	RM180.00	RM360.00	Nil	RM180.00

(ii) All yearly subscription shall be payable on admission of membership to the Treasurer and thereafter in advance before 31 of January of each year. The first year's subscription shall be for the full year if the membership application is approved before 1st July; and any member seeking admission after 30th June shall be required to pay 6 months' subscription fee.

(iii) Any member who has arrears in subscription shall receive a written notification signed by or on behalf of the Secretary, and shall be denied the privileges of membership until she settles her account.

(iv) The Committee shall have the power to fix a re-entrance fee for any person who has allowed her membership to lapse through arrears.

PERATURAN 5 **CESSATION OF MEMBERSHIP**



An ordinary member, life member, associate member and an institution member shall cease to be such member in any of the following circumstances : -

(i) If she gives by notice in writing addressed to the Secretary.

(ii) If she allows her arrears to exceed 2 years' subscriptions provided that the Executive Committee is satisfied that she has received due notice of her debts. Her membership may, however, be reinstated by the Executive Committee if and when she pays to the Association all her arrears of annual subscription, the current year subscription, a re-entrance fee and a penalty to be fixed by the Executive Committee.

PERATURAN 6 RESIGNATION AND EXPULSION

(i) Any member who wishes to resign from the Association shall give a two weeks' notice in writing to the Secretary.

(ii) Any member who fails to comply with the rules of the Association or has acted in a manner to bring disrepute upon the Association may be expelled or suspended for a period of time as the Executive Committee deems fit. Before the Executive Committee expels or suspends the member, the member shall be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and absolve herself in person before the Executive Committee. The decision of the Executive Committee is final.

PERATURAN 7 ANNUAL GENERAL MEETING

(i) The supreme authority of the Association is vested in a General Meeting of the members. At least fifty per centum of the total voting membership of the Association or twice the total number of members of the Executive Committee, whichever is the lesser must be present at a general meeting for its proceedings to be valid and to constitute a quorum.

(ii) If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding 14 days) to be decided by the Executive Committee: and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall carry on 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.

(iii) An Annual General Meeting of the Association shall be held before the end of June



after the close of each financial year on a date and at a time and place to be decided by the Executive Committee. The agenda of the Annual General Meeting shall be:-

a) To receive the President's report on the working of the Association during the previous year.

b) To receive the Treasurer's report and the audited accounts of the Association for the previous year.

c) To elect an Executive Committee once in every two years.

d) To appoint auditor once in every two years.

e) To appoint Trustee(s)

f) To approve budget

g) To deal with such other matters as may be put before it.

(iv) A preliminary notice of the Annual General Meeting stating the date, the time and

the place, and calling for motions for discussion, motions for amendment of the Rules and nominations for the election of the executive Committee (during election year) shall be sent by the Secretary to all members not later than 30 days before the date fixed for the meeting, and this notice shall also be prominently displayed at the registered address or place of meeting of the Association.

(v) Nomination for the election of office bearers (during election year) and motions for discussion at the meeting must be sent to reach the Secretary not later than 14 days before the Annual General Meeting. All nominations and proposed motions and proposed amendments to the Rules shall be proposed and seconded by 2 ordinary

or life members of good standing. Nominees must consent to the nominations evidenced by their execution of the nomination form and be present at the Annual General Meeting.

(vi) The Secretary shall send to all members at least 10 days before the meeting an agenda including copies of minutes and reports, motions and nominations for the election of office bearers (during election year) together with the audited accounts of the Association for the previous year. Copies of these documents will also be made available at the registered address or place of meeting of the Association for the perusal of members.

(vii) An extraordinary general meeting of the Association shall be convened :

a) Whenever the Executive Committee deems it fit, or



b) at the joint request in writing of not less than twenty five percent of the membership, stating the objects and reasons for such meeting.

(viii) An extraordinary general meeting requisitioned by members shall be convened not later than 21 days from the receipt of such requisition.

(ix) The Secretary shall send to all members at least 10 days before the extraordinary general meeting an agenda.

(x) Paragraphs (i) and (ii) of this rule regarding the quorum and the postponement of an Annual General Meeting shall apply also to an extraordinary general meeting.

(xi) The Secretary shall forward to all members a copy of the draft minutes of each annual and extraordinary general meeting within 28 days after its conclusion.

(xii) Any sale, purchase or transfer of any immovable property held in trust of the Association shall not be made without the consent and authority of two-third of the members present at the general meeting.

PERATURAN 8 VOTING AND ELECTION

(i) Voting at general meeting may be by show of hands or by secret ballot and the decision shall be by simple majority unless otherwise stated herein.

(ii) A person nominated for election must be a life member or an ordinary member whose subscription is not in arrears. Each nomination shall state the position to which election is sought and to be signed by the candidate as evidence of her willingness to accept nomination, but no member shall be nominated for more than one office.

(iii) A member nominated for the post of President or Vice President must have served at least one term in the Executive Committee.

(iv) If more nominations for any position on the Executive Committee than there are vacancies, an election is to be conducted at the Annual General Meeting to determine which of the further candidates should fill the vacancies and the result shall be declared before the close of the Annual General Meeting.

(v) If the number of nominations received for any position on the Executive Committee is equal to the number of vacancies, such nominees shall be declared as duly elected to the Executive Committee at the Annual General Meeting.



(vi) If the number of nominations for any position on the Executive Committee is less than the number of vacancies, then

a) those members who have been properly nominated shall be declared as duly elected to the Executive Committee at the Annual General Meeting.

b) further nominations for the vacant positions to be filled shall be called at the Annual General Meeting, and where necessary, an election shall be conducted to determine which of the further candidates should fill the vacancies. The result of the election shall be declared before the close of the Annual General Meeting.

PERATURAN 9 EXECUTIVE COMMITTEE

(i) The Executive Committee shall be elected once in every two years at the annual General Meeting except for the Immediate Past President and Legal Advisor, and shall commence its term of office on 1st July. The Executive Committee shall consist of the following Office Bearers: -

- President
- Immediate Past President
- Vice President
- Secretary
- Assistant Secretary
- Treasurer
- Assistant Treasurer
- 4 Committee Members

(ii) The newly elected Executive Committee may co-opt not more than two (2) Committee Members from members of the Association.

(iii) The Executive Committee shall comprise not more than 13 members, including the co-opted members mentioned in Rule 9(ii).

(iv) The President with the concurrence of the Executive Committee shall appoint a Legal Advisor, who shall attend Executive Committee meetings, from any member of the Association.

(v) The office bearers of the Association and every officer performing executive functions in the Association shall be Malaysian Citizens.

(vi) The names for the elected Office Bearers shall be proposed and seconded and election will be by a simple majority vote of the members present once in every two years at the Annual General Meeting. All Office Bearers shall be eligible for



re-election for subsequent terms. The tenure of all Office Bearers shall be two (2) years.

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

(viii) The Executive Committee shall meet from time to time whenever necessary but shall meet at least once in every three months, and 7 days' notice of each meeting shall be given to the members. The President acting alone, or not less than three of its Executive Committee Members acting together may call for a meeting of the Executive Committee to be held at any time. At least one half of the Executive Committee Members must be present for its proceedings to be valid and to constitute a quorum.

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

a) The issue must be clearly set out on the circular and forwarded to all members of the Executive Committee.

b) At least one-half of the members of the Executive Committee must indicate whether they are in favour or against the proposal;

c) Any decision obtained by circular letter shall be reported by the Secretary to the next Executive Committee meeting and recorded in the minutes thereof.

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

(xi) The Executive Committee may appoint such staff as it deems necessary.

(xii) The Executive Committee shall within 60 days after the holding of the Annual General Meeting submit the annual returns of the Association to Registrar of Societies as required under Section 14(1) of the Societies Act, 1966.

(xiii) In the event of death or resignation or expulsion of a member of the Executive Committee, the candidate who received the next highest number of votes at the



previous election for the post affected shall be invited to fill the vacancy. If there is no such candidate or if such candidate declines to accept the office, the Executive Committee shall have the power to co-opt any other member of the Association to fill the vacancy until the next Annual Meeting of the year in which elections are held.

PERATURAN 10 DUTIES OF OFFICE-BEARERS

(i) The President shall during her term of office preside at all general meetings and all meetings of the Executive Committee and shall be responsible for the proper conduct of all such meeting. She shall have a casting vote and shall sign the minutes to each meeting at the time they are approved.

(ii) The Vice-President shall deputise for the President during the latter's absence.

(iii) The Secretary shall conduct the business of the Association in accordance with its rules, and shall carry out the instruction of the General Meeting and of the Executive Committee. She shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. She shall maintain a membership register with particulars of name, age, identity card number, occupation and address of every member. She shall attend all meetings, and record the proceedings.

(iv) The Assistant Secretary shall assist the Secretary in carrying out her duties and shall act for her in her absence.

(v) The Treasurer shall be responsible for the finances of the Association. She shall keep accounts of all its financial transactions and shall be responsible for their correctness. She shall present a financial statement in every Executive Committee meeting.

(vi) The Assistant Treasurer shall assist the Treasurer in carrying out her duties and shall act for her in her absence.

(vii) The Ordinary Committee Members shall assist the above office bearers in the function of the Executive Committee and in the management of the Association.

PERATURAN 11 FINANCIAL PROVISIONS

(i) Subject to the following provisions in this rule, the funds of the Association may be expended for any purpose necessary for the carrying out of its objects, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

(ii) The Treasurer may hold a petty cash advance not exceeding RM1,000.00 at any one time. All money in excess of this sum shall within seven days of receipt be



deposited in a bank approved by the Executive Committee. The bank account shall be in the name of the Association.

(iii) All cheques or withdrawal notices on the Association account shall be signed jointly by the President or the Secretary and the Treasurer.

(iv) No expenditure exceeding RM 5,000.00 at any one time shall be incurred without the prior sanction of the General Meeting and no expenditure exceeding RM1,000.00 at any one time shall be incurred without the prior sanction of Executive Committee. Expenditure of less than RM1,000.00 at any one time may be approved by the President together with the Secretary and Treasurer.

(v) As soon as possible after the end of each financial year a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditor appointed under Rule 7 (iii) (d). The Audited accounts shall be submitted for the approval of the next Annual General Meeting, and copies shall be made available at the registered address or place of meeting of the Association for the perusal of members.

(vi) The date of the commencement of the financial year of the Association shall be from the 1st of January and shall end on 31st December annually.

(vii) All moneys and profits accruing to the Association from participation in any business shall be applied solely towards the furtherance, promotion and execution of the objects of the Association and no portion thereof shall be paid by way of dividend, bonus or profit to any member of the Association.

PERATURAN 12 **AUDIT**

A qualified and licensed professional auditor shall be appointed once every two (2) years at the Annual General Meeting to audit the accounts of the Association for the year and to prepare a report for the Annual General Meeting. The Auditor may be reappointed.

PERATURAN 13 **TRUSTEES**

(i) Three Trustees who must be over 21 years of age, shall be appointed at the Annual General Meeting and shall hold office during the pleasure of the Association. They shall have vested in them all immovable property whatsoever belonging to the Association upon the execution of a Deed of Trust.

(ii) The Trustee shall not sell, withdraw or transfer any of the property of the Association without the consent and authority of a General Meeting of members



(iii) A Trustee may be removed from office by the General Meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reason she is unable to perform her duties or unable to do so satisfactorily. In the event of the death, resignation or removal of a Trustee the vacancy shall be filled by a new Trustee appointed by a General Meeting.

PERATURAN 14 INTERPRETATION OF RULES

(i) Between Annual General Meetings, the Executive Committee shall interpret the rules of the Association and, when necessary, determine any point on which the rules are silent.

(ii) Except where they are contrary to or inconsistent with the policy previously laid down by the General Meeting the decisions of the Executive Committee shall be binding on all members of the Association unless and until countermanded by a resolution of a General Meeting.

PERATURAN 15 PROHIBITIONS

(i) 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, Tian 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.

(ii) Neither the Association nor its member shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act 1959.

(iii) The Association shall not pay out any benefits as defined under Section 2 of the Societies Act, 1966, to any of its member.

(iv) No University student shall be admitted as a member of the Association without the prior written consent of the Vice-Chancellor of the University concerned.

(v) The Society shall not hold any lottery whether confined to its members or not, in the name of the Association or its Office-Bearers, Executive Committee or member.

PERATURAN 16 AMENDMENT OF RULES

These Rules may not be altered or amended except by resolution of a General Meeting. Application for any such alterations or amendments shall be made to the



Registrar within 60 days from the date of the decision to make the change or the amendment and shall take effect from the date of their approval by the Registrar of Societies.

PERATURAN 17 DISSOLUTION

(i) The Association may be voluntarily dissolved by a resolution of not less than three-fifths of the total membership of the Association at the General Meeting specially convened for the purpose.

(ii) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged and the remaining funds shall not be paid or distributed among the members or former members of the Association, but shall be given or transferred to some other organisation or organisations having similar aims to the Association to be decided upon at a General Meeting.

(iii) An Administrator shall be appointed at a General Meeting to manage and supervise the dealing of the funds and assets of the Association upon dissolution.

(iv) The body or organization to which the surplus assets and funds are to be given must be decided by resolution of not less than three-fifths of the total membership of the Association.

(v) Notice of dissolution shall be given within 14 days of the dissolution to the Registrar of Societies.

PERATURAN 18 LOGO

The Association shall adopt for its use a logo, which shall be in the design and colours as follows:

(i) The description of the logo is as follows : -

The logo is in the design of an outline in horizontal oval shape in RED, in the centre is a BLACK silhouette of woman, with the word 'SWEPA' printed in GOLD colour in the centre, against a backdrop in BLACK colour in the shape of the top of a mortar board.

(ii) The meaning of the three (3) colours used in the logo are as follow:

a) The BLACK colour of the silhouette of a woman and of a mortar board represents professionalism and respectability of women;

b) The RED colour in the centre represents courage and strength; and

c) The GOLD colour in the word "SWEPA" represents wealth and prosperity.



d) In short, the logo of the Association stands for "Sabah professional and respectable women with courage and strength pursuing business, in wealth and prosperity".



LAMPIRAN

1. Bendera

2. Lambang



3. Lencana

Salinan yang benar bagi dokumen asal / sebahagiannya

(SURAINI BIN NURUDDIN)

Pegawai Pendaftaran

Jabatan Pendaftaran Pertubuhan Malaysia Negeri Sabah

Tarikh :

8/1/2018

