

INSTITUTE OF MATERIALS, MALAYSIA

WORKING PROPOSAL FOR NEW IMM LOGO, IMM “CONSTITUTION”, NEW IMM SECRETARIAT ADDRESS, SETTING UP OF OWN IMM SECRETARIAT AND QUORUM OF THE ANNUAL GENERAL MEETING OR EXTRAORDINARY GENERAL MEETING & COUNCIL MEETING





Notice is hereby given for the purpose of amendment of IMM logo, IMM “constitution”, IMM secretariat address, setting up of own IMM secretariat and quorum of the annual general meeting or extraordinary general meeting & council meeting during 29th Annual General Meeting. This amendment approved by IMM Council during its Council Meeting held on 25^h Feb 2019.

Reasons for the amendments:-

- (1) New IMM logo - the word "Institute of Materials Malaysia" inscribed below “IMM” is difficult to be read when the size of the logo is small and the word of IMM is preferred to be flat instead of slanting upward to right.
- (2) IMM Constitution – At present, IMM Constitution is more commonly (as well as preferred) in used as compared to IMM Rules.
- (3) New IMM Secretariat Address – Relocation of IMM Secretariat Office from No. 10-1, Jalan Bandar 3, Pusat Bandar Puchong, 47160 Puchong, Selangor, Malaysia to Suite 515, Level 5, Block A, Kelana Center Point (Lobby B), No.3, Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor, Malaysia on 1st May 2018.
- (4) Setting up of own IMM secretariat – IMM set up its own IMM secretariat office since 1st July 2017 instead of nominating a Contractor to operate the Secretariat and run all activities on behalf of the IMM.
- (5) Quorum of the annual general meeting or extraordinary general meeting & council meeting is reduced – roughly 50% of IMM members are not located in Klang Valley, where annual general meeting or extraordinary general meeting is held in Kuala Lumpur. A lot of Council Members are not based in Klang Valley and they are actively running IMM activities in regional chapters (*e.g.* East Coast, Southern, Northern, Bintulu, Miri, Sabah *etc*).

(A) New IMM logo

The proposed amendment is to change IMM logo in Front page and under Section III – Management; Clause 3.1 - Logo of the IMM Rules (amended 28/09/2006) to the following:-

No	Current version	Proposed amendment
1.	<p><u>Front page</u></p> 	<p><u>Front page</u></p> 
2.	<p><u>3.1 Logo</u> The logo of the IMM shall be in the form of three letters IMM, in bold capital letters, encircled with a sphere in orbit and the word "Institute of Materials Malaysia" inscribed below. The colours of the logo shall be in blue and yellow. The logo and its colours do not have any special meaning nor any special significance. A sample of the logo is depicted as follows:-</p>	<p><u>3.1 Logo</u> The logo of the IMM shall be in the form of three letters IMM, in bold capital letters, encircled with a sphere in orbit and the word "Institute of Materials Malaysia" inscribed below. The colours of the logo shall be in blue and yellow. The logo and its colours do not have any special meaning nor any special significance. A sample of the logo is depicted as follows:-</p>
3.		

The rest of this clause remains unchanged.

(B) IMM Constitution

The proposed amendments are as follows:-

No	Current version	Proposed amendment
1.	<p><u>Front page</u> RULES</p>	<p><u>Front page</u> CONSTITUTION</p>
2.	<p><u>Pg 3, third line from top</u> RULES</p>	<p><u>Pg 3, third line from top</u> CONSTITUTION</p>
3.	<p><u>1.3 e)</u> to set up wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM and to operate business and investment activities beneficial to the</p>	<p><u>1.3 e)</u> to set up wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM and to operate business and investment activities beneficial to the</p>

No	Current version	Proposed amendment
	IMM. Such companies shall be managed by a Board of Directors appointed by the Management Committee in accordance to IMM Rules Section XI.	IMM. Such companies shall be managed by a Board of Directors appointed by the Management Committee in accordance to IMM Constitution Section XI.
4.	<u>2.1</u> General Rules on Memberships-:	<u>2.1</u> General Constitution on Memberships-:
5.	<u>2.3.1</u> Admission and election to membership of the Institute and transfer in grade of membership therein shall be effected through voluntary application from persons qualified under the Rules for such membership.	<u>2.3.1</u> Admission and election to membership of the Institute and transfer in grade of membership therein shall be effected through voluntary application from persons qualified under the Constitution for such membership.
6.	<u>3.2.3</u> The decision of the Council on all matters dealt with by it in accordance with the provision of this Rules made there under shall be final and binding on all matters of the IMM The Council may decide on any matters not provided for in these Rules subject to such decision being not repugnant to the spirit of the Rules .	<u>3.2.3</u> The decision of the Council on all matters dealt with by it in accordance with the provision of this Constitution made there under shall be final and binding on all matters of the IMM. The Council may decide on any matters not provided for in this Constitution subject to such decision being not repugnant to the spirit of the Constitution .
7.	<u>3.4.1</u> The Council shall manage the property and affairs of the IMM in accordance with the provisions of the Rules . It shall direct the investment and care of the funds of the IMM, and take measures to advance the objectives and interests of the IMM.	<u>3.4.1</u> The Council shall manage the property and affairs of the IMM in accordance with the provisions of the Constitution . It shall direct the investment and care of the funds of the IMM, and take measures to advance the objectives and interests of the IMM.
8.	<u>3.12 a)</u> Failure to abide by the Rules of the IMM	<u>3.12 a)</u> Failure to abide by the Constitution of the IMM
9.	<u>6.1 b)</u> Extraordinary General Meeting of Members only, for the purpose of making, altering, and establishing the Rules or for any other special business for which such meetings may be convened.	<u>6.1 b)</u> Extraordinary General Meeting of Members only, for the purpose of making, altering, and establishing the Constitution or for any other special business for which such meetings may be convened.
10.	<u>6.2</u> Subject to the provisions of the Rules , the Meetings of the IMM shall be conducted as prescribed by the Council from time to time.	<u>6.2</u> Subject to the provisions of the Constitution , the Meetings of the IMM shall be conducted as prescribed by the Council from time to time.
11.	<u>6.5.2</u> In the event of a quorum not being	<u>6.5.2</u> In the event of a quorum not being

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	present within thirty minutes of the hour fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to the same place and the same day and hour in the following week, when the Members present, whatever number, 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 Institute, or make the decisions affecting the whole Membership.	present within thirty minutes of the hour fixed for the commencement of the Annual General Meeting, the meeting shall stand adjourned to the same place and the same day and hour in the following week, when the Members present, whatever number, shall have the power to proceed with the business of the day but they shall not have the power to alter the Constitution of the Institute, or make the decisions affecting the whole Membership.
12.	<u>6.5.3</u> The business of the Annual General Meeting shall include the presentation of the President’s address, the Report of Council of the activities of the past year and the audited financial statements of accounts, the declaration of the results of the ballots for the election of Officers of the IMM, the election of the internal auditors, the appointment of external auditors, the installation of the President and the consideration of any other business as provided for in these rules .	<u>6.5.3</u> The business of the Annual General Meeting shall include the presentation of the President’s address, the Report of Council of the activities of the past year and the audited financial statements of accounts, the declaration of the results of the ballots for the election of Officers of the IMM, the election of the internal auditors, the appointment of external auditors, the installation of the President and the consideration of any other business as provided for in these Constitution .
13.	<u>6.6.3</u> Clause 6.5.2 of this Rules regarding 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, 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 months from the date thereof.	<u>6.6.3</u> Clause 6.5.2 of this Constitution regarding 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, 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 months from the date thereof.
14.	<u>7.1</u> The Rules of IMM can be amended only at the Annual General Meeting or at an Extraordinary General Meeting hereinafter referred to as General Meetings. Amendment of the Rules can be proposed by the Council or by not less than twenty voting members signing a written petition to the Honorary Secretary. Petitions for a proposed	<u>7.1</u> The Constitution of IMM can be amended only at the Annual General Meeting or at an Extraordinary General Meeting hereinafter referred to as General Meetings. Amendment of the Constitution can be proposed by the Council or by not less than twenty voting members signing a written petition to the Honorary Secretary. Petitions for a

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	amendment shall be presented to the Honorary Secretary not less than fourteen days in advance of the date of the General Meeting. A proposed amendment in accordance with the intent of the petition shall be drafted by the Honorary Secretary and sent by letter to all Members of IMM at least seven days in advance of the General Meeting, at which the proposed amendments shall be tabled.	proposed amendment shall be presented to the Honorary Secretary not less than fourteen days in advance of the date of the General Meeting. A proposed amendment in accordance with the intent of the petition shall be drafted by the Honorary Secretary and sent by letter to all Members of IMM at least seven days in advance of the General Meeting, at which the proposed amendments shall be tabled.
15.	<u>7.4</u> For the adoption of any amendment to the Rules , not less than two-thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall be submitted to the Registrar of Societies within 28 days and shall become effective upon the approval of the Registrar of Societies.	<u>7.4</u> For the adoption of any amendment to the Constitution , not less than two-thirds of the valid ballots cast shall be in the affirmative. An amendment which has been adopted shall be submitted to the Registrar of Societies within 28 days and shall become effective upon the approval of the Registrar of Societies.
16.	<u>11.1</u> The financial assets of the Institute of Materials, Malaysia (IMM) shall be managed by a Management Committee in accordance to IMM Rules Section VIII.	<u>11.1</u> The financial assets of the Institute of Materials, Malaysia (IMM) shall be managed by a Management Committee in accordance to IMM Constitution Section VIII.
17.	<u>11.6</u> The Management Committee shall oversee the set-up of wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM or to operate business activities beneficial to the IMM, as allowed for in the IMM Rules clause number 1.3 (e) 3.4.1 & 3.7.3. Such companies shall be managed by a Board of Directors appointed by the Management Committee. All profits and proceeds obtained through involvement in business and investment activities of the IMM shall be for the purpose of development, growth, and achieving the objectives of the IMM and none of the profits and monies gained shall be used to pay benefits or bonus to any individual member. However, this provision shall not prohibit any payment made for the good cause, to pay salaries,	<u>11.6</u> The Management Committee shall oversee the set-up of wholly-owned subsidiary companies registered under the Companies Act to undertake activities for the IMM or to operate business activities beneficial to the IMM, as allowed for in the IMM Constitution clause number 1.3 (e) 3.4.1 & 3.7.3. Such companies shall be managed by a Board of Directors appointed by the Management Committee. All profits and proceeds obtained through involvement in business and investment activities of the IMM shall be for the purpose of development, growth, and achieving the objectives of the IMM and none of the profits and monies gained shall be used to pay benefits or bonus to any individual member. However, this provision shall not prohibit any payment made for the good cause, to pay salaries,

To be approved during 4th IMM Council Meeting (term: 2018 - 2020) on 25th Feb 2019
To be approved during 29th IMM Annual General Meeting on 22nd March 2019

No	Current version	Proposed amendment
	benefits, and expenditures to any working/active members, workers, and staff of the IMM.	benefits, and expenditures to any working/active members, workers, and staff of the IMM.

The rest of these clauses remain unchanged.

(C) New IMM Secretariat office

The proposed amendment is as follow:-

No	Current version	Proposed amendment
1.	<u>1.2</u> The registered place of business shall be at No. 10-1, 1st Floor, Jalan Bandar 3, Pusat Bandar Puchong, 47160 Puchong, Selangor	<u>1.2</u> The registered place of business shall be at Suite 515, Level 5, Block A, Kelana Center Point (Lobby B), No.3, Jalan SS 7/19, Kelana Jaya, 47301 Petaling Jaya, Selangor, Malaysia.

The rest of this clause remains unchanged.

(D) Setting up of own IMM secretariat

The proposed amendment is as follow:-

No	Current version	Proposed amendment
1.	<u>3.10 Secretariat</u> The Secretariat of the IMM shall be contracted to a nominated Contractor who can demonstrate their, ability (both financially and technically) to operate the Secretariat and run all activities on behalf of the IMM. The terms and conditions of the contract for operating the Secretariat shall be established and approved by the Council.	<u>3.10 Secretariat</u> The Secretariat of the IMM may be contracted to a nominated Contractor who can demonstrate their, ability (both financially and technically) to operate the Secretariat and run all activities on behalf of the IMM. The terms and conditions of the contract for operating the Secretariat shall be established and approved by the Council.

The rest of this clause remains unchanged.

(E) Quorum of the annual general meeting or extraordinary general meeting & council meeting is reduced

The proposed amendments are as follows:-

No	Current version	Proposed amendment
1.	<u>6.3</u> The quorum for an Annual General Meeting or Extraordinary General Meeting shall be half of the voting member register or twice the number of	<u>6.3</u> The quorum for an Annual General Meeting or Extraordinary General Meeting shall be half of the voting member register or one third more the

To be approved during 4th IMM Council Meeting (term: 2018 - 2020) on 25th Feb 2019
To be approved during 29th IMM Annual General Meeting on 22nd March 2019

No	Current version	Proposed amendment
	Council Members whichever is the lower. The quorum for a Council Meeting shall be not less than half of the number of Council Members.	number of Council Members whichever is the lower. The quorum for a Council Meeting shall be not less than one third of the number of Council Members.
2.	<u>6.7</u> Council Meeting The Council shall meet at least once every 3 months and 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 Council to be held at any time. At least half of the Council members must be present for its proceedings to be valid and to constitute a quorum.	<u>6.7</u> Council Meeting The Council shall meet at least once every 3 months and 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 Council to be held at any time. At least one third of the Council members must be present for its proceedings to be valid and to constitute a quorum.

The rest of this clause remains unchanged.

Proposed on behalf of the Institute of Materials, Malaysia,



Mohd. Azmi Mohd. Noor
President
25th Feb 2019



Assoc. Prof. Dr. Melissa Chan Chin Han
Honorary Secretary