

## CONSTITUTION

### PERSATUAN PERKAPALAN DAN PENGANGKUTAN PELABUHAN-PELABUHAN JOHOR (JOHOR PORTS SHIPPING AND FORWARDING ASSOCIATION)

#### CLAUSE 1 NAME

1. The Association shall be known as

#### **PERSATUAN PERKAPALAN DAN PENGANGKUTAN PELABUHAN-PELABUHAN JOHOR (JOHOR PORTS SHIPPING AND FORWARDING ASSOCIATION)**

Hereinafter referred to as "the Association".

2. Meaning of name : **JPSFA (JOHOR PORTS SHIPPING AND FORWARDING  
ASSOCIATION)**

3. Level : **Lain-lain**

#### CLAUSE 2 ADDRESS

1. The registered address is

**NO. 19A, JALAN ROSMERAH 2/5, TAMAN JOHOR JAYA,  
81100 JOHOR BAHRU  
JOHOR**

or at such other place as may from time to time be decided by the Committee; and  
the postal address is

**NO. 19A, JALAN ROSMERAH 2/5, TAMAN JOHOR JAYA,  
81100 JOHOR BAHRU  
JOHOR**

2. The registered and postal addresses shall not be changed without the prior  
approval of the Registrar of Societies.

#### CLAUSE 3 OBJECTIVE

(1) The objectives for which the Association is established are:-

(a) To promote and protect the common interest of the Members of the  
Association.

(b) To support and enhance the status of Shipping and Forwarding Agents in the

Ports of Johor.

- (c) To promote greater co-operation, understanding and communication between Shipping and Forwarding Agents in the Ports of Johor.
  - (d) To gradually evolve a code of conduct among Shipping and Forwarding Agents, the observance of which will improve the overall quality and efficiency of their service and enhance their reputation and public image.
  - (e) To exchange and disseminate information of interest to all Members.
  - (f) To provide a forum for discussion of all matters and questions affecting the interest of Shipping and Forwarding Agents and to agree on concerted action.
  - (g) To promote and strengthen the relations between Members, the Government, Statutory Bodies and other Trade Organizations.
  - (h) To promote welfare, educational, sports and recreational activities among members.
- (2) The Means by which these objectives shall be achieved may be as follows:-
- (a) By framing and establishing rules for observance in matters pertaining to the conduct of the Members.
  - (b) By promoting, supporting and or discussing legislation affecting the Shipping and Forwarding Agents in the Ports of Johor and for such purposes to make representation to State, Federal or any relevant Authorities and to take such steps and proceedings as may be expedient.
  - (c) By providing means for considering questions affecting the interest of Shipping and Forwarding Agents and to initiate, watch over, petition and take whatever action which may be desirable in relation to legislation or other matters affecting the Members.
  - (d) By establishing liaison with any official department, organization or person, that will be of benefit to the Association.
  - (e) By taking such measures as the Association thinks fit for the arrangements, regulation and improvement of facilities with regard to forwarding, shipping transport and storage and generally to promote the trade of the Association; increase its volume of business and augment and improve the facilities with which the Shipping and Forwarding trade may be conducted without interference with the actual conduct of business by members.
  - (f) By subscribing to, becoming a member of and co-operating with any registered association, whose objectives are altogether or in part similar to those of the Association, and by obtaining from and communicating to any such association such information as may be likely to forward the objectives of

this Association.

(g) By borrowing or raising any money that may be required by the Association upon such terms as may be deemed advisable and in particular by mortgage or charge of all or any part of the property of the Association with approval from general meeting of the members.

(h) By purchasing, taking on lease or in exchanging or hiring or otherwise acquiring any real and personal property which may be deemed necessary or convenient for any of the purposes of the Association with approval from general meeting of the members.

(i) By taking any gift or property, whether subject to any special trust or not, for any one or more of the objectives or the Association.

(j) By printing and publishing any periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives with approval from relevant authority.

(k) By selling, managing, leasing, mortgaging, disposing of, or otherwise dealing with all or any part of the property of the Association with approval from general meeting of the members.

(l) By investing any moneys of the Association not immediately required for any of its objectives, in such manner as may from time to time be determined.

(m) By subscribing to any local or other charities, and making donations for any public purpose.

(n) By doing all other such lawful things as are incidental or conducive to the attainment of the above objectives, or any of them.

(o) The Association shall not have affiliation or connection with any Society established outside Malaysia.

(p) All moneys and profits accruing to the Association from participation in any business or investment shall be applied solely towards the furtherance, promotion and execution of the objectives of the society and no part of the moneys or profits shall be used to pay interests, profits or bonuses to any member of the Association provided that nothing herein expressed or contained shall prevent the payment in good faith or remuneration or expenses or both to any officer or servant of the Association, or other person or persons for services actually rendered by him or them to the Association.

## **CLAUSE 4 MEMBERSHIP**

### **(1) ELIGIBILITY FOR MEMBERSHIP**

Membership of the Association shall be open to all firms of licensed Shipping and Forwarding Agents, all logistics-related firms and all third-party logistics-providers carrying on or conducting business within all the ports of the State of Johor.

## (2) APPLICATION FOR MEMBERSHIP

(a) Every application for membership shall be made in writing in the prescribed form signed by the applicant and a proposer and seconder (who shall be members) and addressed to the Secretary, who shall cause the name of the applicant together with the names of the proposer and seconder to be circularized to the Committee fourteen days before the consideration of the application by the Committee.

(b) If any proposer or seconder shall, before the applicant's membership comes up for consideration, cease to be a member, another proposer or seconder may at any time, not later than one week prior to the date when the applicant come up for consideration, be substituted for him by written notice to the Secretary.

## (3) ADMISSION TO MEMBERSHIP

(a) Admission to membership shall be by ballot of the Committee. No applicant shall be elected or rejected unless at least 5 members of the Committee are present, and an applicant shall be admitted as a member by a majority of two-thirds of the members present. In the event of an insufficient vote being recorded, the admission of the applicant shall be deferred to the next Committee meeting.

(b) An applicant whose application has been rejected cannot be proposed again until after the expiration of Six (6) months from the disposal of the previous application.

## (4) EFFECT OF ADMISSION AS MEMBER

(a) Immediately after the election of a firm as new member, notice shall be given to the firm and the firm shall be furnished with a copy of the rules and regulations together with a request to remit to the Treasurer of the Association, within one month from the date of such request, the amount of entrance fee and the first monthly subscription, in default of which, membership may be cancelled by order of the Committee.

(b) On becoming a member, the member shall inform the Secretary in writing, of the name of one person who is authorised to represent the member at meetings. In the event of a member wishing to change his representative, the Secretary must be informed, in writing, before any meeting, and that the acts of its representative and alternate shall be deemed to be the acts of such member.

(c) Each member is entitled to one vote at all General Meetings.

#### (5) DUTIES OF MEMBERS

Every member shall fulfill the following duties:-

(a) Safeguard the interests of the Association and observe the Constitution of the Association as well as adhere to all resolutions passed at meetings.

(b) Assist in the execution and performance of the affairs of the Association.

(c) Pay all monthly and special subscriptions.

#### (6) RIGHTS OF MEMBERS

All members shall have the following rights:-

(a) To make suggestions or propose resolutions at meetings.

(b) To share and enjoy any privilege or benefit that may be obtained by the Association.

(c) To elect and being elected as a member of the Committee.

#### (7) REPRESENTATIVE

(a) Every Member may appoint a representative and an alternate to represent it at any meetings of the Association. The Letter of Appointment may be for a special period or be restricted to any particular meeting of the Association and it shall reach the Secretary before the commencement of the meeting of the Association or the Committee.

(b) The Letter of Appointment shall contain, among other things, an undertaking by the Member:-

(i) that its representative or alternate shall have full powers to represent the member;

(ii) that the acts of the representative or alternate shall be deemed to be the acts of such member;

(iii) that the member shall be bound by all decisions made by the Association and the Committee.

### **CLAUSE 5 RESIGNATION AND TERMINATION**

#### (1) RESIGNATION

A member may at any time by giving notice in writing to the Secretary, resign its' membership of the Association but shall continue liable for any subscriptions or other debts due and unpaid at the date of the resignation.

## (2) TERMINATION

A member shall cease to be a member of the Association if:-

(a) The member goes into voluntary liquidation.

(b) Any receiving or adjudicating order in bankruptcy is made against the member.

(c) The member's monthly subscriptions are in arrears for three (3) months after it has become due.

(d) A notice in writing is sent to the Secretary that the member has resigned provided that the member so resigning shall be liable to pay all arrears of subscriptions and other dues by the member at the date of so ceasing to be a member.

(e) The member has been expelled from the Association as provided in Clause 5.3.

(f) The member's shipping and forwarding licence has been withdrawn or cancelled by the government authorities.

## (3) EXPULSION

(a) If a member, in the opinion of the Committee, fails to conform to any of the rules and regulations of the Association or is guilty of conduct injurious to the interests of the Association, the Committee may by notice terminate his membership.

(b) The expulsion order shall only be issued if two-thirds of the full Committee votes in favour of so doing. At such meeting the member who is to be expelled, shall be permitted to address the meeting or may request the Chairman of the meeting to read to the meeting a written statement with reference to the matter under complaint.

(c) Any member who has been expelled may not be proposed for re-election for a period of one year from the date of his ceasing to be a member.

## CLAUSE 6 **SOURCE OF INCOME**

### ENTRANCE FEE AND MONTHLY SUBSCRIPTION

(1) The entrance fee and monthly subscription of members shall be such sums as may from time to time be determined in General Meeting and approved by the

Registrar of Societies. Until otherwise determined, the entrance fee for the time being shall be RM 500.00 and the monthly subscription shall be RM 62.50. All monthly subscription shall be payable to the Treasurer in advance within 10 days of the first of each month.

(2) The Committee shall have the power to revise the re-entrance fee for any member who has allowed his membership to lapse through arrears.

## **CLAUSE 7 GENERAL MEETING**

### **(1) ANNUAL GENERAL MEETING**

(a) A General Meeting of the Association shall be held once a year.

(b) Each Annual General Meeting shall be convened not later than the month of March, each year.

(c) The Secretary shall not less than fourteen days before the Annual General Meeting give notice to every member, stating the place, day and hour of such meeting.

(d) The business at the Annual General Meeting shall be as follows:-

(i) To receive the Report of the Committee for the previous financial year together with a duly audited statement of the accounts of the Association for the period.

(ii) To elect the Office-bearers of the Association (once in every two (2) years).

(iii) To appoint external Auditors for the ensuing year.

(iv) To transact any other business relating to the affairs of the Association of which notice has been given in accordance with these rules.

### **(2) NOTICE OF SPECIAL BUSINESS**

Any member, having any special business to bring forward at the Annual General meeting shall give notice in writing of such special business to the Secretary seven days before the date of the meeting, and the Secretary shall give five clear days' notice of such special business to the members.

### **(3) CHAIRMAN AT MEETING**

The President of the Association, or in his/her absence, the Vice-President shall take the chair, and in the absence of both, a Chairman

for the Meeting shall be chosen from among the Members.

#### (4) QUORUM AT GENERAL MEETING

At all General Meeting the number required to form a quorum shall not be less than 1/2 of the total voting membership or twice the total number of the committee attending in person whichever is lesser. If the requisite quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be postponed to a date (not exceeding 30 days) to be decided by the committee. If quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have power to proceed with the business of the day but they shall not have power to alter the rules of the Association or to make decisions affecting the whole membership.

#### (5) EXTRAORDINARY GENERAL MEETING

(a) The Committee may after receipt of a written request signed by not less than 1/5 of the total voting Members of the Association call an Extraordinary General Meeting and written notice stating the purpose of the meeting shall be given to each Member fourteen days prior to the date for which the meeting shall be called, provided that in case of urgency the President or Secretary may call an Extraordinary General Meeting on short notice. A certificate under the hand of the President or Secretary to the effect shall be conclusive evidence of the fact that an emergency exists. An Extraordinary General Meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.

(b) Paragraphs 7.4 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 months from the date thereof.

### **CLAUSE 8 COMMITTEE**

The Committee, which shall be elected at every alternate Annual General Meeting shall consist of a President, a Vice-President, Secretary and a Treasurer and a maximum of Eight (8) Ordinary Committee Members.

#### (1) DUTIES OF THE COMMITTEE

(a) The function of the Committee is to organise and supervise the



day-to-day activities of the Association 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 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.

(b) All office bearers and any person performing executive functions in the Association shall be Malaysian citizens.

## (2) ELECTION OF COMMITTEE

(a) The election of the Committee will take place by secret ballot or show of hands. Each candidate shall be proposed by one member and seconded by another member, and the candidate must be present during the election.

(b) (i) The Committee shall have the power to appoint a member to fill any vacancy occurring on the committee to serve until the next Annual General Meeting.

(ii) Any member so appointed shall retire at that Annual General Meeting but shall be eligible for re-election as a member of the Committee at such meeting, if nominated or proposed as herein before provided.

(c) The Committee shall have the power to appoint, pay and dismiss any employee or other servants as they may deem necessary and to pay the out-of-pocket expenses incurred in the business of the Association.

## (3) MEETING OF THE COMMITTEE

(a) The Committee shall meet at least four times a year, after Seven (7) days' notice to Committee members, on such day at such time as may be most convenient, and at such other times as the occasion may require.

(b) At any meeting of the Committee at least half of the Committee members shall be present to form the quorum. The Secretary shall call a Meeting of the Committee at any time when so requested by the President or on receipt of a written requisition signed by any two members of the Committee with a statement of the business for which the meeting is to be called. Such meeting shall be called not later than four (4) days after the requisition to the Secretary has been made and shall be held as soon as possible

thereafter. The circular to members of the Committee calling the meeting shall state the business and by whom it is brought forward.

(c) In the absence of the President or the Vice-President, the Committee shall elect a Chairman from among themselves to chair the Committee meeting.

#### (4) SUB-COMMITTEE

The Committee may from time to time appoint such sub-committees as they may deem necessary or expedient for any specific purposes and may deputise or refer to them such powers and the duties of the Committee as the Committee may determine. Such sub-committee shall, as and when directed, submit their recommendations to the Committee for adoption or otherwise, and shall conduct their business entirely under the direction of the Committee.

### **CLAUSE 9 DUTIES OF OFFICE BEARERS**

The Office Bearers of the Association and their respective duties shall be as follows:-

#### (1) PRESIDENT

The President shall preside at all meetings of the Association and in his absence the Vice-President shall preside and in the absence of both, the Committee shall appoint the Chairman among themselves. The Chairman presiding at any meeting shall, in the event of an equality of voting on any matter brought before the Committee, have a second casting vote.

#### (2) THE VICE PRESIDENT

The Vice-President shall assist and deputise the President in all functions and duties in the latter's absence or when so deputise by the President.

#### (3) THE TREASURER

(i) Proper accounts shall be kept by the Treasurer and these shall be subject to audit as at 31st December of each year by the auditors duly appointed at the Annual General Meeting.

(ii) The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Association and shall keep an account of all monetary transactions and shall be responsible for their correctness. The Treasurer is authorised to hold a petty cash advance not exceeding RM 1,000.00 at any time. All money in excess of this sum shall within seven days of receipt be deposited in a bank approved by the committee.

(iii) Cheques and other bills shall be signed by the President, or the Secretary and countersigned by the Treasurer. In the absence of the President and the Secretary, the Committee shall appoint one of its members to sign in his place.

#### (4) THE SECRETARY

(i) The Secretary shall keep proper minutes of all proceedings of the Association and of the Committee and will communicate with any member requiring information or access to correspondence and records and shall attend to such duties as may be required by the Committee.

(ii) The Secretary shall keep a register of members with their respective address which shall be inserted in the said register and all notices sent by post to such addresses shall be deemed to have been duly delivered. The Secretary shall perform its duties in accordance to the constitution of the Association. He shall within 60 days after the holding of annual general meeting of the Association submit the annual returns of the Association to the Registrar of Societies as required under Section 14(1) of the Societies Act 1966.

#### (5) THE ORDINARY COMMITTEE MEMBER

The ordinary Committee member shall attend all meetings and assist the above officers in carrying out their duties.

#### (6) CO-OPTION

Any member of the Committee absenting from three meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Committee, and a successor may be co-opted by the Committee to serve until the next Annual General Meeting.

### **CLAUSE 10 FINANCIAL PROVISION**

#### (1) MANAGEMENT

The management of the Association is vested in the Committee.

#### (2) FINANCE

(a) The funds of the Association shall be under the control of the Committee who shall cause an account to be opened with a bank in Johor Bahru or Pasir Gudang into which all moneys belonging to the Association shall be paid. The bank account shall be in the name of the Association.

(b) All funds of the Association not needed immediately for the ordinary purposes of the Association may be invested by the Committee in the name of the Association in any securities in which trustees are or may by any

statutes be authorised to invest. The investment must be approved by the general meeting of members.

(c) Expenditure exceeding RM8,000.00 (Ringgit Malaysia Eight Thousand Only) at any one time shall not be paid without the prior approval of the Committee and expenditure exceeding RM10,000-00 (Ringgit Malaysia Ten Thousand Only) shall not be incurred without the prior approval of the Annual General Meeting. Expenditure exceeding RM8,000-00 (Ringgit Malaysia Eight Thousand Only) and below at any one time shall be approved jointly by the President, Vice President, Secretary and Treasurer.

(d) The Committee shall also have the power to make donations for patriotic or charitable purpose provided that each donation exceeding RM500-00 shall be approved or ratified by the Committee.

(e) As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under clause 11. The audited accounts shall be submitted for the approval of the next annual general meeting and copies shall be made available at the registered address or place of meeting of the Association for the perusal of members.

(f) The financial year of the Association shall end on 31st December, each year.

## **CLAUSE 11 AUDITORS**

(1) Two persons, who shall not be office-bearers of the Association, shall be appointed by the annual general meeting as Honorary Auditors. They shall hold office for two years and may be re-appointed.

(2) The Auditors shall be required to audit the accounts of the Association 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 Association for any period within their tenure of office at any date and to make a report to the Committee.

## **CLAUSE 12 PROPERTY ADMINISTRATOR / TRUSTEES**

(1) Three (3) trustees, who are not members of the Committee shall be elected by the General Meeting and shall hold office during the pleasure of the Association. They shall have vested in them all immovable property whatsoever belonging to the Association upon the execution of a Deed of Trust.

(2) The Trustees either jointly or severally shall not sell convey transfer or dispose off the Association's property or any part thereof without the consent of the general meeting of members.

(3) 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.

#### **CLAUSE 13 INTERPRETATION**

(1) Between annual general meetings the Committee shall interpret the rules of the Association and when necessary, determine any point on which the rules are silent.

(2) Except where they are 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 Association unless and until countermanded by a resolution of a general meeting.

#### **CLAUSE 14 ADVISOR / PATRON**

The appointment of an 'Honorary Advisor/s' deemed necessary for the function of advising the committee on the matters affecting the interest of all members.

#### **CLAUSE 15 PROHIBITION**

(1) All games of chance, including any games of dice or cards or any other illegal forms of gambling activities shall not be permitted to be carried out in the Association's premises.

(2) All video games and games of billiards and snooker in the premises of the Society shall be strictly prohibited.

(3) The Association shall not hold any lottery or raffle without licence from the proper authorities whether confined to its members or not, in the name of the Association or its office-bearers, Committee or member.

(4) No benefits as defined under Section 2 of the Societies Act, 1966 shall be given to any of the Association's members.

(5) Neither the Association or its members shall attempt to restrict or in other manner interfere with the trade or engage in any trade Union activities as defined in the Trade Union Act, 1959.

#### **CLAUSE 16 AMENDMENT OF CONSTITUTION**

No alterations or additions to these rules shall be made except by resolution of a

general meeting. The application for any alterations or amendments shall be made to the Registrar within 60 days from the date of the decision to make the change or the amendment and shall take effect from the date of their approval by the Registrar of Societies.

## CLAUSE 17 **DISSOLUTION**

(1) The Association shall not be dissolved, except with the consent of not less than three-fourths (3/4) of the total voting members of the Association at the general meeting convened for such purpose.

(2) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining assets will be divided equally amongst the members.

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

## CLAUSE 18 **FLAG, LOGO AND BADGE**

### 1. Flag

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Description

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### 2. Logo



Description

(1) DESCRIPTION

The logo of the Association is in the form of a sea-horse floating in the sea and carrying on its back a tri-coloured flag consisting of the colours RED, BLUE and WHITE. The sun is in the background with the alphabets JPSFA written within.

(2) EXPLANATION

The sea-horse is representative of the Kuda Kepang which is the traditional character in Malaysia Folk-lore and represents the link to past traditions that the Association cherishes and respects.

The Flag represents the Unity and Solidarity of the Members of the Association.

The Sun represents the rising fortunes of the Association and the aspirations it has for the bright future of its members.

The alphabets JPSFA are the abbreviations of the words JOHOR PORTS SHIPPING AND FORWARDING ASSOCIATION.

(3) COLOURS

BLUE - Denotes the harmonious relationship that exists among the members

RED - Denotes prosperity

WHITE - Denotes purity of thought and action of Members of the Association

3. Badge

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Description

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