

PERLEMBAGAAN BAGI
FREE TREE SOCIETY KUALA LUMPUR
(PPM-010-14-21052012)

Clause 1 NAME

(1) The Society shall be known as

FREE TREE SOCIETY KUALA LUMPUR

hereinafter referred to as "The Society".

(3) Meaning of name : A society which gives away free seedlings and trees to the public

(4) Level: State

Clause 2 PLACE OF BUSINESS

1. Its registered place of business shall be

JKR 2624(5), Jalan Negeri Sembilan, Bukit Persekutuan
WP Kuala Lumpur
Wp Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur
50480

and its postal address shall be

JKR 2624(5), Jalan Negeri Sembilan, Bukit Persekutuan
WP Kuala Lumpur
Wp Kuala Lumpur
Wilayah Persekutuan Kuala Lumpur
50480

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

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

Clause 3 AIMS AND OBJECTIVES

The aims and objectives of the Society are:

a. To give away trees and other plants for free to proliferate planting, to encourage biodiversity and to promote a love of nature;

- b. To educate the public on gardening, landscaping and sustainable techniques; and practices for sustainable living;
- c. To promote knowledge and awareness of the environment and related environmental issues through educational activities and campaigns;
- d. To promote the implementation of 'Dasar Alam Sekitar Negara' on environmental issues, sustainable development, climate change, and responsible consumption and production.

Clause 4 **MEMBERSHIP**

(1) Membership is open to the following categories of membership:

a. Annual Membership (Ordinary)

Open to Malaysian citizens aged 18 years and above residing or working in Kuala Lumpur.

b. Life Membership

Open to Malaysian citizens aged 18 years and above residing or working in Kuala Lumpur who have held the position of Annual Member for a minimum period of 2 years.

c. Associate Membership

Open to Malaysian citizens residing or working in other states aged 18 years and above.

(2) Every application for membership must be accompanied by a signed Code of Ethics 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 thereof.

(3) Every applicant whose application has been approved shall, upon payment of the prescribed membership fee, be admitted as a member of the Society and shall be entitled to all the privileges of membership as stipulated in paragraph 4(4).

(4) Voting rights and the right to elect and stand for election during general meetings shall be the privilege of only Annual Membership (Ordinary) or Life Membership members. Associate members do not have the privilege to vote, elect or stand for election but shall be entitled to all other privileges as determined by the Society from time to time.

(5) A member may at any reasonable time request to inspect without charge the books, documents, records and securities of the Society.

Clause 5 **RESIGNATION AND TERMINATION**

(1) Any member who wishes to resign from the Society shall give two weeks' notice in writing to the Secretary and shall pay up all dues.

(2) Any member who fails to comply with the rules of the Society as stated in the terms laid out in the Society's Code of Ethics or has acted in a manner to bring disrepute upon the Society may be expelled or suspended for a period of time as the Committee deems fit. Before the 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 clear himself in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a general meeting upon appeal by the said member.

(3) Life Members who fail to attend or submit to a proxy vote at general meetings for a period of thirty-six (36) months will be viewed as dormant members and have their voting rights suspended until such a time as they actively participate in a general meeting.

Clause 6 FINANCIAL RESOURCES

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

(2) The Treasurer may hold a petty cash advance not exceeding RM 1000 (Ringgit Malaysia One Thousand) 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 Committee. The bank account shall be in the name of the Society.

(3) All cheques or withdrawal notices on the Society's account shall be signed jointly by the Treasurer, and the President or Secretary. In the absence of the President, the Secretary or the Treasurer for a long period, the Committee shall appoint one of its members to sign in his place.

(4) No expenditure of RM 2500 (Ringgit Malaysia Two Thousand Five Hundred) and more at any one time shall be incurred without the prior sanction of the committee, and no expenditure exceeding RM 120,000 (Ringgit Malaysia One Hundred and Twenty Thousand) in any calendar month shall be incurred without the prior sanction of a general meeting. Expenditure less than RM 2500 (Ringgit Malaysia Two Thousand Five Hundred) at any one time may be incurred by the President together with the Secretary or the Treasurer.

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

(6) The financial year of the Society shall commence on the 1st January and end on the 31st December every year.

Clause 7 GENERAL MEETING

(1) The supreme authority of the Society is vested in a general meeting of the members. At least one-third of the voting membership of the Society or the voting members present representing twice the total number of committee members, whichever is the lesser, must be present at a general meeting for its proceedings to be valid and to constitute a quorum.

(2) 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 30 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 the power to proceed with the business of the day but shall not have the power to alter the rules of the Society or make any decision affecting the whole membership.

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

- a. To receive the minutes of the previous annual general meeting;
- b. To receive the Committee's report on the working of the Society during the previous year;
- c. To receive the Treasurer's report and the audited accounts of the Society for the previous year;
- d. To elect a Committee and to appoint auditors for the ensuing year;
- e. To deal with such other matters as may be put before it.

(4) The Secretary shall send to all members at least seven (7) days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Society for the previous year. Copies of these documents will also be made available at the registered place of business of the Society for the perusal of members.

(5) An extraordinary general meeting of the Society shall be convened:-

- a. Whenever the Committee deems it desirable; or
- b. At the joint request in writing of not less than twice the number of committee members, stating the objects and reasons for such meeting.

(6) An extraordinary general meeting can be requisitioned by a minimum of five (5) members in a written letter to the Secretary explaining the issue. An EGM shall be convened for a date within thirty days of the receipt of such a valid requisition.

(7) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.

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

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

(10) A member (in this rule called 'the appointing member') may appoint in writing another

member who will be the proxy of the appointing member and to attend and vote on behalf of the appointing member at a general meeting, whereby one proxy vote is equivalent to one vote.

Clause 8 **EXECUTIVE COMMITTEE**

(1) An executive committee consisting of the following, who shall be termed the office-bearers of the Society, will manage the affairs of the Society:-

A President

A Vice-President

A Secretary

A Treasurer

3 Ordinary Committee Members

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (10).

(3) Each Committee member has a deliberative vote.

(4) All office-bearers of the Society and every officer performing executive functions in the Society shall be members of the Society, with the exception of Associate members.

(5) A Committee member's term will be from his election at an annual general meeting until the next annual general meeting after his election, but he or she is eligible for re-election to membership of the Committee.

(6) A person is eligible for election to membership of the Committee when a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:

a. the nominator; and

b. the nominee to signify his willingness to stand for election to the Secretary not less than seven days before the day on which the annual general meeting concerned is to be held.

(7) A person who is eligible for election or re-election under this rule may:

a. propose or second himself or herself for election or re-election: and

b. vote for himself or herself.

(8) If the number of persons nominated in accordance with paragraph 8 (6) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:

a. the Secretary must report accordingly to; and

b. the Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.

(9) If vacancies remain on the Committee after the declaration under paragraph 8 (8), additional nominations of Committee members without written notice may be accepted from the floor of the

annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(10) If a vacancy remains on the Committee after the application of paragraph 8 (9), or when a vacancy occurs in the membership of the Committee:

- a. the Committee may appoint a member to fill that vacancy: and
- b. a member appointed under this sub-rule will:
 - (i) hold office until the next annual general meeting after his appointment; and
 - (ii) be eligible for election to membership of the Committee at the next following annual general meeting.

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

(12) The Committee shall meet at least once every three months, seven (7) days' notice of each meeting shall be given to the members. The President acting alone, or not less than three of its members acting together may call for a meeting of the Committee to be held at any time. At least four (4) or one-half of the Committee members must be present for its proceedings to be valid and to constitute a quorum.

(13) 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 a poll communicated via circular letter, group electronic message or conference call. The following conditions must be fulfilled before a decision of the Committee is deemed to have been obtained:-

- a. The issue must be clearly set out in the communication and forwarded to all members of the committee:
- b. At least four (4) or one-half of the members of the Committee must indicate whether they are in favour or against the proposal; and
- c. The decision must be by a majority poll vote.
- d. Any decision obtained by poll shall be reported by the Secretary to the next Committee meeting and recorded in the minutes thereof.

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

(15) In the event of the death or resignation of a member of the Committee, the Committee shall have the power to co-opt any other member of the society to fill the vacancy until the next election of office-bearers.

(16) The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Society. It may appoint such officers and such staff as it deems necessary. It may suspend or dismiss any officers or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Committee, or for any other reason which it deems good and sufficient in the interest of the Society.

(17) The Committee may delegate, in writing, to one to more sub-committees (consisting of a member or members of the Society as the Committee thinks fit) the exercise of such functions of the Committee other than:

- a. the power of delegation; and
- b. a function which is a duty imposed on the Committee by law.

(18) Any delegation under paragraph 8 (17) will be subject to such conditions and limitations as specified in the written delegation and the Committee may continue to exercise any function delegated.

(19) The Committee may, in writing, revoke wholly or in part any delegation of its functions.

(20) The Committee shall, in pursuance of the aims and objects stated, lay down a Code of Ethics that govern the conduct of the Society. Such a Code of Ethics shall be approved by the Committee (and shall form an appendix to this Constitution). The said Code may be amended from time to time in accordance with paragraph 8 (12) or by resolution at a general meeting, which shall be passed by a one-third majority of all members present. All Society Members, Trustees and Patrons shall subscribe and uphold the Code of Ethics.

Clause 9 DUTIES OF OFFICE BEARERS

(1) The President shall during his term of office preside at all general meetings, all meetings of the committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Treasurer sign all cheques on behalf of the Society.

(2) The Vice-President or Secretary shall deputize for the President during the latter's absence.

(3) The Secretary shall conduct the business of the Society in accordance with the rules and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and paper except the accounts and financial records. He shall attend all meetings and record all proceedings. He shall keep a membership register consisting of details such as name, identity card number, date and place of birth, occupation, name and address of employer and residential address. He shall in conjunction with the Treasurer, sign all cheques on behalf of Society when the President is absent. He shall file annual returns within 60 days from the date of the annual general meeting to the Registrar of Societies.

(4) The Treasurer shall be responsible for the finances of the Society. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President or the Secretary sign all cheques on behalf of the Society.

(5) The Ordinary Committee Members shall carry out such duty as directed by the President or the Committee.

Clause 10 **FINANCIAL PROVISIONS**

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

(2) The Treasurer may hold a petty cash advance not exceeding RM 1000 (Ringgit Malaysia One Thousand) 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 Committee. The bank account shall be in the name of the Society.

(3) All cheques or withdrawal notices on the Society's account shall be signed jointly by the Treasurer, and the President or Secretary. In the absence of the President, the Secretary or the Treasurer for a long period, the Committee shall appoint one of its members to sign in his place.

(4) No expenditure of RM 2500 (Ringgit Malaysia Two Thousand Five Hundred) and more at any one time shall be incurred without the prior sanction of the committee, and no expenditure exceeding RM 120,000 (Ringgit Malaysia One Hundred and Twenty Thousand) in any calendar month shall be incurred without the prior sanction of a general meeting. Expenditure less than RM 2500 (Ringgit Malaysia Two Thousand Five Hundred) at any one time may be incurred by the President together with the Secretary or the Treasurer.

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

(6) The financial year of the Society shall commence on the 1st January and end on the 31st December every year.

Clause 11 **AUDITORS**

(1) Two persons, who shall not be office-bearers of the Society, shall be appointed, by the annual general meeting as Honorary Auditors. They shall hold office for one year and may be reappointed.

(2) The Auditors shall be required to audit the accounts of the Society for the year, and to prepare a report or certificate for the annual general meeting. They may also be required by the

President to audit the accounts of the Society for any period within their tenure of office, at any date, and to make a report to the Committee.

Clause 12 **TRUSTEE**

(1) Up to three (3) Trustees, who must be over 21 years of age, shall be appointed, if deemed required, at the annual general meeting and shall hold office during the pleasure of the Society. They shall be vested in them all immovable properties whatsoever belonging to the Society upon execution of a Deed of Trust.

(2) The Trustees shall not sell, withdraw or transfer any of the property of the Society without the consent and authority of a general meeting of members.

(3) A Trustee may be removed from office by a general meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reasons, he is unable to perform his 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.

(4) The Trustee shall sign and comply with the Society's Code of Ethics.

Clause 13 **INTERPRETATION**

(1) Between annual general meetings the committee shall interpret the rules of the Society and when necessary, determine any point on which the rules are silent.

(2) Except where they are contrary to or inconsistent with the policy previously laid down by the general meeting the decisions of the Committee shall be binding on all members of the Society unless and until countermanded by a resolution of a general meeting.

Clause 14 **ADVISOR/PATRON**

(1) The Committee shall if it deems fit and necessary appoint qualified persons to be the Advisor or Patron of the Society. The person appointed must give his consent in writing.

(2) The Advisor/Patron shall sign and comply to the Society's Code of Ethics.

Clause 15 **PROHIBITIONS**

(1) None of the following games shall be played in the premises of the Society: Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien 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.

(2) Neither the Society nor its members shall attempt to restrict or in any other manner interfere

with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959.

(3) The Society shall not hold any lottery, whether confined to its members or not, in the name of the society, its office-bearers or members without prior approval from the authorities concerned.

(4) "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the society to any of its member.

Clause 16 **AMENDMENTS OF RULES**

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

Clause 17 **DISSOLUTION**

(1) The Society may be voluntarily dissolved by a resolution of not less than three-fifths of the membership present in a general meeting.

(2) In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged.

(3) The distribution of surplus funds or property shall be disposed of in such manner as may be decided upon by a general meeting. If upon the winding up or dissolution of the Society there remains, after discharging its debts and liabilities, any surplus funds or property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus funds or property must be given or transferred to another Society incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which the Society shall be determined by resolution of the members.

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

Clause 18 **FLAGS, SYMBOLS, BADGES AND OTHER INSIGNIA**

(1) Flag

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Explanation

(2) Logo

Explanation

Green Colour: PANTONE 576U

FREE TREE SOCIETY font : Insignia

Logo: Batik Tree

(3) Badge

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Explanation

LAMPIRAN

1. Lambang



**FREE TREE
SOCIETY**

Keterangan Lambang: