

BYLAWS AND REGULATIONS OF THE *SARAWAK BRANCH* OF THE INSTITUTION OF ENGINEERS, MALAYSIA

1. SCOPE AND FUNCTIONS OF THE SARAWAK BRANCH

The object of the Sarawak Branch of the Institution of Engineers, Malaysia, hereinafter referred to as "the Branch" shall be to further the interests of the Institution in the State(s) of Malaysia. The Branch shall be at all times be governed by the Constitution and Bylaws of the institution as are generally applicable to all members of the institution. In addition, the following Bylaws and Regulations shall apply to the membership of the Branch.

All members of the Institutions of Engineers, Malaysia residing in the State(s) of shall automatically become members of the Branch.

The terms "member", "membership", "meeting", etc. wherever they occur in these Bylaws and Regulations shall refer to "member", "membership", "meeting", etc. Respectively of the Branch, unless otherwise specified.

2. VOTING RIGHTS

Only Corporate Members of the Branch shall be entitled to vote at Meetings of the Branch.

3. GOVERNING BODY

The affairs of the Branch shall be managed by a body to be called "The Committee" which shall be responsible to the Council of the Institution of Engineers, Malaysia.

4. MEMBERS OF COMMITTEE

The Committee shall consist of such members of the Branch holding such qualifications and to be elected or nominated in such manner and to hold office for such periods and on such terms as to re-election or re-nomination and otherwise as may be prescribed hereunder. Members of the Committee shall not be paid or receive any remuneration or fees for acting as such and no member of the Committee shall be appointed to any salaried office of the Branch or any office of the Branch paid by fees.

5. COMPOSITION OF COMMITTEE

The committee in any year shall consist of:-

A Chairman)
Two Vice Chairmen)
An Honorary Secretary) to be elected
An Honorary Treasurer)
Four General Members)

The Immediate Past Chairman or if he is not available, the most recent Past Chairman available (to be appointed by the Committee).

6. MEMBERSHIP OF COMMITTEE

The Chairman, the Vice Chairmen and other members of the Committee (exclusive of the Past Chairman) shall be elected from among the Corporate Members in the manner as hereinafter prescribed.

7. COMMENCEMENT OF SESSION OF COMMITTEE

Each session of Committee shall commence at the Annual General Meeting of the Branch.

8. SESSION OF COMMITTEE

The Committee shall remain in office till the next Annual General Meeting of the Branch.

9. ELECTION OF CHAIRMAN

The Chairman shall be elected by secret ballot by Members of the Committee at a suitable time preceding the Annual General Meeting as maybe described by the committee. Subject to Bylaws (13) he shall hold office for one session. He shall, as far as practicable, be elected from amongst Members who are serving, or have previously served on Branch committees or on the Council. He shall, as far as practicable be chosen from a division of engineering such as Civil, Mechanical or Electrical different from that of his predecessor.

10. ELECTION OF VICE CHAIRMEN

The two Vice Chairmen shall be elected as far as practicable, from different divisions of engineering, such as Civil, Mechanical. Electrical, etc. They shall normally hold office for a period of I sessions and shall as far as practicable be

elected from members who are serving, or have previously served on Branch committee or on the Council.

At the end of each session one of the Vice Chairmen, as determined by the Committee, shall retire, but shall be eligible for re-election for further period subject to Bylaws(13).

11. ELECTION OF HONORARY SECRETARY AND HONORARY TREASURER

The Honorary Secretary and Honorary Treasurer shall be elected annually. Subject to Bylaws (13), he shall be eligible for re-election for further periods.

12. ELECTION OF GENERAL MEMBERS

At least one of the four General Members shall be elected from each of the main divisions of engineering, namely Civil, Mechanical and Electrical. The remaining General Member may be elected from any division of engineering. The General Members shall normally hold office for a period of 2 sessions. At the end of each session half of the General Members, (to be determined by the Committee at the end of the first session only), shall retire, but they shall be eligible for re-election for a further period subject to Bylaws (13).

13. RE-ELECTION OF CHAIRMAN AND OTHER MEMBERS OF COMMITTEE

A Chairman may be re-elected to the office of Chairman, provided he shall not hold that office for more than 2 sessions consecutively. On ceasing to be Chairman he shall be eligible for re-election after a lapse of not less than one session. Other members of the Committee may not serve continuously' on the Committee in a single capacity' viz. Vice Chairman or Honorary Secretary of Honorary Treasurer or General Member, for more than 4 sessions.

14. METHOD OF ELECTION OF COMMITTEE

The election of the Vice Chairman and other members of the Committee shall be by secret ballot vote of the corporate members of the Branch. The Committee shall be responsible for the proper conduct of the election.

15. ELECTION OF BRANCH REPRESENTATIVE

A Branch Representative to the Council of the Institution of Engineers, Malaysia shall be appointed by the Committee from amongst its members.

16. NOMINATION OF CORPORATE MEMBERS FOR ELECTION

Not less than six weeks before the date of the Annual General Meeting, nominations for such vacancies as may arise in the Committee for the ensuing session shall be invited from Corporate Members.

Any three Corporate Members may nominate any other Corporate Members for Inclusion in the voting paper by sending, by date to be fixed by the Committee, such nomination in writing to the Honorary Secretary together with the written consent of the person so nominated, but no Corporate Members shall nominate or second more than a total of two Corporate Members in any election. In the event of not more than two nominations being received for any particular office, the Committee may nominate one or more additional names for that particular office for the Purpose of ballot.

17. VOTING PROCEDURE

The voting paper shall, not less than 28 clear days before the due date of the Annual General Meeting, be sent by post to all corporate Members. The voting paper shall be returned to the Honorary Secretary in a sealed envelope so as to reach him by s specified date not less than 7 days before the Annual General Meeting.

18. SCRUTINEERS

At a Committee Meeting of the Branch preceding the Annual General Meeting the Committee shall choose three or more corporate Members as Scrutineers for the purpose of the ballot. The Scrutineers shall open the envelopes received by the Honorary Secretary by the date indicated and shall count the votes and report the result to the chairman and to the Annual General Meeting. The Scrutineers shall reject any voting on which a member has voted for a number more than that prescribed on the voting paper.

19. BALLOTING LISTS

The Balloting Lists after examination by the Scrutineers shall be placed in a packet which shall be sealed and delivered to the Honorary Secretary, who shall retain the lists until three months after the Annual General Meetings and shall then cause them to be destroyed.

20. CHAIRMAN'S CASTING VOTE

In the event of the Scrutineers being unable to report the election of members of the Committee, owing to an equality of votes, the Chairman of the Annual General Meeting shall be decide which of the persons who have received equal votes shall be deemed to be elected.

21. VACANCIES ON COMMITTEE

In the event of a vacancy occurring in the office of Chairman or Chairman-elect the Committee shall appoint a Vice Chairman for the office.

In the event of a vacancy occurring in the office of Immediate Past Chairman, the Committee shall invite the most recent Past Chairman available to serve on the committee.

In the event of a vacancy occurring in the office of any of the Vice Chairmen, Honorary Secretary, Honorary Treasurer or any of the General Members, the Committee shall appoint the corporate Member who obtained the next highest number of votes from the last election list for that office which has become vacant, or failing this, appoint a Corporate Member to fill the vacancy.

A Committee member who without leave of the Committee is absent either from four consecutive Committee Meetings or from more than six meetings of the Committee in any one sessional year shall be deemed to have vacated his office, subject to the committee so resolving.

22. CHAIRMAN OF COMMITTEE

The Chairman shall take the Chair at all meetings of the Branch and of the Committee at which he is present, and shall regulate the proceedings.

23. ABSENCE OF CHAIRMAN

In the absence of the Chairman, one of the Vice Chairman appointed by the Chairman shall preside at General and Committee meetings and shall regulate the proceedings. In the absence of the Chairman and the Vice Chairmen the meetings may elect any member of the Committee to take the Chair.

24. AUTHORITY VESTED IN COMMITTEE

The direction and management of the concerns of the Branch shall be vested in the Committee, subject to the provisions of the Bylaws, and all resolutions of Special General Meetings of Corporate Members which have been duly summoned and held in accordance with the Bylaws, when such Resolutions have been duly entered in the minutes and signed by the Chairman of the meetings. A copy of the minutes of all meetings shall be forwarded to the Hon. Secretary of the Institution by the Honorary Secretary within 21 days after the meeting.

25. DECISION OF COMMITTEE FINAL

The decision of the Committee on all matters dealt with by them in accordance with the provisions of these Bylaws, and such Resolutions as aforesaid shall be final and binding on all members of the Branch.

26. QUORUM FOR COMMITTEE

The Committee shall meet as often as the business of the Branch may require and, at any meeting, five members shall constitute a quorum. In the event of a quorum not being present within sixty minutes of the hour fixed for the commencement of the meeting, the meeting shall stand adjourned to the same place and the same day and hour in the following week, when the Corporate Members, present, whatever their number, shall constitute a quorum. The accidental omission to send notice of a meeting to or the non-receipt of a notice by any member shall not invalidate the proceedings at the meeting.

27. DELEGATION OF POWERS TO SUB COMMITTEES

The Committee may so far as it deems expedient delegate any of its powers to Sub Committees appointed to deal with special matters or businesses.

28. MAJORITY VOTE

Except as provided in these Bylaws, all questions shall be decided in the Committee by a majority vote of those present and having a right to vote.

29. STATEMENT OF FUNDS

A statement of funds of the Branch and of the receipts and payments during the past year, terminating on the *31st March*, shall be made under the direction of the Committee and after having been verified and signed by the Auditors, shall be laid before the Annual General Meetings.

30. ANNUAL REPORT

The Committee shall draw up a yearly report on the state of the Branch, which shall be presented at the Annual General Meeting. A copy of the report shall be forwarded to the Hon. Secretary of the Institution together with the Agenda papers for the Annual General Meeting.

31. DUTIES OF HONORARY SECRETARY AND HONORARY TREASURER

It shall be the duty of the Honorary Secretary under the direction of the Committee, to conduct the correspondence of the Branch, to attend the Committee meetings of the Branch, to take minutes of the proceedings of such meetings. To read the minutes of the preceding meeting and such communications as may be ordered to be read, and to have charge of the library. He shall be in charge of all persons employed by the Branch, and shall generally conduct the ordinary business of the Branch.

It shall be the duty of the Honorary Treasurer to take charge of all financial matters of the Branch and the preparation of the accounts, the expenditure of the funds as approved by the Committee, and to present all accounts to the Committee for inspection and approval. He shall forward to the Honorary Secretary of the Institution on request, any document or copy thereof, which may be required for the information of the Council.

32. ACCOUNTS

The Committee shall cause true accounts to be kept of all sums of money received and expended by the Branch and of matters in respect of which such receipt and expenditure taken place and of all the assets, credits and liabilities of the Branch.

33. CARE-OF FUNDS

All monies belonging to the Branch received by the Honorary Treasurer shall be deposited in the account of the Branch to be opened at a Bank approved by the Committee and payments of all accounts that are certified as correct by the Committee shall be made therefrom by cheque signed by the Honorary Treasurer and the Chairman or Honorary Secretary. The Committee may authorise the Honorary Treasurer to make payments on account of recurrent expenditure not exceeding such sums as may be prescribed, without the prior approval of the Committee.

34. FINANCIAL YEAR

The financial year of the Branch shall close on the *thirty-first day of March* in each year.

35. FINANCIAL PROCEDURE

The Committee shall adopt regulations governing procedure in connection with all financial matters for which any Sub-Committee is held responsible under these Bylaws including inter alia the compilation of a record of membership, the

deposit at bank of all monies received, the payment of accounts and the preparation of all statutory returns and annual statements.

36. APPOINTMENT OF BRANCH AUDITORS

Two Branch Auditors for the ensuing year shall be appointed by a resolution of the corporate Members at each Annual General Meeting.

37. VERIFICATION OF ACCOUNTS

The Branch Auditors shall have access at all reasonable times to the accounts of the pecuniary transactions of the Branch and they shall verify and sign the annual statement of the accounts before it is submitted by the Committee to the Annual General Meeting.

38. MEETINGS

The meetings of the Branch shall be classified as follows:-

- a. the Annual General Meeting of members;
- b. Special General Meetings of Corporate Members only, for the purpose of making, altering and establishing Bylaws and Regulations or for any other special business for which such meetings may be convened;
- c. Ordinary Meetings;
- d. Committee Meetings;
- e. Sub-committee Meetings.

39. ANNUAL GENERAL MEETING

The Annual General Meeting of the Branch shall be held during the 2nd quarter of the year on a date to be fixed by the Committee, to receive and deliberate upon the Annual Report of the Committee, the Annual statement of Accounts, to receive the report of the Scrutineers, to appoint auditors for the ensuing year, and to consider any other business which the Committee may put forward to this meeting. Not less than 6 weeks' notice shall be given to Corporate Members of the Annual General Meeting. At least one-third of the total Corporate Membership or twenty Corporate Members, whichever is the lesser shall be present at every Annual General Meeting for its proceedings to be valid. In the event of a quorum not being present within sixty minutes of the hour fixed for the commencement of the meeting, the meeting shall stand adjourned to the same place and the same day and hour in the following week, when the Corporate

Members, present, whatever their number, shall constitute a quorum. The accidental omission to send notice of a meeting to or the non-receipt of a notice by any member shall not invalidate the proceedings at the meetings.

40. VOTING AT GENERAL MEETING

At all General Meetings subject to the provisions of Bylaws (52), questions shall be decided according to the majority of votes properly cast thereat, and in the case of equality of votes, the Chairman or other person presiding shall have a second or casting vote.

41. ORDINARY MEETING

It shall be in the power of the Committee to arrange for Ordinary Meetings of the Branch for the discussion of engineering subjects, and the reading of technical papers under such rules as the Committee may prescribe from time to time, provided that no other business of any kind shall be transacted at such meetings. The Ordinary Meetings shall be held at such time as may be appointed by the Committee.

42. PROCEDURE OF MEETINGS

Subject to the provisions of the Bylaws and Regulations, the Meeting of the Branch shall be conducted as prescribed by the Committee from time to time.

43. GUESTS TO ORDINARY MEETINGS

Each member of whatever class shall have the privilege of introducing, at any Ordinary Meeting, two guests to be present there at, by furnishing each with a signed card of introduction, according to a form provided.

44. SCOPE OF ORDINARY MEETINGS

No question shall be discussed, or motion be made, at any Ordinary Meeting, relating to the direction and management of the Branch, such direction and management being vested in the Committee, subject to the provisions of the Bylaws, and of the Resolutions of Special General Meeting.

45. SPECIAL GENERAL MEETING

The Committee may at any time call a Special General Meeting of Corporate Members for a specific purpose relating to the direction and management of the concerns of the Branch, and the Committee are at all times bound to do so on a requisition in writing of one-third of the total Corporate Membership or twenty Corporate Members whichever is the lesser. Such requisition shall state the

matters to be brought before and the Resolutions (if any) to be moved at such Special General Meeting.

46. PROCEDURE FOR SPECIAL GENERAL MEETING

In either case (subject to these Bylaws) a notice shall be sent to all corporate Members at least twenty-one days before the date appointed by the Committee for such Special General Meeting, and the notice shall specify the general nature of the matters to be brought before and the Resolutions (if any) to be moved at such meeting, and no other than that business shall be transacted at that Branch Meeting. All Corporate Members shall have a right to attend and vote, and one-third of the total Corporate Membership or 20 (twenty) Corporate Members personally present shall constitute a quorum, and each such member personally present shall have one vote. In the event of a quorum not being present within sixty minutes of the hour fixed for the commencement of the meeting, the meeting shall stand adjourned to the same place and the same day and hour in the following week, when the Corporate Members present, whatever their number, shall constitute a quorum. The accidental omission to send notice of a meeting to or the non-receipt of a notice by any member shall not invalidate the proceedings at the meeting.

47. VOTING PAPERS FOR SPECIAL GENERAL MEETING

In the event of the committee deeming it desirable that the votes of corporate Members of the Branch not actually present at any Special General Meeting should be taken into account by means of voting papers, notice of the Special General Meeting in question containing particulars of the Resolutions to be submitted to the meeting, shall be posted by the Honorary Secretary of the branch, together with voting paper to each corporate Member of the Branch, at least twenty-one days before the date of the Special General Meeting, in an envelope marked as being from the Branch and addressed to each Corporate Member at the address of the Corporate Member for the time being appearing on the books of the Branch.

48. NOTICE FOR RETURN OF VOTING PAPER

The Honorary secretary shall also send in such envelope an intimation of the last date by which the voting paper must be returned to him and an envelope addressed to the Honorary secretary for the return of the said voting paper.

49. RETURN OF VOTING PAPER

The Corporate Member on receipt of his voting paper, if he is unable to be present to vote at the Special General Meeting, shall record his vote and return the voting paper through the post to the Honorary Secretary by the date indicated on the paper.

50. VOTING AT SPECIAL GENERAL MEETING

Each voting paper so received by the Honorary secretary shall, three days before the date of the Special General Meeting, be handed by him to the Chairman of the Meeting, and the vote given thereby shall be duly counted at the meeting by or under the direction of the Chairman during the counting of the votes cast by the Corporate Member entitled to vote at such meetings; provided that if a corporate Member who has duly recorded his vote upon a voting paper as aforesaid shall be present at the meeting, such recorded vote may be counted or if the Chairman of the meeting shall so direct, the Corporate Members shall be entitled to withdraw such recorded vote and to vote at such Special General Meeting, but in no case shall he be entitled to vote twice. The decision of the chairman upon any question as to the right to vote or the manner of voting or the recording or counting of votes shall be final.

51. RESOLUTION AT SPECIAL GENERAL MEETING

No Resolutions other than the Resolutions as circulated for the purpose of a postal vote and no amendment or variation of any such Resolution shall be proposed or voted upon at the meeting.

52. AMENDMENTS TO THE BYLAWS

Any proposal involving the enactment of any new Bylaws or the alteration of the Bylaws shall not be carried except by a 2/3 majority vote expressed at a Special General Meeting called for the purpose or by ballot.

The Branch shall not amend its Bylaws without the prior approval of the council of the Institution of Engineers, Malaysia and the Registrar of Societies.

53. INCOME OF BRANCH

The Branch shall not impose a levy of any kind on its members without the prior approval of the Council of the Institution of Engineers, Malaysia. It shall maintain itself entirely upon such subsidy as the Institution may provide from time to time.

The Branch shall submit an annual report of its activities and finances to the Council of the Institution.

54. SUSPENSION

If the Branch is found to have failed to function in accordance with the Constitution of the Institution or these Bylaws and Regulations or to have conducted its business in such manner as shall be considered by the Council to be detrimental to the interests of the Institution, the Council may call a Special Meeting of the council to consider the suspension of the Branch, which shall be decided by a 2/3 majority votes expressed by those present and eligible to vote at the Special Meeting of the Council. Upon such decision' the Chairman or the Honorary Secretary of the Branch shall be served with a notice of suspension under the hand of the president of the Institution and the Branch shall thereupon cease to carry on any activities under the name of the Institution of Engineers, Malaysia.

55. DISSOLUTION

On the Branch being served with a notice of dissolution by the Council of the Institution of Engineers, Malaysia, the Branch Committee shall take such steps as are necessary to wind up its affairs within three months or within such extended period as shall be approved by the Council of the Institution of Engineers, Malaysia. The Branch shall discharge all its debts and liabilities and shall return the remaining funds, if any to the Institution of Engineers, Malaysia.