

**STATUTO
DEL
M.I.T.C.C.I.**

**STATUTE
OF
M.I.T.C.C.I.**

**MALAYSIAN ITALIAN CHAMBER OF COMMERCE
AND INDUSTRY (2265-07-WKL)**

**DEWAN PERDAGANGAN DAN PERINDUSTRIAN
MALAYSIA - ITALI**

MALAYSIAN-ITALIAN CHAMBER OF COMMERCE AND INDUSTRY

1) Name

The Society shall be Known as the **DEWAN PERDAGANGAN DAN PERINDUSTRIAN (MALAYSIAN – ITALIAN CHAMBER OF COMMERCE AND INDUSTRY)**

Hereinafter referred as “**M.IT.C.C.I**”

2) Office

M.IT.C.C.I . registered place of business and postal address shall be at No 332A, Jalan Ampang, Plaza Ampang City , 14th Floor , 14 M, 50450 Kuala Lumpur or at such other place as may from time to time be decided by the Committee. The registered place of business of **M.IT.C.C.I** shall not be changed without the prior approval of the Registration of Societies

3) Flags, Symbols Badges or Other Insigna

As per appendix A

4) Aims

4.1 To promote and develop mutual prosperous commercial, cultural and community interrelations between Malaysia and Italy business and organizations

4.2 To represent and express members’ viewpoints on trade-related issues to both Malaysian and Italian Government entities through channels of communication and dialogue

4.3 To collect, evaluate and disseminate relevant business and policy information to members. To educate members through luncheons, seminars publications and other means of communication

4.4 To support Malaysian initiatives through community service programs

4.5 To encourage news business development by linking interested parties whit established business and Government contacts in Malaysia and Italy

4.6 To provide resources, networking opportunities and support for all members of **M.IT.C.C.I**.

4.7 The Association can accept contributions from any private or Government sectors, for the benefit of the Organization to develop or to enhance the same.

4.8 The Association can add Sponsors or whatsoever and can buy any kind of property.

4.9 The Association foresees Tax exemption for donations to be extended to the “donors”.

5) Definitions

5.1 In this constitution, unless inconsistent with the context;

“ **M.IT.C.C.I** .” means the Malaysian-Italian Chamber of Commerce and Industry;

"Articles" means the articles of the Constitution;

"Constitution" means the constitution of **M.IT.C.C.I**. as modified by the members from time to time;

"Executive Committee" means the Executive Committee elected or appointed in accordance with Article 16;

"Member" means a Full or an Associate member of **M.IT.C.C.I**;

"Persons" includes natural persons, partnerships, incorporated bodies, or authority (established by the Act of Parliament);

"Secretary" means the person appointed to act in such capacity under Article 16;

"Special Resolutions" means a resolutions passed by a majority of not less than two-thirds of the members as being present or represented, and entitled to do so, vote in person or by proxy at an Annual General Meeting or a Special General Meeting;

"Trade" includes trade, commerce, investment, tourism, technical and economic co-operation and exchange of personnel;

6) Membership

6.1 The membership of **M.IT.C.C.I.** shall be those persons or bodies corporate as the Executive Committee may admit from time to time and such persons shall upon due notification of admission to membership being given by the Executive Committee, be deemed to be bound by the Constitution and by any rules, regulations or by laws of **M.IT.C.C.I.** that are in force from time to time.

6.2 The members **M.IT.C.C.I.** shall be the following classes and any persons (including a sole trader or corporation) who in the opinion of the Executive Committee has qualifications appropriate to any of those classes, shall be eligible to be admitted to membership of that classes:-

Full Member:

6.2.1 Person or enterprise engages in trade and commerce including the provision and advice or other services between Malaysia and Italy, may be a Full Member on acceptance by the Executive Committee.

Associate Membership :

6.2.2 Associate Membership of **M.IT.C.C.I.** may be granted by the Executive Committee to any person or corporate body that does not qualify for full membership and agrees to support the objectives of **M.IT.C.C.I.**

6.2.2.1 Associate Members shall have all the rights of membership except that no Associate Member may vote in any election, or on any motion to change or amend the Constitution and rules or to wind up **M.IT.C.C.I.**, nor can an Associate Member participate in the management of **M.IT.C.C.I.** as an Executive Committee member.

7) Monthly Subscription Fee

7.1 Every member shall from the date of acceptance as a member of **M.IT.C.C.I.** to pay the entrance and monthly subscription as set below:

- a. An individual Full Member is required to pay to **M.IT.C.C.I.** an entrance fee of RM 300.00 (Ringgit Malaysia : Three Hundred Only) Monthly subscription of RM 75.00 (Ringgit Malaysia Seventy Five Only);
- b. A Corporate Full Member is required to pay to **M.IT.C.C.I.** an entrance fee of RM 400.00 (Ringgit Malaysia : Four Hundred Only) and monthly fee of RM 100.00 (Ringgit Malaysia : One Hundred Only);
- c. An Associate Member is required to pay **M.IT.C.C.I.** an entrance fee of RM 350.00 (Ringgit Malaysia : Three Hundred Fifty Only) and monthly subscription of RM 85.00 (Ringgit Malaysia : Eighty Five Only).

7.2a Entrance fees must be paid upon acceptance as a Member.

7.2 b All Monthly subscription must be paid within the 7th day of each month by crediting **M.IT.C.C.I.** Bank Account.

7.3 Any member who allows his arrears to exceed two month's subscriptions from the stipulated date as mentioned in clause 7.2 shall receive a written notification signed by or on behalf of the Secretary General, and shall be denied the privileges of membership until he settles his account.

7.4 Any member who allows his arrears to exceed 5 month's subscription shall automatically cease to be a member of **M.IT.C.C.I.**, and the President may direct legal action be taken against him, provided that he is satisfied that he has received due notice of her debts.

7.5 Levies — Every member shall in addition to all other moneys payable by him or it forthwith pay **M.IT.C.C.I.** all and every sum or sums of money which shall at any time and from time to time by resolution in a General Meeting, whether special or otherwise be levied upon him or it as a member of **M.IT.C.C.I.** and which the Executive Committee shall consider necessary or expedient for the purpose of furthering the interests of **M.IT.C.C.I.** and its members.

7.6 Members Costs – Except as provided in Article 17.5 and 19.7, the members shall be responsible for their own costs incurred in participation in the affairs and activities of **M.IT.C.C.I.**

8) Resignation & Termination

8.1 Any member who wishes to resign from **M.IT.C.C.I** shall give two weeks' notice in writing to the Secretary and shall pay up all dues.

8.2 Any member who fails to comply with the rules of **M.IT.C.C.I.** or has acted in a manner to bring disrepute upon **M.IT.C.C.I.** may be expelled or suspended for a period of time Executive Committee deems fit. Before the Executive Committee expels or suspends the member, the member shall be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and

clear himself in person or other means, Such suspension or expulsion shall be enforced, unless otherwise reversed by a Executive Committee meeting upon appeal by the said member General Meeting.

9) General Meeting

9.1 M.IT.C.C.I. shall in each calendar year, hold a general meeting as it's Annual General Meeting in addition to any other meetings in that year and shall hold the meeting as soon as possible after the close of each financial year not later than the month of April on a date and a time and place to be decided by the Executive Committee.

10) Quorum

10.1 The supreme authority of **M.IT.C.C.I.** is vested in a general meeting of the members. At least two-thirds of the voting membership of **M.IT.C.C.I.** present or twice the total number of the Executive Committee members, whichever is the lesser, must be present at a general meeting for its proceedings to be valid and to constitute a **quorum**.

11) Voting

11.1 At any General Meeting, whether special or otherwise of **M.IT.C.C.I.**, the members (including the Chairman but excluding Associate members) present in persons or by proxy, shall be entitles to one vote on each matter deliberated. All resolutions shall require an affirmative vote of majority of those present and entitled to vote in person or by proxy.

11.2 If poll is demanded, it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

11.3 No Associate Member shall be entitled to vote at General Meeting whether special or otherwise, no Full Member shall be entitled to vote at General Meeting, whether special or otherwise unless all subscriptions and levies due to **M.IT.C.C.I.** have been paid.

12) Proxies

12.1 An instrument appointing a proxy shall be in writing and signed by the appointer or, if the appointer is a corporation, signed by an officer of the corporation. All proxies shall be delivered to the Secretary General before the commencement of the General Meeting, whether special or otherwise at which they are intended to be exercised.

13) Postponement

13.1 If half an hour after the time appointed for meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding 30 days) to be decided by the Executive Committee; and 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 **M.IT.C.C.I.** or make any decision affecting the whole membership.

13.2 The business to be transacted at 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 **M.IT.C.C.I.** during the previous year;
- c) To receive the Treasurers' report and the audited accounts of **M.IT.C.C.I.** for the previous year;
- d) To elect/reconfirm a three years Executive Committee and to appoint auditors for the ensuing year;
- e) To deal with such other matters as may be put before;
- f) To transfer such other business of which due notice has been given of which, in the opinion of the meeting, it is expedient to consider.

14) Notices of Meetings

14.1 The Secretary General shall send to all members at least 14 days before the meeting a notice and an agenda including copies if minutes and reports, together with the audited accounts of **M.IT.C.C.I.** for the previous year. Copies of these documents will also be made available at the registered place of business of **M.IT.C.C.I.** for the perusal of members.

15) Service of Notices

15.1 Every notice required to be given to the members or of them shall be deemed to have been duly delivered if posted to him for any kind of meetings can be called by email with return of receipt of acknowledgment

15.2 An extraordinary general meeting of MITCCI shall be convened :-

- a) Whenever the President deems it desirable; or
- b) At the joint request in writing of not less than 5 Executive Members, stating the objects and reasons for such meeting.

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

15.4 Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary General to all members at least fifteen days before the date fixed for the meeting.

15.5 Paragraphs 10.1 and 13.1 of this rule regarding the quorum and the postponement 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 hereof.

16) Executive Committee

16.1 An Executive Committee consisting of the following, who shall be termed as the office-bearers of **M.IT.C.C.I.** may be appointed/reconfirmed at the general meeting for three years period:

- A President/Chairman
- A Vice President
- A Executive Secretary General
- An Assistant Secretary
- A Treasurer
- 5 Ordinary Executive Members

16.2 Office-bearers of **M.IT.C.C.I.** performing executive functions in **M.IT.C.C.I.** can be Malaysian Citizen and non-Malaysian Citizens, upon the approval of the executive Committee.

16.3 The Executive Committee shall consist in seven (7) to ten (10) representatives of Full Members and they can be reelected after the three years period.

16.4 The Management and control of the affairs of **M.IT.C.C.I.** shall be vested in the Executive Committee (in addition to any other powers expressly conferred upon it by the constitution) which may carry into effect all or any of the objects of **M.IT.C.C.I.** and may exercise all powers of **M.IT.C.C.I.** and do all such acts and things as may be exercised or done by the Executive Committee and as are not by this Constitution expressly directed or required to be exercised or done by **M.IT.C.C.I.** or General Meeting, whether special or otherwise. The Executive 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.

16.5 The Committee shall meet at least once every three months, a 14 days notice of each meeting shall be given to the members. At least one half of the Executive Committee members must be present for its proceedings to be valid and to constitute a quorum.

17) Proceedings of Executive Committee Meetings

17.1 The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions decided **at** any meetings shall **be** decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. An officer or any two Executive Committee members may at any time summon a meeting of Executive Committee. It shall not be necessary to give notice of the meetings to any Executive Committee for the time being absent from Malaysia.

17.2 Where any urgent matter requiring the approval of the Executive Committee arises and it is not possible to convene a meeting, the Secretary General may obtain such approval by means of a circular letter. The following conditions must be fulfilled before a decision of the Executive 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 Executive Committee;
- b) At least one-half of the members of the Executive Committee must indicate whether they are in favor or against the proposal and
- c) The decision must be by a majority vote.

17.3 Any decision obtained by circular letter shall be reported by the Secretary General to the next Executive Committee Meeting and recorded in the minutes thereof.

17.4 Any member of the Executive Committee who fails to attend three consecutive meetings of the committee without satisfactory explanation shall be deemed to have resigned from the Executive Committee.

17.5 Who ever works for **M.IT.C.C.I.** shall be paid upon the decision of the Committee who will fix the relevant amount of money.

18) Vacancies on Executive Committee

18.1 In the event of the death or resignation of a **member of** the Executive Committee, the Executive Committee shall have the power to appoint any other member on the Executive Committee of M.IT.C.C.I. to fill any casual vacancy on the Executive Committee until the next Annual General Meeting and any member so appointed shall retire at the next Annual General Meeting. Such person shall be eligible for reelection.

18.2 The Executive Committee shall give instructions to the Secretary General and other officers for the conduct of the affairs of M.IT.C.C.I. may appoint any 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 M.IT.C.C.I.

18.3 The Executive Committee may appoint any sub-committees 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-committees.

19) Duties of Office-Bearers

19.1 The President, shall during his 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 the minutes of each meeting at the time they are approved. If he is not present, the Vice-Chairman shall preside at the meeting or in the latter's absence, any other officer other than the secretary may be elected for the purpose.

19.2 The Vice-President shall deputize for the President during the latter's absence

19.3 The Secretary General shall conduct the -business of **M.IT.C.C.I.** in accordance with the rules, and shall carry out the instructions of the general meeting and of the Executive Committee. The person shall be responsible for conducting all correspondence and keeping all books, documents, and paper except the accounts and financial records of **M.IT.C.C.I.** Shall attend all meetings, and record all proceedings. She 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. Shall file annual returns within 60 days from the date of the annual general meeting to the Register of Societies.

19.4 The Assistant Secretary shall assist the Secretary General in carrying out his /her duties and shall act for his / her in his's / her's absence.

19.5 The Treasurer shall be responsible for the finances of the M.IT.C.C.I. Shall keep accounts of all its financial transactions and shall be responsible for their correctness.

19.6 The Ordinary Committee Members shall carry out such duty as directed by the President or the Executive Committee.

19.7 Who ever works for **M.IT.C.C.I.**, should be paid upon the decision of the Committee who will fix the relevant amount of money.

20) Financial Provisions

20.1 Subject to the following provisions in this rule, the funds of **M.IT.C.C.I.** 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.

20.2 The Treasurer or the President may hold a petty cash advance not exceeding **RM. 300.00** (Ringgit Malaysia: Three Hundred Only) at any one time. Said amount shall be spent upon the approval of the President. The Bank account shall be in the name of **M.IT.C.C.I.**

20.3 All cheques or withdrawal notices on **M.IT.C.C.I.**'s account shall signed jointly by the President, the Secretary General or the Treasurer. In the absence of the President, the Secretary General or Treasurer for a long period, the Executive Committee shall appoint one of its members to sign in his place.

20.4 No expenditure exceeding **RM 500.00 (Ringgit Malaysia : Five Hundred Only)** at any one time shall be incurred without the prior sanction of the Executive Committee, and no expenditure exceeding **RM 10,000.00 (Ringgit Malaysia : Ten Thousand Only)** in any one month shall be incurred without the prior sanction of a General Meeting, Expenditure less than **RM 5,000.00 (Ringgit Malaysia : Five Thousand Only)** at any one time

may be incurred by the President together with the Secretary General or the Treasurer and the President may approve any expenditure amounting to **RM 5,000.00 (Ringgit Malaysia : Five Thousand Only)** and below.

20.5 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 Auditors appointed under the rule **21.1** The audited account 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 **M.IT.C.C.I.** for the perusal of members.

20.6 The financial year **M.IT.C.C.I.** shall commence on the 1st January and end on the 31st December every year.

20.7 At the end of any Years, profit cannot be shared but must be reemployed for the next year or for Charity purposes.

21) Audit

21.1 Two members, who shall not be the Executive Committee of **M.IT.C.C.I.**, shall be appointed, by the Annual General Meeting as Honorary Auditors. They shall hold office for one year and may be reappointed.

21.2 The Auditors shall be required to audit the accounts of **M.IT.C.C.I.** for each year, and to prepare a report or certificate for **M.IT.C.C.I.**'s Annual General Meeting or for any period within their tenure of office, at any date, and to make a report to the Executive Committee.

22) Trustee

22.1 Subject to the provisions of Section 39 of the Trustee Act 1949 (Act 258) three (3) persons comprising the President, the Vice-President and one (1) Executive Committee member be appointed as the deed of trust. The trustees must be over 21 years of age, shall be appointed at the annual general meeting.

22.2 The Trustees shall not sell, withdraw or transfer any of the property of **M.IT.C.C.I.** without the consent and authority of a general meeting of members.

22.3 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.

23) Interpretation

23.1 Between Annual General Meetings the Executive Committee shall interpret the rules of **M.IT.C.C.I.** and when necessary, determine any point on which the rules are silent.

23.2 Except where they are contrary to or inconsistent with the policy previously laid down by the general meeting, the decisions of the Executive Committee shall be binding on all members of **M.IT.C.C.I.** unless and until countermanded by a resolution of a general meeting.

24) Advisor / Patron / Honorary Members

24.1 The President shall, if it deems fit and necessary, appoint qualified person to be the Advisor/Patron of **M.IT.C.C.I.** The Advisor/Patron is preferably the Minister or Senior Officer of Ministry of International Trade and Industry (MITI) or any other Government officer that the Chamber deem fit. The person must give his consent in writing. However, the appointment of the person as the Advisor/Patron is deemed withdrawn if he no longer hold any position in the Ministry Government.

24.2 The President shall, if it deems fit and necessary, appoint a qualified person to be Honorary Member of **M.IT.C.C.I.** The person appointed must give the consent in writing. Moreover the Italian Ambassador in Malaysia must be appointed as "**preferred Honorary Member**" during the full period of his mandate.

25) Prohibitions

25.1 None of the following games shall be played in the premises of **M.IT.C.C.I.** : 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.

25.2 Neither **M.IT.C.C.I.** nor its members shall attempt to restrict or in any other manner interface with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959.

25.3 **M.IT.C.C.I.** shall not hold any lottery, whether confined to its members or not, in the same of **M.IT.C.C.I.**, its Executive Committee or members without prior approval from the authorities concerned.

25.4 "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by **M.IT.C.C.I.** to any of its members.

26) Alterations of Articles

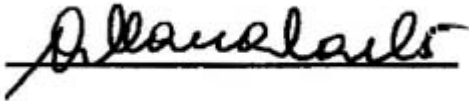
26.1 Except as is authorized herein no addition to and no alteration, amendment, rescission or revision of the Articles shall be made except by Special Resolution passed at an Annual General Meeting or at a Special General Meeting called for the purpose, the notice of which shall contain particulars of the addition, alteration, amendment, rescission or revision to be proposed. 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.**

27) Winding up

27.1 In the event that it is resolved that **M.IT.C.C.I.** to be wound up, may be voluntarily dissolved by a resolution of not less than three-fifths of the membership present in a general meeting. The resolution affecting such dissolution shall prohibit the payment or distribution of any surplus assets among the members of **M.IT.C.C.I.** and require them to be given or transferred to some other institution or institutions having similar to the objects of **M.IT.C.C.I.** and which impose appropriate prohibitions on the distribution of its or their income and property among its or their members.

27.2 All costs 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.

Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution



Name: Mr. Carlo Allaria
Position: PRESIDENT



Name: Mr. Yong Ah Huat
Position: SECRETARY GENERAL



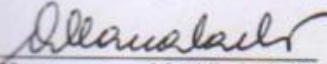
MALAYSIAN ITALIAN CHAMBER of COMMERCE & INDUSTRY

3. Flags, Symbols, Badges or Other Insignia

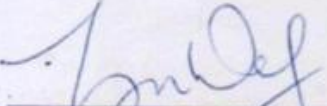
The Society Symbol is represented by a "seashell" which is the house of both Malaysians and Italians. The Yellow colour represents the Sun Shining, the light-blue colour represents the sky, the dark-blue colour represents the sea while the green colour represents the whole environment

4. Aim and Objectives

- To promote and develop mutually prosperous commercial, cultural and community relations between Malaysia and Italy business and organizations.
- To represent and express members' viewpoints on trade-related issues to both Malaysian and Italian Government entities through channels of communication and dialogue.
- To collect, evaluate and disseminate relevant business and policy information to members. To educate members through luncheons, seminars publications and other means of communication.
- To support Malaysian initiatives through community service programs.
- To encourage new business development by linking interested parties with established business and Government contacts in Malaysia and in Italy.
- To provide resources, networking opportunities and support for all members of the M.IT.C.C.I.


Name : Mr. Allaria Carlo
Position : President




Name : Mr. Yong Tzen Wae
Position : Asst. Secretary