

PERLEMBAGAAN BAGI
PERSATUAN VASKULAR MALAYSIA (VASCULAR SOCIETY OF MALAYSIA)
(PPM-001-10-03092002)

Clause 1 NAME

The name of the society shall be Persatuan Vaskular Malaysia (Vascular Society of Malaysia or VSM), here-in-after known as “The Society”.

Level: National

Clause 2 REGISTERED ADDRESS AND PLACE OF BUSINESS

The registered place of business of the Society shall be c/o Academy of Medicine of Malaysia, Unit 3.8, No 5, Jalan Kepimpinan P8H, Presint 8, Putrajaya 62250 Wilayah Persekutuan Putrajaya, or any other address or addresses which shall be fixed from time to time by the Executive Committee.

The registered place of business of the Society shall not be amended without prior consent of the Registrar of Societies being obtained beforehand.

Clause 3 LOGO

1. Lambang



Keterangan Lambang:

The logo of the Society takes the form of a disc which is bordered by an outer ring (in yellow), representing the cross-section of a blood vessel, and on which, is inscribed the name of the Society (in black); and, enclosed within the ring (on a light blue background), is a pictogram of the abdominal aorta branching into the iliac arteries (in red), and the inferior vena cava with its iliac tributaries (in blue), representing the arterial and venous systems, respectively; and the map of Malaysia (in green) portraying its national identity.

Clause 4 MISSION & PHILOSOPHY

To promote the awareness of vascular disease and its management amongst doctors and patients, so that the disease may be diagnosed and treated early thus improving the quality of life.

Clause 5

OBJECTIVES

The society is set up for the purpose of:

5.1 Creating a national body to voice out issues pertaining to vascular disease and its management.

5.2 Advancing the development of vascular surgery and related medical fields as specialities in their own right.

5.3 Collaborating with similar bodies worldwide and establishing a fraternity amongst individuals with common interest, for exchange of ideas and information, in pursuit of better care and improved quality of life for patients with vascular disease.

5.4 Disseminating relevant information on vascular diseases and its management to members of the public and creating awareness amongst the medical fraternity on the prevalence of vascular disease and its contribution to ill health.

5.5 Enhancing the understanding of vascular diseases through research and exchange of information, and

5.6 Developing a data bank on all aspects of vascular diseases in this country.

Clause 6

POWERS AND RESPONSIBILITIES

In pursuit of the above objectives, the Society would undertake such activities as:

6.1 Making representations to relevant authorities on matters relating to vascular diseases and their management.

6.2 Organising scientific and educational programmes for members of the Society and other healthcare providers.

6.3 Disseminating information to members of the public through educational programme and mass media.

6.4 Encouraging and facilitating members of the Society and other healthcare providers, in undertaking research, publications and the presentation of their works on vascular diseases.

6.5 Raising and securing funds in support of the above activities.

6.6 Acquiring and maintaining an office or other premises, equipment and other items as may be necessary in conduct of its business; and likewise, disposing off its assets as decided by the Committee.

6.7 Engaging in membership drive to strengthen the Society and seeking affiliation with other bodies with similar interest.

Clause 7

MEMBERSHIP

There shall be five (5) types of membership, namely: Ordinary, Associate, Corporate, Honorary and Life membership. Membership of the Society shall be open to citizens of Malaysia who are above eighteen (18) years of age and to corporations, which have been incorporated in Malaysia.

7.1 Definition

7.1.1 Ordinary membership

Ordinary membership shall be available to any surgeon who is involved in the practice of vascular surgery.

7.1.2 Associate membership

Associate membership shall be open to other doctors and healthcare providers who are involved in the management of vascular disease.

7.1.3 Corporate membership

Corporate membership shall be offered by the Society, to any legally constituted institution or body that is supportive of the Society's work.

7.1.4 Honorary membership

Honorary membership shall be conferred to any individual who has made significant contributions to the Society or to the field of vascular surgery.

7.1.5 Life membership

Life membership shall be offered to ordinary member of VSM of at least 10 years in society, with no prior arrears of annual membership fee.

7.2 Application for membership

All applications for membership shall be on the prescribed form, proposed and seconded by two (2) ordinary members. Approval, however, shall be at the discretion of the Executive Committee.

7.3 Termination of membership

7.3.1 Any member wishing to withdraw from the Society, shall give notice in writing to the Secretary not less than three (3) month before the end of Society's financial year, failing which, he/she shall be liable for subscription for the following year.

7.3.2 Any member in arrears of subscription for a period of two (2) consecutive years, in spite of reminders in writing by the Secretary, shall, ipso facto, cease to be a member of the Society. He/she shall however, remain eligible for re-admission as a member on payment of all his/her dues.

7.3.3 If, in the opinion of the Executive Committee, a member has acted in a manner

prejudicial to the interests and objectives of the Society, his/her membership shall be terminated. The aggrieved member, however, has the right of appeal.

7.4 Rights and privileges of Members

All members of the Society, irrespective of whether they are Ordinary, Associate, Corporate, Honorary or Life members, shall have the right to attend all functions of the Society (social or scientific), utilise such facilities that are made available for members, receive any newsletter and publications of the Society and attend its Annual General Meeting.

However, only Ordinary and Life Members shall have the rights to vote and hold office in the Executive Committee.

Clause 8 **SUBSCRIPTIONS**

8.1 The Entrance Fee shall be as follows:

- 8.1.1 Ordinary Membership RM 100.00
- 8.1.2 Associate Membership RM 50.00
- 8.1.3 Corporate Membership RM 1,000.00
- 8.1.4 Life Membership RM 500.00

8.2 The Annual Subscription shall be as follows:

- 8.2.1 Ordinary Membership RM 50.00
- 8.2.2 Associate Membership RM 25.00
- 8.2.3 Corporate Membership RM 500.00

8.3 Payment

All fees shall be payable to the Treasurer of the Society within two (2) months of the beginning of each financial year. After this period, any member who allows his/her annual subscription to be owing to the Society, shall receive a written reminder from the Treasurer.

8.4 Revision of fees

Notwithstanding the provisions of the Rules of this Constitution, the Annual General Meeting or the Extraordinary General Meeting shall have the power to amend, from time to time, as and when necessary, the amount of the Annual Subscription Fee and the Entrance Fee, on the condition that the said amount has been approved by the Registrar of Societies, beforehand.

Clause 9 **EXECUTIVE COMMITTEE**

9.1 The Office Bearer of the Society shall be:

- The President
- The Vice-President
- The Secretary
- The Treasurer
- Four (4) Ordinary Committee Members

The Immediate Past President

Together, they shall form “The Executive Committee” of the Society.

9.2 The Office Bearers shall be elected every three (3) years, from among the Ordinary Members who are citizens of Malaysia, by the voting members, at a General Meeting.

9.3 The names for the Office Bearers shall be proposed and seconded and the election is by a simple majority vote.

9.4 Each Office Bearer shall hold office until the next election and shall have a tenure limit of not more than two (2) consecutive terms in the same position. The post of Immediate Past President shall be filled by the out-going President.

9.5 Responsibilities of The Executive Committee:

9.5.1 The Executive Committee shall uphold all Rules and By-Laws (if any) of the Society, as enshrined in the Constitution. It shall not take any action contrary to the decisions of the General Meetings without having first consulted it and the Executive Committee must always comply with the decision of the General Meeting and shall give a report in respect of the previous year’s activities at each Annual General Meeting.

9.5.2 The Executive Committee shall meet at least three (3) times a year and notice of each meeting shall be given at least two (2) weeks beforehand. The President acting alone or not less than three (3) Committee Members collectively, may call for a meeting of the Committee at any time. The quorum for the meeting shall not be less than one half of the total number of Committee

Members, otherwise the proceeding shall be considered invalid.

9.5.3 In a situation when an important matter arises and needs an urgent approval of the Executive Committee and a meeting of the Committee is not able to be convened, the Secretary may, on

advice of the President, obtain such approval by means of circular letters, with proviso that:

a. the issue must be clearly stated in the circular letter which is circulated to all members of the Committee.

b. not less than one half of the Committee Members indicate their preference by voting for or against the proposal and the decision shall be by a majority vote.

c. any decision taken by means of circular letter shall be reported by the Secretary to the subsequent Executive Committee Meeting, formally approved and recorded in the minutes thereof.

9.5.4 Any Committee Member, who fails to attend three (3) consecutive Executive Committee Meetings without a satisfactory explanation, shall be deemed to have resigned his/her seat in the Committee.

9.5.5 If a seat in the Committee becomes vacant, the Executive Committee shall be empowered to appoint an Ordinary Member to fill the vacancy until the next election.

However, if the vacancy is for the post of the President, the Vice President shall automatically assume the duties of the President until the next election.

9.5.6 The Executive Committee shall give directions to the Secretary and other Office Bearers for the conduct of the affairs of the Society and appoint supporting managers and staff as it deems necessary. The Committee may also suspend or dismiss any manager or member of the staff for reasons of neglect of duty, dishonesty, incompetence, or refusal to carry out decisions of the Committee or for any reasons, which is deemed damaging to the interest of the Society.

9.5.7 The Executive Committee may create Sub-Committees for specific purposes. Any such Sub-Committee shall consist of members of the Society and is chaired by a member of the Executive Committee. The Executive Committee shall have the power to dissolve any Sub-Committee formed by it.

9.5.8 The Executive Committee shall decide on the date and venue of the Annual General Meeting and directs the Secretary to give due notice of the Meeting to all members of the Society.

9.5.9 Specific duties of Office Bearers:

The President shall:

1. Preside at all business meetings of the Society and ensure the smooth running and completion of the meeting.
2. Have the casting vote in case of a tie or draw in voting.
3. Represent the Society at any official functions and invitation.
4. Co-sign all cheques prepared by the Treasurer.

The Vice-President shall:

1. Act on behalf of the President in his/her absence.

The Secretary shall:

1. Keep a register of all members.
2. Convene and keep minutes of all business meetings of the Society.
3. Give four (4) weeks notice of the Annual General Meeting to all members.
4. Prepare the Annual Report and circulate to all members at least two (2) weeks before the Annual General Meeting.
5. Be responsible for all day to day management of the Society, including keeping of all

correspondence.

6. Co-sign all cheques prepared by the Treasurer when the President is away.

The Treasurer shall:

1. Keep account for all business transactions of the Society.
2. Collect the Annual Subscription from all members.
3. Sign all cheques before they are counter-signed by the President or in his/her absence, the Secretary.
4. Prepare an Audited Statement of Accounts and circulate it to all members at least two (2) weeks before the Annual General Meeting.

The Ordinary Committee Member shall:

1. Carry out such duties as instructed by the Committee.

The Immediate Past President shall:

1. Have an advisory role and ensure transition of duties to incoming President.
2. Shall be eligible for executive committee voting but not the casting final vote.

Clause 10

MEETINGS

10.1 ANNUAL GENERAL MEETING

10.1.1 TIMING AND PURPOSE

The Annual General Meeting shall be held as soon as possible after the end of the financial year but before the end of March every year, at a venue, time and date to be decided by the Executive Committee for the purpose of:

- a. receiving and adopting the Annual Report from the Secretary,
- b. receiving and adopting the Audited Statement of Accounts for the preceding year, from the Treasurer,
- c. conducting the election of Office Bearers, once every three years,
- d. appointing two (2) Honorary Auditors for the ensuing year, and
- e. discussing and making resolutions on any proposals and motions duly submitted before the date of the Annual Meeting.

10.1.2 NOTIFICATION OF THE ANNUAL MEETING

- a. At least twenty-eight (28) days before the date of the Annual Meeting, the Secretary shall send a Preliminary Notice of the meeting to all members of the Society. The Notice shall include call for motions and proposals to be discussed at the meeting (including amendments to the Constitution) and any other matters to be included in the agenda.
- b. At least fourteen (14) days before the date of the Meeting, the Secretary shall send a notice, to all members of the date, the time, the venue and the agenda of the Annual General Meeting. Together with the notice, the Secretary shall circulate the Annual Report, the Audited Statements of Accounts and any motions and proposals sent in by members.

10.1.3 RESOLUTIONS AND AMENDMENTS TO THE CONSTITUTION

Any member desirous of moving any resolution or amendments to the Constitution, at the General Meeting, shall give notice thereof, in writing, to the Secretary, not less than twenty-one (21) days before the date of the Meeting.

10.1.4 QUORUM FOR THE GENERAL MEETING

- a. The quorum shall be one-half the total voting members or twice the number of Executive Committee members, whichever is less.
- b. In the event of lack of quorum, thirty (30) minutes after the schedule time of the meeting, the President shall postpone the meeting to a date not earlier than fourteen (14) days and not later than twenty-eight (28) days from the date of the cancelled meeting.
- c. If, at the second meeting, there is still lack of quorum thirty (30) minutes after the schedule time of the meeting, the members present, shall constitute a quorum and proceed with the meeting; however, they shall have no power to amend the Constitution or make decision affecting the whole membership.

10.2 EXTRAORDINARY GENERAL MEETING

An extraordinary general meeting shall be convened to discuss specific and urgent matters of significance to the Society by:

- a. the Executive Committee, as and when, it deems necessary; and the Secretary giving members not less than fourteen (14) days notice.
- b. not less than one-half the total voting members, requesting in writing and stating the objectives of the meeting. The meeting shall be held within four (4) weeks of the Secretary receiving the notice.
- c. Paragraph 10.1.4 of these 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 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 (6) months from the date thereof.

Clause 11 **FINANCE**

11.1 Subject to these rules, the Society's monies shall be used for matters beneficial to the objectives of the Society, including administrative costs, wage payments, authorised expenditures of Office Bearers and salaried staff as well as for the checking of accounts. However, the monies may not be utilised for payments of fines incurred by members who are convicted by a Court of Law.

11.2 The treasurer shall be permitted to hold a petty cash not exceeding RM300.00 (Ringgit Malaysia Three Hundred) at any one time. Monies exceeding that amount shall be debited into a bank approved by the Executive Committee and the bank account shall be in the name of the Society.

11.3 All cheques and statement of cash withdrawal from the bank account must be co-signed by two (2) of the three (3) senior members of the Executive Committee, namely, the President, the Secretary and the Treasurer.

11.4 Expenditures of less than RM10,000.00 (Ringgit Malaysia Ten Thousand) at any one time may be approved by the President together with the Secretary or Treasurer. However, expenditures exceeding that amount RM10,000.00 (Ringgit Malaysia Ten Thousand) need approval of the Executive Committee and those exceeding RM50,000.00 (Ringgit Malaysia Fifty Thousand) per event at any one time must be approved by the General Meeting.

11.5 The financial year of the Society shall commence on the 1st of January and shall end on 31st of December the same year. After the end of the Financial Year, the Treasurer shall prepare a Balance Sheet together with Statements of Receipts and Payments, to be audited by two (2) auditors previously appointed by the Annual General Meeting under Clause 10 of the Constitution. The audited Statement of Accounts shall be presented by the Treasurer at the next Annual General Meeting, the same having been made available to the members at least two (2) weeks before the meeting.

Clause 12 **AUDIT**

12.1 Two (2) persons, who are not Office Bearers of the Society, shall be appointed at the Annual General Meeting to audit the Society's account for the year as prepared by the Treasurer. They shall hold office for a period of one (1) year but may be re-elected for the following year.

12.2 The Audited Statement of Accounts shall be forwarded annually to the Registrar of Societies.

Clause 13 **PATRON**

The executive Committee may elect to appoint a person whom it deems suitable, to be the Patron of the Society.

Clause 14 **PROHIBITIONS**

14.1 The Society shall not indulge in any commercial trade or involve itself in political or trade union activities nor allow its assets, premise and properties be used for such activities.

14.2 The Society shall not run any lottery or be involved in any unlawful activities.

14.3 The income and properties of the Society shall not be used for personal benefit of its members by way of interest, profits, dividends or bonus.

Clause 15 **AMENDMENTS TO THE RULES / CONSTITUTION**

The Rules shall not be amended, altered or added on except by a two-thirds majority resolution of the voting members at a General Meeting. Voting for the resolution can be in person or by proxy.

All application for amendment to the Rules shall be forwarded to the Registrar of Societies within sixty (60) days of being passed by the General Meeting.

The amendments to the Rules shall be operative only after obtaining approval from the Registrar of Societies.

Clause 16 **DISSOLUTION**

16.1 The Society may be voluntarily dissolved by resolution of not less than three fourths of the total number of voting members at a General Meeting.

16.2 A notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days of the date of dissolution.

16.3 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged and any remaining fund shall be dispensed with, in a manner agreed to, at the General Meeting.

Clause 17 **INTERPRETATION OF THE RULES / CONSTITUTION**

In matters where the Rules are silent or ambiguous, the Society shall be guided by the discretion of the Executive Committee, pending amendment by the General Meeting.