

**RULES AND CONSTITUTION OF
SABAH WETLANDS CONSERVATION SOCIETY
(PERTUBUHAN PEMULIHARAAN TANAH LEMBAP SABAH)**

(Updated on 10 October 2020)

RULE 1. NAME

(1) The Society shall be known as SABAH WETLANDS CONSERVATION SOCIETY (PERTUBUHAN PEMULIHARAAN TANAH LEMBAP SABAH) hereinafter referred to as the 'Society'.

RULE 2. PLACE OF BUSINESS

(1) The registered place of business and postal address of the society shall be at Kota Kinabalu Wetland Centre, off Jalan Bukit Bendera Upper, 88400 Likas, Kota Kinabalu or such other place or places as may from time to time be decided on by the Committee.

(2) The registered place of business and the postal address shall not be changed without the prior approval of the Registrar of Societies.

RULE 3. LOGO (SYMBOL), FLAG AND BADGE

The logo of the Society as in Appendix 'A'.

(1) Description of Logo

The Society's logo is round in shape with the colour green as its background. There are images of water, tree and bird inside the logo. The name of the Society is at the right hand side of the logo.

(2) The green colour represents the natural environment and the black colour represents the relationship between flora, fauna and the society.

RULE 4. AIMS AND OBJECTIVES

(1) To promote the conservation of wetlands in Sabah and the variety of plants, birds and other kinds of living organisms found in them.

(2) To raise public awareness and appreciation of the wetlands and public involvement in protecting wetlands.

(3) To manage Kota Kinabalu Wetland Centre as a model site for the purpose of conservation, education, recreation, tourism and research.

(4) To do fundraising activities as deemed appropriate by the Management Committee.

RULE 5. MEMBERSHIP

(1) The membership of the Society shall be as follows:

(A) Ordinary Membership

Shall be open to all Malaysian citizens aged 18 years and above, who are residing in Sabah and agree to abide by the rules and objectives of the Society.

(B) Associate Membership

Shall be open to all Malaysian citizen aged 18 years and above who are residing outside Sabah and also open to Non-Malaysian citizens. Associate members shall have the privileges of Ordinary members except the right to vote and to hold office in the Society.

(C) Life Membership

Shall be opened to all Malaysian citizens aged 18 years and above, who are residing in Sabah and agree to abide by the rules and objectives of the Society.

(D) Corporate Membership

Shall be opened to all Malaysian-registered companies operating within Sabah. Members under this membership type must be aged 18 years and above. Corporate members shall have the privileges of Ordinary Members except the right to vote and hold office in the Society.

(E) Institutional Membership

Institutional membership shall be opened to such lawfully constituted societies, schools and educational institutions, as are approved by the Committee.

Institutional members may nominate one representative to attend and vote at the meetings and up to 6 representatives to take part in activities of the Society, but shall not be eligible to serve on the Committee.

(2) Every application for membership shall be proposed and seconded by two existing members and shall be forwarded to the Honorary 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.

(3) 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 Society and shall be entitled to all the privileges of membership.

(4) No University or University college student shall be admitted as a member of the Society without the prior written consent of the Vice-Chancellor of the University concerned.

RULE 6. ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

(1) The entrance fee and subscription payable shall be as follows:

(a) Ordinary Members:

Entrance Fee : RM10.00 (Ten ringgit only)

Annual Subscription : RM20.00 (Twenty ringgit only)

(b) Associate Members:

Entrance Fee : RM20.00 (Twenty ringgit only)

Annual Subscription : RM40.00 (Fourty ringgit only)

(c) Life Members:

Entrance Fee : RM10.00 (Ten ringgit only)

One-time Subscription : RM1,000 (One thousand ringgit only)

(d) Corporate Members:

Annual Subscription : RM5,000 (Ringgit Malaysia Five Thousand only)

(e) Institutional Members:

Entrance Fee : RM10.00 (Ten ringgit only)

Annual Subscription : RM90.00 (Ninety ringgit only)

(2) AII annual subscriptions shall be payable to the Honorary Treasurer within three (3) months of the expiry date.

(3) Any member who has outstanding arrears shall be denied the privileges of membership until he settles his account. Any member who allows his arrears to exceed two (2) years shall receive a written notification signed by or on behalf of the Honorary Secretary.

(4) Any member who allows his arrears to exceed three (3) years subscription shall automatically cease to be a member of the Society, and the Committee may direct that legal action be taken against him, provided that they are satisfied that he has received due notice of his debts.

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

(6) Special subscriptions or levies for particular purposes may be raised from members by resolution of the general meeting of the Society. If any member fails to pay such subscription within such period as may be resolved, the amount due shall be treated in the same way as arrears of annual subscription.

RULE 7. RESIGNATION AND EXPULSION

(1) Any member who wishes to resign from the Society shall give two (2) 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 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 absolve herself in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a general meeting upon appeal by the said member.

RULE 8. GENERAL MEETING

(1) The supreme authority of the Society is vested in a general meeting of the members. At least one half of the total voting membership of the Society or twice the total number of **elected** members of the Committee, whichever is the lesser must be present **in person or by proxy** 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 carry on with the business of the day but they shall have NO power to alter the rules of the Society or to make decisions 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 31st of March on a date and at a

time and place to be decided by the Committee. The business of the Annual General Meeting shall be:

(a) To receive the committee's report on the working of the Society during the previous year;

(b) To receive the Treasurer's report and the audited accounts of the Society for the previous year;

(c) To elect a Committee and to appoint auditors for the ensuing term;

(d) To deal with such other matters as may be put before it;

(4) 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 Committee (in election year) shall be sent by the Honorary Secretary to all members not later than thirty (30) days before the date fixed for the meeting and this notice shall also be prominently displayed at the registered place of business or place of meeting of the Society.

(5) Nominations for the election of officers (in election year) and motions for discussion at the meeting must be sent to reach the Honorary Secretary not later than seven (7) days after the receipt of the preliminary notice.

(6) The Honorary Secretary shall send to all members at least seven (7) days before the meeting an agenda including copies of minutes and reports, motions and nominations for the election of officers (in election year), 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 or place of meeting of the Society for the perusal of members.

(7) 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 twenty members, stating the objects and (reasons for such meeting)

(8) An extraordinary general meeting requisitioned by members shall be convened for a date within thirty (30) days of the receipt of such requisition.

(9) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen (15) days before the date fixed for the meeting.

(10) Paragraphs (1) and (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 proviso that if no quorum is present after half an hour from the time appointed for a postponed extraordinary general meeting requisitioned by members the meeting shall be cancelled and no extraordinary-general meeting shall be requisitioned for the same purpose after the lapse of at least six months from the date thereof

(11) 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.

RULE 9. COMMITTEE

(1) (a) A Committee consisting of the following, who shall be termed the office bearers of the Society, shall be elected at alternate Annual

General Meeting to serve a term of office for two (2) years:

- The President
- The Deputy President
- The Honorary Secretary
- The Honorary Assistant Secretary
- The Honorary Treasurer
- The Honorary Assistant Treasurer
- Four (4) Ordinary Committee Members
- Seven (7) Ex-Officio Members
- A maximum of three (3) Co-opted Members may be appointed by the Committee to serve as members of the Committee

(b) The seven (7) Ex-Officio members shall comprise of the following:

1. Director of Sabah Wildlife Department or his authorized representative,
2. Director of Environment Protection Department or his authorized representative,
3. Director of Sabah Education Department or his authorized representative,
4. Director of Department of Irrigation and Drainage or his authorized representative,

5. Mayor of Kota Kinabalu City or his authorized representative,
6. Permanent Secretary of Ministry of Local Government and Housing or his authorized representative, and
7. Executive Director of WWF-Malaysia or his authorized representative.

(c) An Ex-Officio member who is a member of the Society shall be eligible to be nominated for the post of any of the Principal Office Bearer, namely, The President, Deputy President, Honorary Secretary or Honorary Treasurer in any Committee election.

(d) In the event that there are insufficient nominations for office bearers, un-nominated posts will then be opened for nominations during the AGM. Proposed candidates must be present or has given his/her written consent.

(e) Ex-Officio and Co-opted Members shall have the same rights and privileges as any Committee Member including the right to vote on matters under deliberation by the Committee. They shall not be counted for the purpose of determining a quorum at any Committee meeting.

(2) The Office-bearers of the Society and every officer performing executive functions in the Society shall be Malaysian Citizens.

(3) Names for the above offices shall be proposed and seconded and election will be by a simple majority vote of the members at the Annual General Meeting. All the office bearers shall be eligible for re-election.

(4) The function of the Committee is to organize and supervise the overall 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 may not act contrary to the expressed wishes of the general meeting or 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.

(5) The Committee shall meet at least once in every three (3) months, and seven (7) days notice of each meeting shall be given to the members. The Chairman acting alone, or not less than three of its members of the committee acting together may call for a meeting of the Committee. At least one half of the Committee members must be present for its proceedings to be valid and to constitute a quorum.

(6) 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 circular letter. 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 circular and forwarded to all members of the Committee;

(b) at least 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 vote. Any decision obtained by circular letter shall be reported by the Secretary to the next Committee Meeting and recorded in the minutes thereof.

(7) Any member of the Committee who fails to attend three (3) consecutive meetings of the Committee without satisfactory explanation shall be deemed to have resigned from the Committee.

(8) 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 decline to accept office, the Committee shall have the power to co-opt any other member of the Society to fill the vacancy until the next Annual General Meeting.

(9) The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Society. It may appoint such organizers and such staff as it deems necessary. It may suspend or dismiss any organizer 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 fit and sufficient in the interest of the Society.

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

(11) The Committee shall be empowered to appoint sub-committee as and when deemed necessary.

(12) The Executive Committee (EXCO) shall consist of the President, Deputy President, Honorary Secretary and Honorary Treasurer. The function of the EXCO is to 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 Committee. The EXCO shall meet at least once in every two (2) months.

RULE 10. DUTIES OF OFFICE-BEARERS

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

(2) The Deputy President shall assist the President in carrying his duties and act for the President during the latter's absence.

(3) The Secretary shall conduct the business of the Society in accordance with its 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 papers except the accounts and financial records. He shall maintain a membership register with particulars of name, age, identity card number, occupation and address of every member. He shall attend all meetings and record the proceedings. He shall in conjunction with the President and Treasurer, sign all cheques on the behalf of the Society.

(4) The Assistant Secretary shall assist the Secretary in carrying out his duties and shall act for him in his absence.

(5) 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 and Secretary, sign all cheques on the behalf of the Society. **In the absence of the Treasurer, the Assistant Treasurer shall be authorized to sign all cheques on behalf of the Society.**

(6) The Assistant Treasurer shall assist the Treasurer in carrying out his duties and shall act for him in his absence.

(7) The Ordinary Committee Members shall assist the above officers in the management of the society.

RULE 11. FINANCIAL PROVISIONS

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

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

(3) The Honorary Treasurer may hold a petty cash advance not exceeding RM1,000.00 (Ringgit Malaysia One Thousand only) 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 Committee. The bank account shall be in the name of the Society.

(4) All cheques or withdrawal notice on the Society's account shall be signed jointly by the Treasurer, and the President or the Secretary. In the absence of the President or the Secretary, the Committee shall appoint one of its members to sign in her place. **In the absence of the Treasurer, the Assistant Treasurer shall be authorized to sign all cheques on behalf of the Society.**

(5) No expenditure exceeding RM5,000.00 (Ringgit Malaysia Five Thousand only) at any one time shall be incurred without the prior sanction of the Committee, and no expenditure exceeding RM20,000.00 (Ringgit Malaysia Twenty Thousand only) in any one time shall be incurred without the prior sanction of a general meeting **except for funds received in support of a specific project or programme.** Expenditure of less than RM5,000.00 (Ringgit Malaysia Five Thousand only) may be approved by the President together with the Honorary Secretary and the Honorary Treasurer.

(6) As soon as possible after the end of each financial year, a statement of receipts and payment and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under Rule 12. The Audited account shall be submitted for the approval of the next Annual General Meeting, and copies shall be made available at the registered place of business or place of meeting of the Society for the perusal of members.

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

RULE 12. AUDIT

(1) A person, who shall not be an office-bearer of the Society, shall be appointed by the Annual General Meeting as Honorary Auditor. He shall hold office for one term and shall be eligible for re-appointment.

(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.

RULE 13. TRUSTEES

(1) 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 Society. They shall have vested in them all immovable property what so ever belonging to the Society upon the execution of a Deed of Trust. The Trustee shall not sell, withdraw or transfer any of the property of the Society without the consent and authority of a general meeting of members.

(2) 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, 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.

RULE 14. INTERPRETATION OF RULES

(1) In this Constitution, words importing the masculine gender include the feminine or neuter gender and vice versa.

(2) 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. 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.

RULE 15. ADVISER / PATRON

(1) The Committee may, when necessary, appoint anyone who is qualified to be the Advisor / Patron for the Society provided that the person to be appointed expresses his consent in writing.

RULE 16. PROHIBITIONS

(1) None of the following games shall be played in the premises of the Society: Roulette, Lotto, Fan-Tan, Poh, Peh Bin, Belangkai, Pai Kau, Tau Ngau, Tien Kow, Chai, Ji Kee, Sam Csheong, Twenty-One, Thirty-One, Ten and half, all games of Dice, bankers' games, video 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 or its office-bearers, committee or member without prior approval from the relevant authority.

(4) The Society shall not pay out any 'benefits' as defined under Section 2 of the Societies Act, 1966 to any of its members or member's dependent.

RULE 17. AMENDMENT OF RULES

(1) These rules may not be altered or amended except by resolution of a general meeting. Application for such alterations or amendments shall be made to the Registrar of Societies within sixty (60) days from the date of the decision to make the change of the amendment and shall take effect from the date of their approval by the Registrar of Societies.

RULE 18. DISSOLUTION

(1) The society may be voluntary dissolved by a resolution of not less than three-fifth of the total memberships at a general meeting specially convened for that purpose.

(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 and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.

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