

CONSTITUTION

BUSINESS AND GENERAL AVIATION ASSOCIATION OF MALAYSIA

(PPM-012-10-09102023)

CLAUSE 1 NAME

1. The Association shall be known as

BUSINESS AND GENERAL AVIATION ASSOCIATION OF MALAYSIA

Hereinafter referred to as "the Association".

2. Meaning of name : **Persatuan Penerbangan Perniagaan Dan Penerbangan Am Malaysia**

3. Level : **Kebangsaan**

CLAUSE 2 ADDRESS

1. The registered address is

**C/O SAPURA AERO HANGAR, OLD CARGO COMPLEX, LAPANGAN
TERBANG SULTAN ABDUL AZIZ SHAH
47200 SUBANG
SELANGOR**

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

**C/O SAPURA AERO HANGAR, OLD CARGO COMPLEX, LAPANGAN
TERBANG SULTAN ABDUL AZIZ SHAH
47200 SUBANG
SELANGOR**

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



SALINAN YANG BENAR BAGI DOKUMEN ASAL / SEBAHAGIANYA

[Signature] 31/10/2023

HALIMATON KHAMISAH BINTI AJUHARY
PENOLONG PENDAFTAR PERTUBUHAN
SELANGOR

CLAUSE 3 OBJECTIVE

The Objects of the Association are as follows: -

(1) To become a collective voice for individuals and companies operating with the business and general aviation sector in Malaysia

- (2) To provide and promote the improvement of safety, operational and business standards of its members.
- (3) To engage and collaborate with state and national level government agencies, public or private institutions, non-governmental organizations or individuals of influence to discuss and address business and general aviation related issues including, but not limited to; safety, security, environment, quality, operations, regulation, training improvement and/or development of infrastructure.
- (4) To improve engagement and raise awareness with the general public, especially the younger generation, of the scope of employment, business activity, learning and development opportunities and research potential of the business and general aviation sectors of the aviation industry.
- (5) To promote compliance to Civil Aviation Authority Regulations and other National and International Aviation Legislation within its members and/or related parties by means of collaboration.
- (6) To support data collection of industry related matters from members for purpose of pooling and analysis for data driven engagement with stakeholders.
- (7) To promote the development of the business and general aviation industry in Malaysia.
- (8) To promote, foster, support, represent and protect the interests of the Members of the Association.
- (9) To promote the export of Malaysian aviation products and services.
- (10) To promote Malaysia as a business and general aviation hub.
- (11) To co-operate with any company, institution, society or association having objects altogether or in part similar to the Association and to procure from and communicate to any such association such information as may be likely to forward the objects of the Association.
- (12) To collect, obtain, publish and disseminate information relating to the business and general aviation industry and all other matters connected therewith as may be of service to Members, provided that such publication shall obtain the prior approval of the competent authority.
- (13) To consider and address issues affecting business and general aviation activities in Malaysia, including but not limited to safety, operational, commercial and regulatory issues.
- (14) To promote good relationships between visitors to Malaysia with interests relevant to the Association and Members of the Association.



(15) To provide a forum for Members of the Association, on an organized continuing basis to exchange information and identify and discuss issues of common interest regarding economic, industrial and business and general aviation activities.

(16) To assist Members of the Association to conduct, sponsor or promote any activity of benefit to the Members of the Association, and to provide any services appropriate to an aviation industry association, without involvement in politics.

CLAUSE 4 MEMBERSHIP

(1) Every applicant for admission as a Member shall submit to the Committee a written application in such form as the Committee shall periodically prescribe. This form shall be duly signed by a responsible Member of the sponsoring company or firm in the case of a Corporate Member application.

(2) Each applicant must be proposed by one and seconded by another existing Member.

(3) Notwithstanding anything herein contained, the Committee may accept or refuse admission and/or impose any terms and conditions as it deems fit.

(4) Membership shall be opened to the following categories of membership, namely:

- (a) Corporate Members
- (b) Individual Members
- (c) Associate Members
- (d) Next Generation Members
- (e) Honorary Members

(5) Membership shall be offered to people of any gender, race or religion, of Malaysian citizens, permanent residents, valid Malaysian Work Permit holders or industry relevant foreigners. Non-Malaysians who do not meet the criteria of membership may be admitted by the Committee upon ascertaining the importance of their role and function within the Business Aviation and General Aviation Industry segment.

(6) Except for Next Generation members, minimum age for all members shall be above 21 years.

(7) Corporate Members – Any individual or group of individuals (up to a maximum of 3 members) representing a firm or company which is involved in or interested in supplying products and/or services, in the Malaysian business or general aviation sector or which the Committee in its absolute discretion deems to have strong links to the Malaysian business or general aviation sectors. For avoidance of doubt, each Corporate Membership counts as one vote.



(8) Individual Members - Any individual, not sponsored by a company, who is involved in or interested in supplying products and/or services, in the business or general aviation sector within Malaysia or which the Committee in its absolute discretion deems to have strong links to the Malaysian business or general aviation sectors.

(9) Associate Members – There shall be a class of membership known as Associate membership to which any individual which is not eligible for ordinary Corporate or Individual membership may be admitted. An Associate Member shall have the rights and duties of an ordinary Individual member save that an Associate Member shall not be entitled to vote at General Meetings of the Association nor be appointed or elected as a member of the Committee.

(10) Next Generation Members – Any individual aged between 17 to 21 years, who are not otherwise eligible for ordinary Corporate or Individual membership currently residing within Malaysia may be admitted. A Next Generation Member shall have the rights and duties of an ordinary Individual member save that an Associate Member shall not be entitled to vote at General Meetings of the Association nor be appointed or elected as a member of the Committee.

(11) Honorary Members – Members of The Committee may invite any institution, organization or natural persons to be Honorary Members. Honorary Members shall have the like rights and privileges of a Member save that Honorary Members shall not be entitled to vote at General Meetings of the Association nor be entitled to vote on any resolution to dissolve the Association. Notwithstanding the foregoing, Honorary Members may be invited to sit on the Committee as Advisors / Patrons to the Committee.

(12) All Members, except Next Generation, Honorary and Associate Members, have the right to vote at the General Meetings of Members. Each member may be represented at the Annual General Meeting by a Representative or by any other Member, provided he has a specific written proxy. Members who cannot physically be present during the Annual General Meeting (“AGM”) are encouraged to participate through electronic means, such as audio or audio-visual technology and are entitled to vote through a registered proxy.

(13) Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and first monthly subscription, be admitted as a member of the Association and shall be entitled to all the privileges of membership.



CLAUSE 5 RESIGNATION AND TERMINATION

(1) Any member who wishes to resign from the Association, after a MINIMUM of 90 days of continuous participation, shall give 30 days' notice in writing to the Secretary and shall pay up all dues. Upon which membership fees paid

would be refunded should there be no dues pending.

(2) Membership could be terminated for the following reasons:

(a) by resignation of the member;

(b) by death in the case of a natural person and by dissolution in case of a legal person or entity;

(c) bankruptcy of the legal entity;

(d) merger or acquisition of the entity;

(e) by failure to pay its overdue membership fee after three (3) written reminders by post, /email or other electronic means or beyond one hundred twenty (120) days past the due date; or

(f) for conduct determined in the sole discretion of the Committee to be prejudicial to the welfare of the Association or its Members.

(g) By annual subscription being in arrears exceeding six months

(3) Any member who fails to comply with the Rules of the Association or has acted in a manner to bring disrepute upon the Association shall be subjected to a "Disciplinary Process". Member may have his/her membership terminated or suspended for a period of time should the Committee deem it to be the best course of action. Before the Committee terminates or suspends membership, the member shall be informed of the grounds for such termination or suspension in writing and be given an opportunity to explain and clear charges in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a General Meeting upon appeal by the said member.

(4) A member who resigns or has his/her membership terminated under Rules 7(2) shall continue to be liable for any monies due to the Association and unpaid at the date of his/her resignation or expulsion.

(5) For any terminated membership, member(s) shall forfeit all such rights to and claim upon the Association and its assets as he otherwise would have by reason of his/her membership.

(6) The Committee shall receive written request for re-entry and the matter deliberated upon for any person who has allowed his/her membership to lapse through arrears.



CLAUSE 6 SOURCE OF INCOME

(1) The subscription payable shall be as follows: -

TYPE OF MEMBERSHIP MINIMUM ANNUAL SUBSCRIPTION FEES (RM)

Corporate Members RM500
Individual Members RM300
Associate Members RM300
Next Generation Members RM50
Honorary Members Nil

(2) Subscription fees may be amended by Members in General Meeting and different rates may be prescribed for different classes of membership or any categories thereof.

(3) Pro-rated Annual Subscription Fees shall be payable on the month of joining, and thereafter shall be due and payable by Members within the first week of each calendar year, or such other time as the Committee may periodically deem fit.

(4) Annual Subscription Fees shall not be applicable to Honorary Members.

(5) Any fees imposed by the Association shall be subject to Goods and Services Tax at the prevailing rate (and/or any other applicable taxes at the prevailing rate) to be borne by the Members.

(6) Any member who allows his/her annual subscription to be in arrears exceeding two months, shall receive a written notification signed by or on behalf of the Secretary, and shall be denied the privileges of membership until he/she settles the account.



(7) Special subscriptions or levies may be raised from members by resolution of the general meeting of the Association for special purposes. If any member fails to pay such subscription within such period as may be resolved, the amount due shall be treated as arrears of monthly subscription.

CLAUSE 7 GENERAL MEETING

(1) The supreme authority of the Association is vested in a general meeting of the members. At least half of the total voting committee members must be present at a general meeting for its proceedings to be valid and to constitute a quorum.

(2) If a 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 shall not have the power to alter the rules of the Association or make any decision affecting the whole membership.

(3) An annual general meeting of the Association shall be held as soon as possible after the close of each financial year but not later than June on a date and a time and place to be decided by the Committee. The business of the annual general meeting shall be:-

(a) To receive the minutes of the previous annual general meeting;

(b) To receive the Committee's report on the working of the Association during the previous year;

(c) To receive the Treasurers' report and the audited accounts of the Association for the year ending December 31 last preceding;

(d) To elect a Committee and to appoint auditors for the ensuing year; and

(e) To deal with such other matters as may be put before it.

(4) The Secretary shall send to all members at least 7 days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Association for the previous year, by electronic mail communication. Copies of these documents will also be made available at the registered place of business of the Association for the perusal of members. No decision can be made on matters not mentioned on the Agenda, unless a minimum of one half (1/2) of all members present, agrees to it.

(5) At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the President or by at least ten per centum (10%) of Members present and entitled to vote at that meeting. Resolutions at all General Meetings, unless otherwise stated, shall be carried by the votes of the majority of those Members present and entitled to vote. Each Member shall have one vote.

(6) An extraordinary general meeting of the Association shall be convened:-

(a) Whenever the Committee deems it desirable; or

(b) At the joint request in writing of not less than twice the



number of committee members, stating the objects and reasons for such meeting.

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

(8) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members, by electronic communication means, at least fifteen days before the date fixed for the meeting.

(9) Paragraphs 8 (1) and 8 (2) of this rules regarding the quorum of an annual general meeting shall apply also to an extraordinary general meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed extraordinary general meeting requisitioned by the 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

(1) The management of the Association shall be vested in the Committee consisting of a President, a Vice-President, Secretary, Treasurer, and 7 Ordinary Committee members making up Heads of Sub- Committees.

(2) The Committee shall have power to appoint Sub-Committees to deal with specified aspects of the Association's affairs. Each Sub-Committee shall be governed by its respective Rules and will consist of a Chairman and such number of Members as the Committee shall deem fit.

(3) The Disciplinary Panel shall be independently constituted under Article 10 and shall not be deemed as a Sub-Committee under this Rule.

(4) From time to time, the Committee may extend an invitation to Honorary Members to serve as Advisers to the Committee. Such Advisers shall not be entitled to any rights accruing to a member of the Committee, including but not limited to, the right to vote upon any resolution. Such invitations can be revoked at any time by the Committee and shall take effect upon the passing of a resolution by the Committee.

(5) All office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian citizens



or individuals who hold rights of residency or employment in Malaysia.

(6) Proposed names for the above offices in paragraph (1) shall be 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 each year. All Members, save for Next Generation and Associate Members, are eligible to be proposed as a Committee Member of the Association.

(7) At the first Annual General Meeting of the Association following the effective date of these Rules as approved by the Registrar of Societies, all the Committee Members shall retire from office.

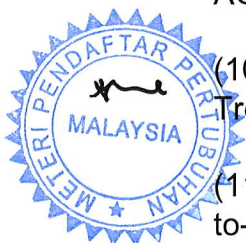
(8) The Annual General Meeting shall elect a President and a Vice President together with other Committee Members, in the following manner:

- The President and Vice President shall be elected directly by the Members.
- The Committee Members shall be elected directly by the Members
- Each Committee Member shall hold office for a term of one (1) year and all Committee Members shall retire from office at each Annual General Meeting
- A retiring Committee Member shall be eligible for re-election. There shall be a limit of two consecutive terms (2 years) served before new Committee Members must be elected. Retiring Committee Member serving two consecutive terms (2 years) shall be eligible for reelection after a cool down period of one term (1 year).

(9) A Member may nominate any person to be elected as President, Vice President or an ordinary Committee Member by serving a notice of not less than seven (7) days before the date of the Annual General Meeting to the Association, notifying the said nomination if voting is done by proxy due to inability to attend AGM.

(10) The elected Committee Members shall appoint the Secretary and Treasurer of the Association.

(11) The function of the Committee is to organize 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 shall 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.



(12) The Committee may participate in a meeting of the Committee through the use of a conference telephone or other telecommunications equipment and such Committee shall be considered present in person so long as all members of the Committee participating in such meeting can hear one another.

(13) The Committee shall meet at least once every three months. The notice for the meeting will be sent by mail, fax, e-mail or any other means of communication at the latest five (5) working days before the date of the meeting. The notice will include the date and place of the meeting, as well as the matters on the agenda. The President acting alone, or not less than three of its members acting together may call for a meeting of the Committee to be held at any time. At least one half of the Committee members must be present for its proceedings to be valid and to constitute a quorum.

(14) 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.

(15) Any member of the Committee who fails to attend three consecutive meetings of the committee without satisfactory explanation shall be considered for removal from the committee upon deliberation.

(16) In the event of the death or resignation of a member of the Committee, the Committee shall have the power to co-opt any other member of the Association to fill the vacancy until the next election of office-bearers.

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(17) The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Association. It may appoint such officers and such staff as it deems necessary. It may suspend or dismiss any officers 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 good and sufficient in the interest of the Association upon satisfactory completion of a disciplinary process.

(18) The Committee may appoint any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the rules. Any members can become members of these sub-committee.

CLAUSE 9 DUTIES OF OFFICE BEARERS

(1) The President shall during his/her term of office preside at all General Meetings, all meetings of the Committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign (physically or electronically) the minutes of each meeting at the time they are approved.

He shall, in conjunction with the Secretary and Treasurer sign all cheques on behalf of the Association.

The President will be responsible for Liaison activities with the government entities, public or private institutions or other parties of equivalent importance.

(2) The Vice-president shall deputize for the President during the latter's absence.

(3) The Secretary shall conduct the business of the Association in accordance with the 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 paper except the accounts and financial records. He shall attend all meetings and record all proceedings. He shall keep a membership register consisting of details such as name, identity card number, date and place of birth, occupation, name and address of employer and residential address. He shall in conjunction with the President and the Treasurer, sign all cheques on behalf of Association. He shall file annual returns within 60 days from the date of the annual general meeting to the Registrar of Societies.



(4) The Treasurer shall be responsible for the finances of the Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President and the Secretary sign all cheques on behalf of the Association.

(5) The ordinary Committee Members shall carry out such duties as directed by the President or the Committee.

(6) Committee Members shall refrain from becoming a committee memof another

industry association based in Malaysia of similar business nature until such time that written approval is obtained from the Committee in order to avoid conflict of interest and undue competition.

CLAUSE 10 FINANCIAL PROVISION

(1) Subject to the following provisions in these rules, the funds of the Association may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

(2) The bank account shall be in the name of the Association.

(3) All cheques or withdrawal notices on the Association's account shall be signed jointly by the President, the Secretary and the Treasurer. In the absence of the President, the Secretary or the Treasurer for a long period, the Committee shall appoint one of its members to sign in his/her place.

(4) The following approval process shall be complied with for any relevant expenditure:

VALUE APPROVAL

Below RM500 Any 2 EXCO Members (President/V.President/Treasurer/Secretary)
RM501 to RM 1999 President + 1 EXCO Member
RM2000 to RM4999 All EXCO Members
Above RM5000 Sanction during AGM

(5) 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 the rule 12. The audited accounts shall be submitted for the approval of the next annual general meeting, and copies shall be made available at the registered place of business of the Association for the perusal of members.

(6) The financial year of the Association shall commence on the 1st January and end on the 31st December every 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 one year and may be reappointed.

(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

(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 Association. They shall be vested in them all immovable properties whatsoever belonging to the Association upon execution of a Deed of Trust.

(2) The Trustees shall not sell, withdraw or transfer any of the property of the Association without the consent and authority of a general meeting of members.

(3) 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 reasons, 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 decisions 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



(1) The Committee shall have the power to appoint a person/persons of suitable standing to act as the patron of the Association for such time until the resignation of such person from the office of Patron or the termination of that appointment by a resolution passed at a General Meeting.

(2) The Patron shall be treated as an Honorary Member and shall be entitled to receive all documents and literature of the Association.

(3) The role of the Patron shall be to provide such guidance and support as the Patron can bestow in order to assist the Association in the achievement of its

mission and objects.

CLAUSE 15 PROHIBITION

(1) None of the following games shall be played in the premises of the Association: Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, Ten and a half, all games of dice, bankers' games, all video games and all games of mere chance.

(2) Neither the Association 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 Association shall not hold any lottery, whether confined to its members or not, in the name of the Association, its office-bearers or members without prior approval from the authorities concerned.

(4) "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the Association to any of its member.

CLAUSE 16 AMENDMENT OF CONSTITUTION

(1) These Rules shall not be amended except by resolution of a general meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

CLAUSE 17 DISSOLUTION

(1) The Association may be voluntarily dissolved by a resolution of not less than three-fifths of the membership present in a general meeting.



(2) In the event of the Association 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 forwarded to the Registrar of Societies within 14 days of its dissolution.

CLAUSE 18 FLAG, LOGO AND BADGE

1. Flag

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Description

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2. Logo



Description

(1) The Association logo consists of three overlapping wings, coloured yellow, red and blue. The name of the Association and acronym 'BAGAM' is written below the logo.

3. Badge

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Description

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