

CONSTITUTION & BYE-LAWS
THE HARVARD BUSINESS SCHOOL
ALUMNI CLUB OF MALAYSIA

Bil: R.S.M. 736/76(12) PPP/Sel. 268/76

**AKTA PERTUBUHAN 1966
PERAKUAN PENDAFTARAN**

Adalah dengan ini diperakui bahawa HARVARD BUSINESS SCHOOL ALUMNI CLUB OF MALAYSIA (KELAB ALUMNI HARVARD BUSINESS SCHOOL MALAYSIA), Wisma MISC, Jalan Conlay, Kuala Lumpur telah pada hari ini didaftarkan sebagai suatu pertubuhan di bawah seksyen 7 Akta Pertubuhan 1966 dan bahawa nombor pendaftarannya ialah 2063 (Selangor).

Diperbuat dengan ditandatangani oleh saya pada 19 haribulan Julai, 1977.

LAU CHI SWEE
Pen. Pendaftar
Pertubuhan
Wilayah Persekutuan
Selangor

t. t.
(T. NADARAJAH)
Tim. Pendaftar Pertubuhan
Malaysia

**KELAB ALUMNI HARVARD
BUSINESS SCHOOL, MALAYSIA**

CONSTITUTION & BYE-LAWS

ARTICLE 1

NAME AND OBJECTIVES

Section 1

The name of the club will be Kelab Alumni Harvard Business School Malaysia (Harvard Business School Alumni Club of Malaysia), hereafter referred to as the 'Club'. Its objectives shall be: -

To foster social and fraternal association amongst Harvard Business School Alumni and also other Harvard University Graduates in Malaysia;

To generate increased interest among senior management personnel and promising university graduates in management positions to further their management training at various programs of the Harvard Business School, Boston Massachusetts, U.S.A.;

To promote the establishment of scholarship funds to assist qualified candidates offered admission to the Harvard Business School. The Bye-Laws of such scholarship funds shall be registered with the Registrar of Societies.

To have connection with the Harvard Business Schools Association, Boston, Massachusetts 02163, U.S.A.

To enhance the professional standard, management and the practice of Malaysian Business.

ARTICLE II

PLACE OF MEETING AND ADDRESS

Section 1

The Club's place of meeting and registered address shall be Level 3A 07 Block C, Pusat Dagangan Phileo Damansara 1, No. 9 Jalan 16/11 Off Jalan Damansara, 46350 Petaling Jaya Selangor. This may be changed as determined by the Executive Committee of the Club from time to time with the prior approval of the Registrar of Societies.

ARTICLE III

MEMBERSHIP, ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

Section 1

The following persons shall be eligible for membership in the club.

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a) Ordinary Members

Any person who has officially enrolled and successfully completed the following programs at the Harvard Business School shall be eligible for Ordinary Membership.

- i) The Masters in Business Administration Program (MBA)
- ii) The Doctor in Business Administration Program (DBA)
- iii) The Advanced Management Program (AMP)
- iv) The International Senior Managers Program (SMP)
- v) The Program for Management Development (PMD)
- vi) Any Program conducted by the Harvard Business School Boston, Massachusetts, USA as may be approved by the Executive Committee. Any person who is or has been a member of the Faculty at Harvard Business School shall also be eligible for ordinary membership.
- vii) Any person who has officially enrolled and successfully completed degree programs at Harvard University or any of its affiliated colleges and schools other than the Harvard Business School. Any Ordinary Member, who at any time has paid the entrance fee and annual subscription for a period of three years, is deemed to be an Ordinary Member for Life.

b) Honorary Members

Any person who has rendered special service or assistance to Harvard University or any of its affiliated colleges and Schools or the Club shall be eligible for honorary membership; provided that such a person shall have been proposed and seconded by ordinary members of the Club.

Honorary members are exempted from paying entrance and annual membership fee. Their privileges are similar to that of ordinary members.

c) Life Members

Any person who has been officially accepted as Ordinary or Honorary Members shall be eligible for Life Membership. Life Membership is optional.

d) Absent Members

An Ordinary member who will be away from Malaysia for more than one year could apply to be an Absent Member. An Absent Member is exempted from paying annual membership fee and will not have the right to vote or hold office. Upon his return to Malaysia an Absent Member can continue to be an Ordinary Member without having to pay the entrance fee and making formal application to be an Ordinary Member.

e) Associate Members

Any person who has officially participated in the Senior Management Development Program organised by the Harvard Business School Alumni Club of Malaysia shall be eligible to be an Associate Member. An Associate Member will be eligible to participate in the Club's activities except that he will not be entitled to vote during the General Meeting and would not be entitled to hold office in the Club except as provided in Sub-Section (f). Any Associate Member, who at any time has paid his entrance fee and annual subscription for a period of three years, is deemed to be an Associate Member for Life.

f) An Associate Member shall be allowed to vote for one (1) representative from amongst them at the Annual General Meeting to hold the office of Committee Member as provided in ARTICLE VIII Section 1 of the Constitution.

g) The Club shall establish a SMDP Associate Members Committee to foster social and fraternal association amongst its members and the ordinary members of the Club and to promote hold and conduct its own activities which may further the purpose and objectives of the Club.

Section 2

Every application for membership shall be forwarded to the Secretary who shall at the first convenient opportunity, submit it to the Executive Committee for approval. The Executive Committee may at its discretion reject any application without assigning any reason therefore. Every applicant whose application has been approved as aforesaid shall upon payment of the prescribed entrance fee and first annual membership fee, be admitted as a member of the Club and shall be entitled to all the privilege of membership as stated in the Constitution.

Section 3

The schedule of fees shall be as follows:-

Ordinary Members	Entrance fee	RM200.00
	Annual Membership fee (for a period of three years only)	RM 50.00
Life Members	Fee (once in a life time)	RM500.00
Associate Members	Entrance fee	RM150.00
	Annual fee (for a period of three years only)	RM 30.00

Section 4

All ordinary members shall also pay any other fees as may be determined by a general meeting. Annual membership fee shall be payable on or before January 31 of the year or simultaneously with the Entrance fee in the case of an applicant who has been accepted for membership. Failure to pay Membership fee within the time stipulated shall automatically suspend defaulting members from enjoying the rights and privileges of membership until such suspension is lifted by the Executive Committee. If such suspension is not lifted within six months from the due date for the Membership fee, it shall be deemed that the membership of the

defaulting members has lapsed.

ARTICLE IV

RESIGNATION

Section 1

Any member who wishes to resign from the Club shall give 2 weeks notice in writing to the Secretary and shall pay up all dues.

ARTICLE V

EXPULSION/SUSPENSION

Section 1

Any member who fail to comply with the rules of the Club or has acted in a manner to bring disrepute upon the Club may be expelled or suspended for a period of time as the Executive Committee deems fit. Before the Executive Committee expels or suspends the member, the member should be informed of the grounds of such expulsion or suspension in writing and be given an opportunity to explain and absolve himself in person. Such suspension or expulsion shall be enforced unless otherwise reversed by a general meeting upon appeal by the member.

ARTICLE VI

GENERAL MEETING

Section 1

The supreme authority of the Club is vested in a general meeting of the members. At least one half of the total membership of the Club or twice the Committee Members whichever is lesser must be present at a general meeting for its proceedings to be valid and to constitute a quorum.

Section 2

If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a day (not earlier than a week from the date of the postponed meeting) to be decided by the Executive Committee; and if the 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 they shall not have the power to alter the rules of the Club or to make decisions effecting the whole membership.

Section 3

The Annual General Meeting of the Club shall be held in the last-quarter of each year. The Annual General Meeting shall be held with at least fourteen (14) days notice being given to all members of the Club. All members of the Club shall also be provided with the agenda for the Annual General Meeting together with the audited statement of accounts for the previous financial year and these shall be dispatched to members at least fourteen (14) days from the date of the Annual General Meeting.

Section 4

- a) The business of the Annual General Meeting shall be:
 - i) To receive the Executive Committee's report on the activities of the Club during the previous year;
 - ii) To receive the Treasurer's report and the audited accounts of the Club for the previous year;
 - iii) To elect an Executive Committee and to appoint auditors for the ensuing year;
 - iv) To deal with such other matters as may be put before it.

Section 5

An Extraordinary General Meeting of the Club shall be convened:

- a) Whenever the Executive Committee deems it desirable; or
- b) At the joint request in writing to the President of not less than one third (1/3) of members stating the objectives and reasons for such meeting.

Section 6

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

Section 7

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.

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 until after the lapse of at least six (6) months from the date thereof.

ARTICLE VII

PROHIBITIONS

Section I

- a) The funds of the Club shall not be used to pay the fines of members who have been convicted in court.
- b) The Club shall not attempt to engage in any trade union activity or allow its funds and/or premises to be used for political purposes.

- c) The Club is prohibited from having affiliation or connection outside Malaysia except with the Harvard Business School Association, Boston 01263, Massachusetts, U.S.A.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1

The Club shall be administered by an Executive Committee elected at a general meeting. The Executive Committee shall comprise the President, two Vice President, the Hon. Secretary, Assistant Hon. Secretary, Hon. Treasurer, a Director of Activities and six Ordinary Committee Members. The Immediate Past President shall be an ex-officio member of the Executive Committee. The Executive Committee shall be empowered to make bye-laws not inconsistent with the Constitution for the administration of the Club. All members of the Executive Committee and every officer performing executive functions in the Club shall be Malaysian Citizen or Malaysian residents with the prior approval of the Registrar of Societies.

At every Annual General Meeting of the Club one-third of the Executive Committee Members other than the representatives of Associate Members shall retire but shall be eligible for re-election. The Executive Committee Members shall retire in order of seniority and in the event of equal seniority the order of retirement shall be determined by lot.

Section 2

Only Ordinary Members shall be eligible for election to the Executive Committee except as provided in Article III section 1 (f). Names for the above officers shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the Ordinary Members present. No Proxies shall be allowed for the election of office bearers. All officers of the Club shall be eligible for re-election.

Section 3

The function of the Executive Committee is to organise and supervise the day to day activities of the Club and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The Executive Committee may not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. It shall furnish report to each Annual General Meeting on its activities during the previous year.

Section 4

The Executive Committee shall meet at least once every three months, and fourteen (14) 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 Executive Committee to be held at any time. At least one half of the Committee members must be present for its proceeding to be valid and to constitute a quorum.

Section 5

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

Section 6

In the event of the death or resignation of a member of the Executive Committee, the Executive Committee shall have the power to co-opt any other member of the Club to fill the vacancy until the next Annual General Meeting.

Section 7

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

Section 8

Duties of office bearers

The duties of the office bearers are as follows:

- a) The President shall act as Chairman at all general and committee meetings. He shall also represent the Club in all its dealings with outside persons.
- b) The Vice Presidents shall deputies for the President in the latter's absence;
- c) The Hon. Secretary shall keep all records of membership register (except financial) of the Club and shall be responsible for their correctness. He/she will also be responsible for all correspondence with outside persons and will keep minutes of all general and committee meetings. He/she shall also maintain a membership register;
- d) The Assistant Hon. Secretary shall assist the Hon. Secretary;
- e) The Hon. Treasurer shall keep all funds and collect and disburse all money on behalf of the Club. He/she shall keep account of all financial transactions and shall be responsible for their correctness. Cheques etc., for withdrawals from the bank shall be signed by two members of the Committee;
- f) The Director of Activities shall plan and organise the Club's activities.

ARTICLE IX

THE COUNCIL AND DUTIES OF THE COUNCIL

Section 1

The Council consisting of the following members shall be elected and shall hold office for a period of two years:-

- i) The three (3) Trustees of the Harvard Business School Alumni Club of Malaysia Foundation
- ii) A maximum of five (5) Past Presidents of the Club
- iii) The Current President
- iv) The Chairman of the Council shall be elected from amongst the Council members

- iv) The Hon. Secretary shall be Secretary to the Council.

Section 2

Duties of the Council

- i) The Council shall act as an Advisory Board to the Executive Committee and advise on matters relating to long term policies and expenditures of the Harvard Business School Alumni Club of Malaysia Foundation.
- ii) All matters relating to the long term investments of the Harvard Business School Alumni Club of Malaysia Foundation Funds shall be the responsibility of the Council who shall deliberate and advise the trustees accordingly.
- iii) The Council may delegate all or any of its functions to the Executive Committee.

Section 3

Notice and Quorum

The Council shall meet at least once a year and fourteen (14) days notice of the meeting shall be given to the members. The Chairman acting alone or not less than three of its members acting together may call for a meeting for the Council to hold at any time. At least one half of the Council members must be present for its proceedings to be valid and to constitute a quorum.

ARTICLE X

AUDIT

The Club shall, at each Annual General Meeting appoint an auditor or firm of auditors to audit its annual accounts and present a report thereupon at each Annual General Meeting. The President may require the auditor or auditors to audit the Club's accounts for any period within the term of office of the auditor or auditors.

ARTICLE XI

FINANCE

Section 1

The Treasure may hold a petty cash advance not exceeding RM 1000.00 at any one time. All money in excess of this sum shall within seven (7) days of the receipt be deposited in a bank approved by the Executive Committee. The bank account shall be in the name of the Club.

No expenditure exceeding RM1000.00 at any time shall be incurred without the prior sanction of the Executive Committee. No expenditure exceeding RM2000.00 on any single item shall be incurred without the prior sanction of a general meeting unless it is in respect of a payment under a scholarship fund of the Club as hereto before mentioned under Article I Section I or for a specific project the estimated cost of which has been approved at a general meeting. Expenditure below RM1, 000.00 may be approved by the President and Secretary or Treasurer.

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As soon as possible after each financial year ending 30th September, a statement of receipts and payments and a balance sheet for the year shall be prepared and audited.

ARTICLE XII

TRUSTEES

Three Trustees, who shall be over 21 years of age, shall be appointed at a general meeting and shall hold office at the pleasure of the Club. They have vested in them all immovable property whatsoever belonging to the Club upon execution of a Deed of Trust.

The Trustee shall not sell, withdraw or transfer any of the property of the Club without the consent and authority of a general meeting of members.

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 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 as soon as possible.

ARTICLE XIII

INTERPRETATION

Between annual general meetings the Committee shall interpret the rules of the Club and when necessary, determined any point on which the rules are silent. Except where it is contrary to or inconsistent with the policy previously laid down by the general meeting the decision of the Committee shall be binding on all members of the Club unless and until countermanded by a resolution of a general meeting.

ARTICLE XIV

AMENDMENTS OF CONSTITUTION

Section 1

No amendments to this Constitution shall be enforced or applied without the prior approval of the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within 28 days of it being passed by general meeting.

Section 2

Subject to the prior approval of the Registrar of Societies this Constitution may be amended at any Annual or Extraordinary General Meeting of the Club by a two-third majority of the members present provided that no such action shall be taken by any meeting unless notice of said meeting has been duly sent to every member at least fourteen (14) days before the date of the meeting.

ARTICLE XV

DISSOLUTION

Section 1

- a) The Club shall not be dissolved, except with the consent of not less than 3/5 of the ordinary members of the Club expressed, in person at a general meeting convened for the purpose, or by postal vote.
- b) In the event of the Club being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Club shall be fully discharged, and remaining funds shall be divided equally amongst the Ordinary and Associate members.
- c) Notice of dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.