

// <div class="consti"> <h2>ARTICLE I</h2> <h3>Name and Emblem</h3>
The name of the Association shall be "Persatuan Pembina Semula Kendaraan
Perdagangan Malaysia" or in English shall be "Commercial Vehicles Rebuilders Association
Malaysia". In brief the name shall be "CVRAM", which is hereinafter referred to as the
Association. Commercial vehicle rebuilders are companies or individuals who are
involved in the production or sales or distribution or engineering of rebuilt commercial vehicles.
A rebuilt commercial vehicle is defined as follow: <p style="padding-left:
90px;">A vehicle is dismantled into its components. Each component is checked, refurbished
and the wear-and-tear parts replaced in accordance with the factory specifications. Only those
components that are worthy of refurbishment are retained. Wear-and-tear components like
tyres, batteries, etc are discarded and are replaced with new ones. The components,
sub-systems and systems are re-assembled to form the rebuilt vehicle. Each rebuilt vehicle is
subject to stringent checks and tests to achieve its original specification and performance.
Besides, each rebuilt vehicle undergoes various road-worthiness tests. They include brake test,
alignment test and smoke test.</p> <p>◆</p> <hr alt="article-1" class="system-pagebreak"
title="Article I" /> <h2>ARTICLE II</h2> <h3>Registered Place of Business</h3> <p>The
headquarter of the Association shall be in the State of Wilayah Persekutuan Kuala Lumpur. The
registered place of business of the Association shall be at Blok B 3-2-2, Megan Corporate Park,
Jalan 1/125E, Taman Desa Petaling, 57100 Kuala Lumpur or at such other place as the
Executive Committee ("EXCO") may from time to time decide with the prior approval of the
Registrar of Societies.</p> <h2>ARTICLE III</h2> <h3>Objects</h3> <p>The objects of the
Association are:</p> To foster friendship and promote close and harmonious
commercial and social relations between and amongst the members of the Association,
including the need to promote and foster self-regulations amongst industry members in line with
universally acceptable good manufacturing practices and governance. To promote
greater understanding between the Association and the Malaysian Government Authorities
regarding the business, engineering and safety standards and the environmental conditions
conducive to the commercial vehicles rebuilding industry, including regulations governing the
industry. To present to Government, as and when necessary, advice, proposals and
recommendations regarding (1) and (2) above. To ensure growth and prosperity of the
commercial vehicles rebuilding industry in Malaysia through good manufacturing practices,
technology acquisitions and human resource development through on-the-job training and
keeping in constant contact with similar industry players in other countries especially with those
in the advanced countries such as Japan, South Korea, Australia, the United States and the EU.
 To hold and or seek periodical dialogues with the relevant Government Authorities in
order to promote the business and technical interests of the commercial vehicles rebuilding
industry in Malaysia including policy support as provided for under the Small and Medium
Enterprises (SME). To undertake any other activity that will be in line with the future
interest of the industry as a whole. </div> <p>◆</p> <hr
alt="part2" class="system-pagebreak" title="Part - 2" />
 <h2>ARTICLE IV</h2>
<h3>Membership and Fees</h3> Ordinary membership of the Association shall be
opened to all Malaysian majority companies registered under the Companies Act 1965 and duly
licensed by the Ministry of International Trade and Industry (MITI) as companies undertaking
"reconditioning and reassembly of used commercial vehicles", including tractors and heavy
machinery for off road use and vehicle body building works and having obtained approval from
the Technical Division of the Road Transport Department of Malaysia. Such companies

or organizations or individuals as approved by the Executive Committee.

All applications for membership to the Association shall be considered by the Executive Committee, the decision of which shall be final.

Approved applicants shall become members of the Association only upon payment of the entrance fees and annual fees for the current year.

The schedule of fees shall be as follows:

	Corporate	Individual
Membership Entrance Fee :	RM 2,000.00	RM 500.00
Annual Subscription Fee :	RM 3,000.00	RM 250.00

Annual subscription fee shall be payable on or before January 31st of the year. Members who fail to pay annual subscription fee within the stipulated time may be suspended from enjoying the rights and privileges of membership and cease to be a member after due notice from the Secretary.

All members shall also pay any other fees as may be determined by the Executive Committee from time to time.

Associate membership and fees:

- All Malaysian Companies who are legally constituted in Malaysia with the same objectives as those of the Association shall enjoy all the privileges of membership except that they may not vote or stand for election in any position at any General meeting.
- They may , however, be co-opted to serve on the EXCO or any Committees subject to the approval of the Executive Committee but shall have no voting rights.
- The schedule of fees for the Associate Members shall be as follows:
 - Membership entrance fee : NIL
 - Annual subscription fee : RM200.00 (RM : Two Hundred)

Any member who wishes to resign shall give a month's notice to the Secretary.

ARTICLE V

Annual and Extraordinary General and Committee Meetings

- The Annual General Meeting (AGM) of the Association shall be held before September 30th of every calendar year.
- The business of the annual general meeting shall include the following:
 - To receive the Committee's report on the working of the association during the previous year.
 - To receive and adopt the Annual report and the Audited Accounts of the Association for the preceding calendar year;
 - To elect members of Executive Committee and Auditors for the ensuing year except two EXCO members who have been appointed by the President;
 - To decide on other matters as may be put before it.
- A notice of the Annual general Meeting stating the date, time and place and calling for motions for discussion and nominations for the election of the Executive shall be sent by the Secretary to all members not less than 30 days before the date fixed for the AGM.
- Nomination for the election of Office-bearers and Members of the Executive Committee and motions for discussion at the AGM must be sent to reach the Secretary not less than 14 days before the Meeting.
- The Secretary shall send to all members at least 7 days before the meeting a notice and an agenda including copies of Minutes and Reports, motions and nominations for the Executive Committee, together with an Audited Accounts of the Association for the previous year. Copies of these documents will also be made available at the Registered place of business of the Association for the perusal of members.
- The President shall call an Extraordinary General meeting of the Association within 30 days after receipt of a request in writing sent by no less than one quarter of the total Ordinary Members of the Association or whenever decided by the Executive Committee.
- At least 21 days' notice of an Extraordinary General Meeting

shall be given to all members of the Association.

- The business of the Extraordinary General Meeting shall be specific in the notice convening the Meeting and no other business shall be conducted or discussed at the Meeting.
- The Executive Committee shall meet at least three times a year.
- Any Member of the Executive Committee who is absent from three consecutive Meetings without satisfactory explanation shall be deemed to have withdrawn from the Executive Committee and a successor may be co-opted by the Executive Committee to serve until the next Annual general Meeting including to replace those who resigned voluntarily.

ARTICLE VI

Quorum

- The quorum for a General meeting of the Association shall be one half of the total number of ordinary members or twice the number of the EXCO members whichever is the lesser.
- In the event of there being no quorum present at an Annual general meeting, the Meeting shall be adjourned to a day not earlier than a week from the date of the adjourned meeting at a place and time to be appointed, and should the number then present be insufficient to form a quorum, those present shall be considered quorum, but they shall have no power to alter, amend or make addition to any of the existing rules of the Constitution or make any decisions affecting the whole membership.
- The quorum for an EXCO Meeting shall consist of at least 5 members and at least 7 days notice must be served to each member for the EXCO Meeting.

ARTICLE VII

Voting Rights

- At any general meeting every ordinary member other than individual ordinary member such as member corporation, organization and company shall be represented by one representative and shall have one vote only. Where a member attending a Meeting of the Association is also a proxy for another member he shall have one vote for the member for whom he is acting as a proxy in addition to the vote to which he is entitled as a member. In the case of equality of votes the chairman of the meeting shall have a casting vote.
- Voting at all General Meetings shall be by a show of hands unless otherwise decided by the President.
- A member shall not be entitled to act as proxy for more than 2 members.
- The instrument appointing a proxy shall be in writing under the hand of the appointer and shall be deposited at the registered office not less than 48 hours before the time for holding the Meeting or adjourned Meeting as the case may be and in default of such deposit such instrument shall not be treated as valid.

ARTICLE VIII

Finance

- The financial year shall begin on 1st July and end on 30th Jun the following year.
- The sources of income of the Association shall be:
 - Entrance fees
 - Subscriptions
 - Such other sources as may be approved by the EXCO
- Subject to the following provisions in this rule, the funds of the Association may be expended for any purpose necessary for carrying out the objects of the Association, including the expenses of its administration, the payment of salaries, allowances and expenses to its office bearers and paid staff and the audit fees for its accounts being audited but they shall on no account be used to pay fine of any member who may be convicted in a Court of Law.
- The Treasurer may hold a petty cash advance not exceeding Ringgit Malaysia Two Thousand (RM2,000.00) at any one time. All monies in excess of this sum shall within seven (7) days of receipt be deposited in a bank approved by the EXCO. The bank Account shall be in the name of the Association.
- All cheques or withdrawal notices on the Association's account shall be signed jointly by any two of the following office-bearers of the Association:
 - The President
 - The Vice President
 - The Secretary
 - The Treasurer
- No expenditure

exceeding Ringgit Malaysia Five Thousand (RM5,000.00) at any one time shall be incurred without the prior sanction by the EXCO. Expenditure below RM 5,000.00 shall be approved by the President and Secretary and Treasurer.

- to meet expenses in connection with the administration of the Association including Auditor's fee and other incidentals;
- to meet payments in respect of privileges to which are entitled under the Constitution and other expenses incurred on behalf of the Association as approved by the EXCO;
- to meet expenses relating to the attainment of the purposes and objects of the Association.

ARTICLE IX

Audit

The Annual general Meeting shall appoint as paid Auditor a qualified Accountant or firm of Accountants who shall not be a member of the Association. The Auditor thus appointed shall hold office of appointment until he resigns or until his appointment is otherwise terminated by the General Meeting. The Auditor 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.

ARTICLE X

Executive Committee and Officers

- The association shall be administered by an Executive Committee (herein referred to as "The EXCO") which Committee shall comprise the President, the Vice President, the Secretary, the Treasurer, and three (3) elected Ordinary EXCO Members and up to two (2) Ordinary EXCO Members to be appointed by the President.
- All Members of the EXCO and Office-Bearers performing executive functions shall be Malaysian citizens.

- The President, the Vice President, the Secretary, the Treasurer and two elected Ordinary EXCO Members shall retire at the end of each complete year of office and shall be eligible for re-election at the Annual General Meeting at which they retire.
- The two Ordinary EXCO Members to retire in each year shall be Corporate members and they shall be those who have been longest in office since the last election. But as between persons who become Ordinary EXCO Members on the same day, those to retire shall (unless they agree amongst themselves) be determined by lot. The appointed members shall also retire.

The Authority of EXCO - The EXCO shall have authority:

- To admit members , suspend or terminate their membership or accept their resignation. The EXCO's decision shall be final unless reversed by a General Meeting;
- To determine any question relating to the interpretation of this Constitution. The decision of the EXCO shall be binding on all members until and unless countermanded by members at a General Meeting;
- To fix date, place and main agenda items of EXCO and General meetings;
- To formulate and approve policies and strategies of the Association;
- To draw up plans, work programmes and projects of the Association;
- To draw up annual and special budgets of the Association;
- To draw up by-laws, rules and regulations not inconsistent with the Constitution;
- To represent or determine the representation of the Association at meetings and negotiations with other organizations;
- To convene the Annual General Meeting and Extraordinary General meeting;
- To appoint sub-committees for specific purposes and may delegate to such sub-committees such powers as it may consider necessary; to appoint distinguished persons as Honorary Members without voting rights and powers to hold office in the EXCO; and
- To undertake such measures as may be necessary to achieve the objects of the Association.

Duties of Office-Bearers - The duties of the office-bearers are as follows:

- The President shall act as the Chairman at all General Meetings and EXCO Meetings. He shall also be responsible for the overall management of the affairs of the Association.
- The Vice President shall deputize for the President in the latter's absence

and shall carry out such functions of the President as may be delegated to the Vice President by the President.

The Secretary shall be responsible for the overall administration of the association including the keeping of all records and membership registration. He/She shall file the Annual Returns within 60 days from the date of the Annual General Meeting to the Registrar Of Societies.

The Treasurer shall be responsible for the overall financial affairs of the Association including keeping of the subscription book and records of accounts.

The ordinary EXCO Members shall assist any duties as directed by the President or EXCO.

All Ordinary EXCO Members shall be eligible for election to the EXCO unless provided to the contrary in any by-laws rules and regulations of the Association.

ARTICLE XI

Amendment to this Constitution

This Constitution may be amended at any General Meeting of the Association by a resolution passed by 2/3 of the representatives of voting members of the Association present in person provided that no such resolution for amendment shall become operative until the amendment has been approved by the Registrar of Societies.

The motion to amend this Constitution shall be made in writing to the Secretary at least 14 days before the general meeting.

Notice of the proposed amendment must be sent to all members not less than 7 days before the date of the General Meeting.

The amendments shall be sent to the Registrar of Societies within 60 days after being approved by the general Meeting.

ARTICLE XII

Dissolution

The Association shall not be dissolved except with the consent of not less than 3/5 of the representatives of the voting members of the Association expressed either in person or by proxy at a General Meeting convened for the purpose.

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

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

ARTICLE XIII

Affiliation

The Association shall establish connections with the relevant chambers of commerce and other similar trade associations both locally and abroad should it proven necessary in the interest of the Association's members.

ARTICLE XIV

Prohibitions

Gaming in any form is strictly prohibited in the premises of the Association.

Neither the Association nor its members shall engage in any trade union activities as defined in the Trade Union Act, 1959.

The Association shall not hold any lottery, whether confined to its members or not, in the name of the Association or its office bearers, Committee or member unless permission has been granted by the proper authority.

ARTICLE XV

Trustees

Three Trustees, who must be over 21 years of age shall be appointed at a 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 execution of a Deed of Trust.

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.

A Trustee may be removed from office by a General Meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reason, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of a Trustee the vacancy shall be filled by a new Trustee appointed by a General Meeting as soon as possible.