

CONSTITUTION

KELAB MTD

CLAUSE 1 NAME

1. The Association shall be known as

KELAB MTD

Hereinafter referred to as "the Association".

2. Meaning of name : **MTD is the corporate identity of the Club's main financial contributor, and the Club members' group of employers, comprising subsidiaries of MTD Capital Berhad, MTD ACPI Engineering Berhad, Alloy Consolidated Sdn Bhd, ANIH Berhad, Nikvest Sdn Bhd and Terratech Consultants (M) Sdn Bhd.**

3. Level : **Lain-lain**

CLAUSE 2 ADDRESS

1. The registered address is

**MENARA MTD, 1 JALAN BATU CAVES,
68100 BATU CAVES
SELANGOR**

or at such other place as may from time to time be decided by the Committee; and the postal address is

**GROUP HUMAN CAPITAL DIVISION, MENARA MTD, 1 JALAN BATU CAVES,
68100 BATU CAVES
SELANGOR**

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

CLAUSE 3 OBJECTIVE

The objectives of the club are as follows:

- a) To foster and maintain goodwill and understanding between management and staff through club activities
- b) To contribute to the progress and productivity of the company through sports,

recreation & welfare activities

CLAUSE 4 MEMBERSHIP

All staff of MTD Capital Bhd and subsidiaries, MTD ACPI Engineering Berhad and subsidiaries, Alloy Consolidated Sdn Bhd and subsidiaries, ANIH Berhad and subsidiaries, Nikvest Sdn Bhd and subsidiaries and Terratech Consultants (M) Sdn Bhd will be eligible to become members of the Club.

CLAUSE 5 RESIGNATION AND TERMINATION

Membership of the Club is terminated automatically upon resignation of services or upon any subsidiary of MTD Capital Bhd, MTD ACPI Engineering Berhad, Alloy Consolidated Sdn Bhd, ANIH Berhad, Nikvest Sdn Bhd and Terratech Consultants (M) Sdn Bhd being wound up or ceased to be a subsidiary of MTD Capital Bhd, MTD ACPI Engineering Berhad, Alloy Consolidated Sdn Bhd, ANIH Berhad, Nikvest Sdn Bhd and Terratech Consultants (M) Sdn Bhd.

CLAUSE 6 SOURCE OF INCOME

a) There will be no joining fees.

b) Members of the Club will be charged with nominal monthly contribution/fees as follows

NO - JOB CATEGORY - AMOUNT (RM)

1 - Top Management/Senior General Manager - 10.00

2 - General Manager/Assistant General Manager/Senior Manager/Manager - 5.00

3 - Assistant Manager/Senior Executive/Executive - 3.00

4 - Non-Executive - 2.00

c) The subsidiaries of MTD Capital Bhd, MTD ACPI Engineering Berhad, Alloy Consolidated Sdn Bhd, ANIH Berhad, Nikvest Sdn Bhd and Terratech Consultants (M) Sdn Bhd will allocate some amount of money to the Club in the form of donations.

d) Some amount will be charged to the respective members on their participation to certain activities of the Club (by discretion of the Committee Members).

CLAUSE 7 GENERAL MEETING

A) The Supreme authority of the Club is vested in a General Meeting of the Members. At least one-half of the total membership of the Club or 3 (three) times the number of Committee Member (whichever is the lesser) must be present at a

General Meeting for its proceedings to be valid and to constitute a quorum.

b) If half hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date not exceeding 14 (fourteen) days to be decided by the committee and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have power to proceed with the business of the day but they shall not have power to alter the rule of the club or to make decisions affecting the whole membership.

c) An Annual General Meeting of the Club shall be held as soon as possible but not later than 3 (three) months after the close of each financial year on a date and at a time and place to be decided by the committee. The business of the Annual General Meeting shall be:-

i) to receive and, if approved, pass the accounts for the year ended on the 31 March last preceding and to receive the report of the Committee on the affairs of the Club.

ii) to elect biennially a committee and to appoint auditors for the ensuing 2 years.

iii) to transact any other special matters of the club of which due notice has been given.

d) A preliminary notice of the Annual General Meeting stating the date, the time and the place, and calling for motions for discussion, motions for amendments of the Rules and nominations for the election of the Committee shall be sent by the Secretary to all members not later than 21 (twenty one) days before the date fixed for the meeting, and this notice shall also be prominently displayed at the registered place of business of the Club.

e) Nominations for the election of offices-bearers and motions for discussion at the meeting must be sent to reach the Secretary not later than 10 (ten) days after the receipt of the preliminary notice.

f) The secretary shall send to all members of by displaying on the office notice board at least 7 (seven) days before the meeting an agenda including copies of minutes and reports.

g) An Extraordinary General Meeting of the Club shall be convened:

i) whenever the Committee deems it desirable, or

ii) at the joint request in writing of not less than 10 per cent of the total membership, stating the objects and reasons for such meeting.

h) An Extraordinary General Meeting requisitioned by members shall be convened for a date within 30 (thirty) days of the receipt of such requisition.

i) Notice and agenda for an Extraordinary General Meeting shall be forwarded by the Secretary to all members at least 15 (fifteen) days before the date fixed for the

meeting.

j) Paragraphs (a) and (b) of this rule regarding the quorum and postponed of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting requisitioned for the same purpose until after the lapse of at least 6 (six) months from the date thereof.

CLAUSE 8 COMMITTEE

A) A Committee consisting of the following, who shall be termed the office bearers of the club, shall be elected biennially at the Annual General Meeting:

- i) A President
- ii) A Vice President
- iii) A Secretary
- iv) An Assistant Secretary
- v) A Treasurer
- vi) An Assistant Treasurer
- vii) 8 (eight) Ordinary Committee Member

b) The post of President and Vice President shall be held by an Executive staff in MTD Capital Bhd and subsidiaries, MTD ACPI Engineering Berhad and subsidiaries, Alloy Consolidated Sdn Bhd and subsidiaries, ANIH Berhad and subsidiaries, Nikvest Sdn Bhd and subsidiaries and Terratech Consultants (M) Sdn Bhd.

c) The post of Treasurer and Assistant Treasurer must be the persons who have knowledge in financial accounting management.

d) The elected Committee Members at the Annual General Meeting may appoint 6 (six) additional Ordinary Committee Members.

e) 1 (one) of the additional Ordinary Committee Member is reserved for a member who is attached to the Human Resource function of MTD Capital Bhd and subsidiaries, MTD ACPI Engineering Berhad and subsidiaries, Alloy Consolidated Sdn Bhd and subsidiaries, ANIH Berhad and subsidiaries, Nikvest Sdn Bhd and subsidiaries and Terratech Consultants (M) Sdn Bhd, responsible for employees relations. The appointment is automatic.

f) 5 (five) Ordinary Committee Members may be appointed by the Committee to become Ordinary Committee Members.

g) The Committee Members may also appoint Representatives at various locations, where members are located, to assist the Committee Members in communicating with members at one particular location.

h) Names for the above officers shall be proposed and seconded and election

biennially will be by a simple majority vote of the members at the Annual General Meeting. All committee members shall only hold any post for 2 consecutive terms (4 years only) and are not eligible for re-election. He/she shall be eligible for re-election if he/she has not hold any post for at least 1 term period. All the office-bearers who have not hold any post for 2 consecutive terms (4 years only) shall be eligible for re-election. However, the committee members who are not eligible for re-election, at the discretion of the new Committee, may be appointed to become Ordinary Committee Members immediately.

i) All office-bearers of the Club and every other office performing function on the Club shall be Malaysian citizens.

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

k) The Committee shall meet regularly and 3 (three) days notice of each meeting shall be given to the members. The President alone, or not less than 3 (three) of its members acting together, may call for a meeting of the Committee to be held at any time. At least one-half of the Committee members must be present for its proceeding to be valid and to constitute a quorum. Any Committee Members found to be absent for 3 consecutive meetings without valid reasons will be deemed to resign his post in the Committee.

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

m) Subject to Clause 8(a) above, in the event of the death or resignation of a member of the 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 offer, the Committee shall have the power to co-opt any other members of the Club to fill the vacancy until the next election.

CLAUSE 9 DUTIES OF OFFICE BEARERS

A) The President shall during his term of office preside at all General Meetings and all meetings of the Committee and shall be responsible for the proper conduct of all such meetings. He/She shall have the casting vote and shall sign the minutes of each meeting at the time they are approved. He/She shall, in conjunction with the treasury, sign all cheques on behalf of the Club.

b) The Vice President shall deputise for the President during the latter's absence.

- c) The Secretary shall conduct the business of the Club in accordance with its rules, and shall carry out the instructions of the General Meeting and of the Committee. He/She shall be responsible for conduction all correspondence and keeping all books, documents and papers except the accounts and financial records. He/She shall attend all meetings, and records the proceedings. He/She shall maintain an up-to-date membership register.
- d) The Assistant Secretary shall assist the Secretary in discharging the latter's responsibility specified in 9(c).
- e) The Treasurer shall be responsible for the finances of the Club. He/She shall keep accounts of all its financial transactions and shall be responsible for its correctness. He/She shall, in conjunction with the President, and subject to Clause 10(c), and the Secretary sign all cheques on behalf of the Club.
- f) The Assistant Treasurer shall assist the Treasurer in discharging the latter's responsibility specified in 9(e).
- g) The duties and responsibilities of the 8 (eight) other elected Ordinary Committee members and 6 (six) other appointed Ordinary Committee Members are essentially to assist in the day to day management of the Club.

CLAUSE 10 FINANCIAL PROVISION

- a) Subject to the following provisions in this rule, the funds of the Club may be expanded for any purpose necessary for the carrying out of its objectives including the expenses of its administrations, but they shall on no account be used to pay the fine of any members who may be convicted in the court of law.
- b) The Treasurer may hold a petty cash advance not exceeding RM500.00 (Ringgit Malaysia: Five Hundred Only) at any one time. All money in excess of this sum shall within 7 (seven) days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of the Club.
- c) All cheques or withdrawal notices on the Club's account shall be signed jointly by the President (or in his/her absence the Vice President) and the Treasurer (or in his/her absence the Secretary).
- d) No expenditure exceeding RM250.00 (Ringgit Malaysia: Two hundred and fifty only) at any one time shall be incurred without the prior sanction of the President or the Vice President, and no expenditure exceeding RM1,000.00 (Ringgit Malaysia: One thousand Only) in any one month shall be incurred without the prior sanctions of the Committee. Expenditure below RM250.00 (Ringgit Malaysia: Two hundred and fifty only) may be authorised by the President, Vice President, Secretary or Treasurer.
- e) As soon as possible after the end of each financial year, a statement of income and expenditure or a statement of receipts and payments, as required by law, and a

balance sheet for the year shall be prepared and audited by the Auditors appointed under Clause 11. The audited accounts shall be submitted for the approval of the Annual General Meeting, and copies shall be made available at the registered or place of meeting of the club for the perusal of members.

f) The financial year of the Club shall commence on 1st April each year.

CLAUSE 11 AUDITORS

A) 1 (one) person who shall not be office-bearers of the Club, shall be appointed biennially in the Annual General Meeting as Auditor. They shall hold office for 2 (two) years and may be re-appointed on consecutive terms.

b) The Auditor shall be required to audit the accounts of the Club every 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 Club for any period within their tenure of office at any date, and make a report to the Committee.

CLAUSE 12 PROPERTY ADMINISTRATOR

A) 3 (three) persons, who is above 21 years old, who is a members shall not be office-bearers, shall be appointed by a General Meeting as Trustee of the Club. They shall hold office as long as required by the Club.

b) The Trustees cannot sell or transfer the ownership of the fixed asset belong to the club without prior approval and power given during Annual General Meeting.

CLAUSE 13 INTERPRETATION

English interpretation shall prevail.

CLAUSE 14 ADVISOR / PATRON

A) The Group Executive Chairman of MTD shall be invited to be the Advisor/Patron of the Club.

b) The Group Executive Chairman of MTD may appoint anybody to represent himself as the Advisor/Patron of the Club.

CLAUSE 15 PROHIBITION

A) Opium smoking, drug taking and liquor consumption at the premises and the introduction of prostitutes and bad characters into the premises are strictly

prohibited.

b) No forms of gambling or video games shall be played in the premises of the Club.

c) The Club shall not hold any lottery, whether confined to its members or not, in the name of the Club or its office-bearers, Committee or members, without the prior approval of the relevant authorities concerned.

CLAUSE 16 **AMENDMENT OF CONSTITUTION**

These rules may not altered or amended except by resolution of a General Meeting. Such alterations or amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment agreed upon at a General Meeting shall be sent to the Registrar of Societies for approval within 60 (sixty) days after the General Meeting.

CLAUSE 17 **DISSOLUTION**

A) The Club may be voluntarily dissolved by a resolution of no less than three-fifths of the total membership.

b) In the event of the club 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 a General Meeting.

c) Notice of the dissolution shall be sent to the Registrar of Societies within 14 (Fourteen) days of such dissolution.

CLAUSE 18 **FLAG, LOGO AND BADGE**

1. Flag



Kelab MTD

Description

The logo of MTD shall be adopted for the flag, emblem/logo or badge of the Club.

2. Logo



Kelab MTD

Description

The logo of MTD shall be adopted for the flag, emblem/logo or badge of the Club.

3. Badge



Kelab MTD

Description

The logo of MTD shall be adopted for the flag, emblem/logo or badge of the Club.