

CONSTITUTION OF THE MALAYSIAN SOCIETY FOR TRANSPARENCY AND INTEGRITY

ARTICLE I: **NAME**

1. The Society shall be called the “Persatuan Transparensi dan Integriti Malaysia” or in English, “The Malaysian Society for Transparency and Integrity.”
2. The Society shall also be known by its abbreviated name “TI Malaysia” or “TI-M”.

ARTICLE II: **REGISTERED ADDRESS**

1. The registered address of the Society shall be B-11-1, Wisma Pantai, Plaza Pantai, 5 Jalan 4/83A, 59200 Kuala Lumpur, Malaysia.
2. The registered address may be changed from time to time by the Executive Committee with prior approval of the Registrar of Societies.

ARTICLE III: **LOGO**

The logo consists of a crescent incorporating the initials “t” and “i” representing the words “Transparency” and “Integrity” which are wrapped around the base of the crescent, depicted in the diagram below.



ARTICLE IV: **OBJECTIVES**

1. The principal objectives of the Society shall be:-
 - a) To take action to combat corruption and prevent criminal activities arising from corruption so as to help build a world in which government, politics, business, civil society and the daily lives of people are free of corrupt practices.
 - b) To strengthen public support, resolve and understanding for programmes against corruption and to enhance public transparency and accountability in national and international business transactions and in public administration.
 - c) To encourage all parties to international business transactions to operate at the highest level of integrity, guided in particular by Standards of Conduct set by international organizations with similar objectives.
 - d) To establish coalitions of like-minded organisations and individuals to work with governments (wherever possible) to assist in developing and implementing national programmes against corruption.
 - e) To set up information centres and to conduct research to eradicate corruption and to participate in public forum, to broaden public awareness on the ills of corruption; and to counter corrupt practices.
 - f) To promote and reflect on those values and principles embodied in the various spiritual traditions in the country for the practice of transparency, integrity and good conduct and governance.
 - g) To liaise and cooperate with national, regional and international bodies concerned with similar objectives.
 - h) To provide training, advisory services and specialist technical assistance on the development of integrity systems for the practice of transparency, integrity and good conduct and governance.
 - i) To work with and monitor appropriate agencies responsible for curbing corruption in Malaysia.
 - j) To do all and every activity and action which is in keeping with all the aims and objectives stated herein and related to the stand against corruption, and to promote transparency and good governance.

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Powers

2. In addition to any other powers given by this Constitution, the Society shall have the power to:
 - a) purchase, rent or lease any land or building required for any of the purposes of the Society;
 - b) sell, surrender, grant, lease, exchange or alter any land or building belonging to or occupied by the Society;
 - c) raise funds and/or borrow money whether by way of bank overdraft or otherwise for such of the purposes of the Society as it may from time to time consider desirable;
 - d) make rules governing the manner of convening General Meetings of the Society and the procedure thereat, which rules shall be approved and may be amended by ordinary resolution at a General Meeting of the Society.

ARTICLE V: MEMBERSHIP

1. The Society shall have the following types of membership:
 - a) Associate membership, which shall be open to Malaysian citizens who have attained the age of 18 years.
 - b) Ordinary membership which shall be open to Malaysian citizens who have attained the age of 18 years, after being admitted as an Associate member and subsequently admitted to Ordinary membership by the Executive Committee under Article VII(2)(b);
 - c) Corporate membership which shall be open to entities which are incorporated or registered under the laws of Malaysia. A corporate member shall nominate one (1) person to be its representative to be present at meetings of the Society to exercise its rights of membership.
2. Every candidate applying for admission as a member shall complete and submit an application form as the Executive Committee may prescribe from time to time. All applications shall be accompanied by the first year's subscription.
3. Approval of any application for membership shall be at the sole discretion of the Executive Committee. The application for membership shall be approved by a vote of simple majority of the Executive Committee.
4. The Society may establish coalitions or networks of like-minded organizations and individuals to collaborate and contribute to the objectives of the Society. Such organizations or individuals shall be known as "Friends" of the Society and shall be entitled to participate in the activities of the Society but not to attend, speak or vote at General Meetings of the Society, with such annual contribution as the Executive Committee may determine.

ARTICLE VI: SUBSCRIPTIONS

1. The annual subscriptions for members shall be as follows:
 - a) Associate member: *RM200.00*
 - b) Ordinary member: *RM200.00*
 - c) Corporate member:
 - i) Organisations and companies without paid up capital and companies with paid-up capital of up to RM2.5 million: *RM1,000.00*;
 - ii) Companies with paid-up capital exceeding RM2.5 million but not exceeding RM10.0 million: *RM3,000.00*;
 - iii) Companies with paid-up capital exceeding RM10 million: *RM5,000.00*;
2. All annual subscriptions shall be due on the first day of the financial year, which begins in January.

ARTICLE VII: RIGHTS OF A MEMBER

1. Ordinary members and corporate members shall have:
 - a) the right to participate in the activities of the Society;
 - b) the right to speak and vote at all General Meetings of the Society;

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- c) any other privilege the Executive Committee may from time to time add, remove or vary.
2. An Associate member shall have:
- a) the right to participate in the activities of the Society; and
 - b) the right to be considered for admission to Ordinary membership by the Executive Committee after a period of Associate membership of at least two (2) continuous years, taking into account his contributions to the Society.

ARTICLE VIII: **SUSPENSION AND TERMINATION OF MEMBERSHIP**

1. A member may terminate his membership by notice in writing provided the member has first settled all arrears of subscriptions and other debts if any, owed to the Society.
2. A member who fails to pay his subscription or other outstanding debts to the Society in full within two (2) months after notice has been given to him shall have his membership suspended by the Executive Committee. All membership rights are immediately suspended until payment in full of all unpaid debts. If the subscription or other debts due to the Society remain unpaid four (4) months after the notice, his membership shall terminate automatically. The Executive Committee may revoke the termination and reinstate a member if the member pays up the outstanding dues within two months after termination.
3. If the Executive Committee considers it to be in the interest of the Society to terminate the membership of a member for a reason other than unpaid dues, it shall send a written notice to that member to show cause within two weeks of the date of the notice why his membership should not be terminated. If the Executive Committee fails to receive an explanation within the specified period or if the Executive Committee receives an explanation but considers it to be unsatisfactory, the Executive Committee may suspend or terminate the membership of the member without any conditions or on such conditions as the Executive Committee deems fit. The General Meeting may consider any appeal by the suspended or terminated member, and the General Meeting shall have the power to lift the suspension or revoke the termination of membership of the member.
4. Any person shall, upon ceasing to be a member of the Society, forfeit all rights and claims upon the property and funds of the Society.

ARTICLE IX: **GENERAL MEETINGS**

1. The supreme authority of the Society is vested in a general meeting of the members.
2. "General meetings" include Annual General Meetings or Extraordinary General Meetings.
3. Annual General Meeting
 - a) The Annual General Meeting of the Society shall be held within three (3) months of the close of the financial year on a date and time and at a venue to be determined by the Executive Committee.
 - b) The agenda for the Annual General Meeting shall include the following:-
 - i) The confirmation of the Minutes of the preceding Annual General Meeting and any subsequent Extraordinary General Meeting;
 - ii) Matters arising from the minutes;
 - iii) The adoption of the Annual Report;
 - iv) The adoption of the Audited Financial Statements
 - v) Amendments to the Constitution, if any;
 - vi) The election of (a) the Executive Committee and (b) external auditors of the Society (only for an election year);
 - vii) Proposed Resolution(s), if any;

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- viii) Any other business of which fourteen (14) days' previous notice in writing shall have been given to the Secretary General;
 - c. Notice in writing of the Annual General Meeting shall be given to all members of the Society by the Secretary General at least thirty (30) days before the date fixed for such Annual General Meeting.
 - d. At least seven (7) days before the Annual General Meeting, the Secretary shall circulate to all members the following:
 - i) The Agenda;
 - ii) The minutes of the preceding Annual General Meeting and any subsequent Extraordinary General Meeting;
 - iii) The Annual Report;
 - iv) The Audited Accounts and Financial Statements of the preceding year;
 - vi) Proposed Resolution(s), if any.
 - e. Any member may propose a resolution to be tabled at the Annual General Meeting provided that notice thereof is given to the Secretary General at least 14 days before the Annual General Meeting.
 - f. The quorum for the Annual General Meeting shall be twice the number of Executive committee members or one half of the total voting membership, whichever is lower.
 - g. If a quorum is not present an hour after the time appointed for the meeting, the meeting shall be adjourned to a date (not exceeding 30 days) to be decided by the Executive committee, and if a quorum is not present within an hour after the time appointed for the postponed meeting, the members present shall have the power to proceed with business of the day but they shall not have the power to alter the Constitution or make decisions on any other matter not set out in the agenda.
 - h. Voting shall be by show of hands unless a ballot is demanded by the meeting. There shall be no voting by proxy.
 - i. A resolution shall be deemed to be carried if a simple majority of the members present and voting vote in its favour, unless otherwise provided in the Constitution.
 - j. If both the President and the Deputy President are absent, the meeting shall appoint an Executive Committee member to take the chair.
 - k. The Chairman shall have a casting vote.
4. Extraordinary General Meeting
- a) The Executive Committee may at any time for any reason call an Extraordinary General Meeting.
 - b) The Executive Committee shall call an Extraordinary Meeting if a request for such a meeting is made in writing to the Secretary General by no less than 15 members in good standing.
 - c) The Executive Committee shall fix the date, time and venue for the meeting not later than 30 days from the receipt of such request.
 - d) Notice of the meeting shall be given in writing to members by the Secretary General at least 14 days before the meeting.
 - e) No business shall be transacted at a meeting except that which is specified in the notice convening the meeting.
 - f) The quorum shall be twice the presiding Executive Committee members or one half of the total voting membership, whichever is the lesser.
 - g) The meeting shall be cancelled if there is no quorum.
 - h) No Extraordinary General Meeting shall be convened for the same purpose until a period of at least six (6) months has lapsed from the date of cancellation.
 - i) The meeting shall be conducted in accordance with the procedure laid out in Article IX (3) paragraphs (h) to (k)

ARTICLE X: MANAGEMENT

1. Executive Committee

- a) The affairs of the Society shall be managed and its assets and records kept by an Executive Committee consisting of the immediate Past President, the President, the Deputy President, the Secretary General, the Treasurer and not more than six (6) Ordinary Committee Members who may be elected at a General Meeting or alternatively if the General Meeting elects less than six (6) Ordinary Committee Members the remainder may be appointed by the incoming Executive Committee. Subsequently the office bearers of the Society and members of the Executive Committee shall be Malaysian citizens.
- b) The members of the Executive Committee shall be elected at every alternate Annual General Meeting, and shall not hold the same office for more than three (3) consecutive terms or six (6) consecutive years, except that one-third (or the number closest to one-third) of the ordinary members of the Executive Committee shall remain in office. The retiring ordinary members of the Executive Committee shall be those who have been longest in office since their last election, but as between those who became Executive Committee members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A proposal for re-election of any Executive Committee member may state in reasonable detail, the activities and achievements of that Executive Committee member in the previous year of service.
- c) If the office of the President, Deputy President, Secretary General or Treasurer is vacated, the Executive Committee shall at its next meeting or as soon as may be thereafter elect one of its members to fill the vacancy. Vacancies in the Executive Committee shall be filled for the unexpired term from the members of the Society. Any replacement office-bearer or Executive Committee member appointed to fill a vacancy shall not be deemed to have served a term during that tenure.
- d) The Executive Committee shall meet at least four (4) times a year, the first within the first two (2) months of the General Meeting at which it was elected, on such dates, times and places as the Executive Committee shall fix.
- e) Special meetings of the Executive Committee may be called by the President or the Secretary-General or by any three (3) members of the Executive Committee, with not less than two (2) days' notice to all members.
- f) An Executive Committee member with an actual or potential, direct or indirect interest in an actual or proposed, contract or transaction with the Society must immediately declare his interest to the Executive Committee in the relevant Executive Committee meeting, and shall abstain from any deliberation or voting on the same.
- g) The Executive Committee may make decisions by a majority of all the members of the Executive Committee by way of a circular letter or email or any other written communication, provided that such decisions shall be recorded in the minutes of the next meeting. Decisions made according to the procedure in the immediately preceding sentence shall be deemed to be decisions made at a meeting of the Executive Committee for the purposes of this Constitution.
- h) Five members of the Executive Committee present shall constitute a quorum for a meeting of the Executive Committee. Except as otherwise provided under this Constitution, decisions of the Executive Committee including those made under Article X (1) (g) shall be by simple majority.
- i) The President or Secretary General or any person(s) authorized by the President or the Executive Committee may do all things necessary for the promotion and defence of the objects and purposes of the Society including issuance of press statements and the giving of talks.

2. Duties of Office-Bearers

a) The President

The President shall preside at all General Meetings and meetings of the Executive Committee and shall be responsible for the proper conduct of all meetings. He shall have a casting vote and shall sign the Minutes of each meeting when they are approved. He shall together with the Deputy President, Secretary General and Treasurer operate the Society's bank accounts.

b) The Deputy President

The Deputy President shall deputise for the President during his absence.

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c) The Secretary General

- i) The Secretary General shall conduct the business of the Society in accordance with its rules and shall carry out the instructions of the general meeting and the Executive Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings and record the proceedings. He shall, together with the President, Deputy President and Treasurer operate the Society's bank accounts. He shall keep a membership register containing the following particulars; name, date of admission, date and place of birth, identity card number, occupation, name and address of employer and residential address of all members.
- ii) The Secretary General may, within the budget and in accordance with guidelines laid down by the Executive Committee, and its prior approval, appoint staff to assist him in his work.
- iii) The Secretary General, with the approval of the Executive Committee, shall establish ties of cooperation and mutual assistance with other organisations concerned with the fight against corruption, in the region and elsewhere; and shall enlist the assistance of members of academia and other persons and organisations within and without the country and outside to undertake specific tasks to further the objectives of the Society.

d) The Treasurer

The Treasurer shall be responsible for the finances of the Society. He shall keep books of account of all its financial transactions and shall be responsible for their correctness. He shall, together with the President, or Deputy President or Secretary General operate the Society's bank accounts.

e) The Ordinary Committee Members

The Ordinary Committee Members shall assist the Executive Committee in carrying out the objectives of the Society.

3. Disqualification and Cessation of Membership of the Executive Committee

a) A person shall be disqualified as an office-bearer or from membership of the Executive Committee if he:

- i) has been a member of the Society for a period of not less than one (1) year;
- ii) holds any office as a principal office bearer at the state, national or divisional level of any political party: (principal office bearer refers to the position of Chairman, President, Deputy Chairman, Deputy President, Vice Chairman, Vice President, Secretary-General, Secretary and Treasurer), or any membership, position or office of such body or organization as a General Meeting or the Executive Committee may prescribe as giving rise to an actual or potential conflict of interest;
- iii) is or becomes a bankrupt;
- iv) is convicted of a crime involving corruption, fraud or dishonesty;
- v) engages in any conduct or action that the Executive Committee considers to be detrimental to the objectives or reputation of the Society;
- vi) due to ill health, infirmity of mind, continuous absence from the country or for any other reason, is unable to perform his duties satisfactorily; or
- vii) loses the confidence of the Executive Committee in his ability to discharge his duties or responsibilities effectively or has breached any part of the prevailing Code of Conduct and related documents, by a vote of no-confidence passed by not less than 75% of the members of the Executive Committee present and voting at a meeting of the Executive Committee in which at least half of the total number of presiding Executive Committee members are present.

b) A decision made by the Executive Committee on the matters set out in Article X (3) (a) shall be final.

c) An Executive Committee member who is or becomes disqualified under Article X (3) (a) shall be deemed to have automatically vacated membership of the Executive Committee and all offices and positions held in the Society or to which he was nominated, from his being a member of the Executive Committee or of the Society.

d) An Executive Committee member who fails to attend three (3) consecutive Executive Committee meetings without satisfactory explanation shall be deemed to have resigned from the Executive Committee.

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ARTICLE XI: FUNDS

1. Funds for the Society shall be derived from membership subscriptions, contributions, donations, funding, sale of publications and services.
2. Contributions and donations to the Society shall be accepted from any person if approved by the Executive Committee after determining that the acceptance shall in no way impair the independence of the Society, injure its standing or reputation or unduly influence its policies, programmes or activities.
3. The Treasurer shall keep and be responsible for the funds subject to such rules as the Executive Committee may make from time to time. Funds may be used only in accordance with the budget approved by the Executive Committee. However, in cases of unforeseen emergency, the President may approve a disbursement not provided for in the budget provided such an expenditure is reported and duly approved at the subsequent meeting of the Executive Committee.
4. The Executive Committee may make such rules and regulations concerning the administration of funds and accounting procedures as it sees fit.

ARTICLE XII: FINANCIAL PROVISIONS

1. Subject to the following provisions in these rules, the funds of the Society may be expended for any purpose necessary to carry out its objectives, including the expenses of its administration and the Executive Committee, the payment of salaries, allowances and expenses of 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 of a criminal offence in a court of law.
2. The Treasurer may hold a petty cash advance not exceeding RM5000.00 or as the Executive Committee may decide at any one 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. The bank accounts shall be in the name of the Society.
3. All cheques or withdrawal notices shall be signed jointly by any two of the President, Deputy President, Secretary General and Treasurer or otherwise as the Executive Committee shall decide.
4. Any expenditure equal to or less than RM15,000.00 may be approved by any two of the office bearers. Any expenditure exceeding RM 15,000.00 requires the prior approval of the Executive Committee and any expenditure or acquisition or disposal of assets exceeding RM100,000.00 in value requires the approval of Members at a General Meeting. The preceding authority limits apply to a single or series of similar or connected expenditures or transactions, but do not apply to salaries, benefits, rental, utilities and other normal operating and recurring expenditure under the budget approved by the Executive Committee.
5. At the end of each financial year of the Society, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the auditors. The audited accounts shall be submitted for approval by the members at the Annual General Meeting and copies shall be made available at the registered office of the Society for perusal of members.
6. The financial year of the Society shall be from 1 January to 31 December.

ARTICLE XIII: AUDIT

1. A firm of external auditors shall be appointed as auditors of the Society at the Annual General Meeting during an election year. They may only be reappointed by a General Meeting.
2. The auditors shall audit the accounts of the Society for the financial year and shall prepare a report for the Annual General Meeting. They may also be required by the Executive Committee to audit and submit a report on the accounts of the Society for any period within their tenure of office.

ARTICLE XIV: INDEMNITY FOR EXECUTIVE COMMITTEE MEMBERS

1. Each Executive Committee member shall be entitled to be indemnified out of the property and assets of the Society against all claims, actions, suits, proceedings, obligations, liabilities, costs, expenses and damages however arising,

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which he may incur in the course of the due performance in good faith of his duties as an Executive Committee member on behalf of the Society except in respect of his fraud, willful misconduct or gross negligence.

ARTICLE XV: **AMENDMENT**

1. The Constitution may not be amended except by a two-thirds majority resolution of a General Meeting. An amendment shall take effect from the date of its approval by the Registrar of Societies
2. Subject to Article IX (3) (c), all proposals for amendments of the Constitution by a member shall be seconded by at least three (3) members in good standing and submitted to the Secretary General at least fourteen (14) days before the General Meeting. The Secretary General shall refer the amendments to the Executive Committee.
3. The proposed amendments of a member, if approved by the Executive Committee shall be tabled as its proposed amendments at the General Meeting. However, if the Executive Committee does not approve the proposed amendments, they shall be tabled as the members' proposed amendments at the General Meeting.
4. Any amendments to the Constitution shall be forwarded to the Registrar of Societies within sixty (60) days after being approved by the General Meeting.

ARTICLE XVI: **PROHIBITIONS**

1. No university or college student shall be admitted as a member of the Society without the prior written approval of the Vice-Chancellor of the university or college as required under section 15 of the University and Colleges Act 1971.
2. The Society shall not attempt to restrict or in any other manner interfere with trade union activities under the Trade Union Act 1959.
3. The Society shall not be involved in any "political party" activities as defined under Section 2 of the Societies Act 1966.

ARTICLE XVII: **DISSOLUTION**

1. The Society shall not be dissolved unless advance notice in writing of not less than sixty (60) days has been given and at least two-thirds of members in good standing are present, and at least two-thirds of those present vote at an Extraordinary General Meeting in favour of a dissolution.
2. After the dissolution of the Society, any property whatsoever that remains after discharging all debts and liabilities shall not be paid to or distributed among members but shall be given or transferred to a society or institution in Malaysia. Such society or institution shall be decided upon by a General Meeting at or before the time of dissolution, or in default thereof by the Official Assignee.
3. Notice of dissolution of the Society shall be forwarded to the Registrar of Societies within fourteen (14) days from the date of its dissolution.

ARTICLE XVIII: **INTERPRETATION**

1. In this Constitution, unless the context otherwise requires, the singular includes the plural and vice versa, and persons include any corporate or unincorporated bodies of persons, and a gender includes all other genders.
2. "Member in good standing" refers to a member:
 - a) who is not in arrears of his subscription;
 - b) who has no outstanding debt owing to the Society; or
 - c) whose membership in the Society is not under suspension.
3. "Member" and "member" includes unless the context otherwise requires, Associate member, Ordinary member and Corporate member.