

## CONSTITUTION

### 'PERSATUAN BIOKIMIA DAN BIOLOGI MOLEKUL MALAYSIA' (THE MALAYSIAN SOCIETY FOR BIOCHEMISTRY AND MOLECULAR BIOLOGY)

#### CLAUSE 1 NAME

1. The Association shall be known as

### 'PERSATUAN BIOKIMIA DAN BIOLOGI MOLEKUL MALAYSIA' (THE MALAYSIAN SOCIETY FOR BIOCHEMISTRY AND MOLECULAR BIOLOGY)

Hereinafter referred to as "the Association".

2. Meaning of name :

3. Level : **Lain-lain**

#### CLAUSE 2 ADDRESS

1. The registered address is

**JABATAN SAINS BIOLOGI DAN BIOTEKNOLOGI, FAKULTI SAINS & TEKNOLOGI, UNIVERSITI KEBANGSAAN MALAYSIA 43600 BANGI, SELANGOR, MALAYSIA  
43600 ULU LANGAT  
SELANGOR**

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

**JABATAN SAINS BIOLOGI DAN BIOTEKNOLOGI, FAKULTI SAINS & TEKNOLOGI, UNIVERSITI KEBANGSAAN MALAYSIA 43600 BANGI, SELANGOR, MALAYSIA  
43600 ULU LANGAT  
SELANGOR**

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

#### CLAUSE 3 OBJECTIVE

1. To contribute to the advancement of biochemical and molecular biology research and education.
2. To act as a professional body representing the interests of Malaysian

biochemists and molecular biologists in seeking job recognition and career opportunities in biochemistry as well as related disciplines.

3. To assist in the training and education of biochemists and molecular biologists.
4. To act as a channel of communication amongst members with respect to academic and research activities through the annual conference and to publish current information in these areas by way of newsletters, journals and educational books.
5. To act as a platform for biochemists and molecular biologists for interaction with one another with the aim of developing teaching and research in biochemistry and molecular biology.
6. To identify and stimulate potential researchers with the aim of instilling appreciation of progress in biochemistry and molecular biology.
7. To serve as a link between Malaysian biochemists, molecular biologists and members of other organisations with similar interests both nationally and internationally.
8. To promote the international standardisation of methods, nomenclature and symbols used in biochemistry and molecular biology.
9. To ensure that biochemists and molecular biologists attain proper academic standards as well as conform to the proper rules of discipline and professional conduct.
10. To encourage the application of the practical aspects of biochemistry and molecular biology for the benefit of mankind.
11. To provide professional assessment, advice and consultation for biochemistry and molecular biology based education

#### **CLAUSE 4 MEMBERSHIP**

##### **Membership Classes**

1. There shall be six classes of members of the Society; Ordinary, Corporate, Ordinary Life, Honorary Life, Associate and Student.

##### **2. Ordinary Membership**

Ordinary membership is open to anyone interested in Biochemistry and who possesses an appropriate university degree or equivalent qualification in Biochemistry, Molecular Biology or in a discipline related to Biochemistry. Professionals without these qualifications but who currently work or engage in research related to biochemistry and molecular biology may be considered. Application for registration as an ordinary member should be in Form 2 in the Schedule (online registration form) and conform to all the requirements contained therein. Every application for membership, together with the appropriate payment fixed from time to time by the Annual General Meeting, shall be forwarded to the Secretary who shall submit it to the Executive Council for approval.

##### **3. Corporate Membership**

Corporate Membership is open to any medical research-oriented academic or scientific organisation for an annual subscription of RM1000.00 and approval by the Executive Council. Application shall be by a letter stating the nature of the corporate entity and reasons for pursuing membership. There should also be a declaration of willingness to abide by all the Rules of The Society if the application is successful. Such a member, if admitted, shall be given the benefit of taking part in all Society

activities except the right to vote or hold any office.

#### 4. Ordinary Life Membership

Ordinary Life Membership shall be open to Ordinary Members of not less than five years continuous membership, for a fee of RM600.00. Application shall be by means of a letter seeking upgrading of membership and a current version of the applicant's curriculum vitae.

#### 5. Honorary Life Membership

Distinguished biochemists who rendered notable service to the Society shall be eligible for Honorary Life Membership of the Society. Candidates must be nominated by three Ordinary Members and be elected by a majority of members voting at an Annual General Meeting of the Society. Honorary Life Membership shall be tenable for the lifetime of the member.

#### 6. Student Membership

A Student Member is defined as an undergraduate in a programme of study related to Biochemistry or Molecular Biology.

#### 7. Associate Membership

An Associate Member is defined as a professional not possessing a relevant qualification in Biochemistry or Molecular Biology but who wishes to participate in the Society's activities.

#### Voting Rights

Ordinary membership and ordinary life membership shall have voting rights.

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

1. The register of members shall be in Form 1 in the Schedule (Digital database).
2. An application for admission as a member of the Society must be made in Form 2 (online application form) in the schedule.
  - 3.1 The fee for admission as a member is Fifty Ringgit (RM50) plus Ten Ringgit (RM10) joining fee and shall be paid at the time of application. The fee of Fifty Ringgit (RM50) is payable annually. Annual membership is defined as January to December in a year.
  - 3.2 If the application is not successful, the sum of Ten Ringgit (RM10) shall be retained as processing fee and the balance refunded to the applicant.
4. An Ordinary Member who has not paid the annual subscription for three consecutive years shall be served a final warning notice at the last known address. Failure to heed the notice shall lead to suspension of membership. The member may subsequently be reinstated at the discretion of the Executive Council on payment of the outstanding subscription fees due.

### **CLAUSE 6 SOURCE OF INCOME**

#### Membership Fees

The fee for admission as a member is Fifty Ringgit (RM50) plus Ten Ringgit (RM10) joining fee and shall be paid at the time of application. The fee of Fifty Ringgit (RM50) is payable annually.

Corporate Membership is open to any medical research-oriented academic or

scientific organisation for an annual subscription of RM1000.00  
Ordinary Life Membership shall be open to Ordinary Members of not less than five years continuous membership, for a fee of RM600.00.

## CLAUSE 7 GENERAL MEETING

1. The Annual General Meeting shall be held as soon as possible after the close of each financial year (31 December). The business of the Annual General Meeting shall be to:
  - (1) receive a report from the Executive Council on its activities, including attendance of the Executive Council Members, since the previous Annual General Meeting;
  - (2) receive and consider an audited annual statement of income and expenditure, a Balance Sheet and the auditor's report;
  - (3) elect Executive Council members once every two years and to appoint properly qualified auditors for the ensuing year and to determine their remuneration;
  - (4) to fill by-election casual vacancies in the Executive Council; and
  - (5) to consider any other matter of which notice in writing has been given to the Secretary by a member at least fourteen days before the meeting.
2. The Secretary shall give to members of the Society at least thirty day's notice in writing of the Annual General Meeting of the Society and at least fourteen days notice in writing of any other general meeting of the Society, specifying the place, date, and time of, and the nature of the business to be conducted at the annual general meeting or other general meeting.
3. If the purpose, or one of the purposes, of the general meeting is to make rules or to amend rules, the notice of meeting shall contain or is to be accompanied with particulars of the proposed rules or amendments.
4. Any unintentional omission to give notice of the meeting, as required by paragraph (1), to, or the non-receipt thereof by, one or more members of the Society shall not in any way affect the validity of, or prejudice anything done or agreed to at the AGM.
5. The quorum for the general meeting shall be one-fifth of the total membership or twenty members, whichever is less, personally present and entitled to vote.
6. No business shall be conducted at any general meeting unless the quorum is present.
7. If after half an hour from the time appointed for general meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved, but in any other case, it shall stand adjourned to the same day in the next week and shall then be held at the same time and place; and if at the adjourned meeting, a quorum is not present, those members who are present and entitled to vote, whatever their number, shall constitute a quorum and may conduct the business for which the meeting was called.
  - (1) Subject to paragraph (6), every issue submitted to the general meeting shall be decided by a simple majority of votes.
  - (2) Voting shall be by a show of hands or by secret ballot.
  - (3) In case of an equality of votes, the chairman shall, whether voting is by a show of hands or by secret ballot, have a second or casting vote in addition to the vote to which he is entitled to as a member.
  - (4) In the event of a ballot, two scrutineers shall be elected by the members

present, by a show of hands.

(5) Every member personally present shall have one note.

(6) There shall be no proxy notes.

(7) The making of rules or amendment of rules shall be by resolution passed by at least two-thirds of the members present and entitled to vote.

(8) No amendment shall come into force without the prior approval of Registrar of Societies.

8.(1) The period of notice of a meeting of the Executive Council or the Society shall be exclusive of both days on which the notice is served or deemed to be served and of the meeting.

(2) A notice sent by mail shall be deemed to have been served on the day following that on which the envelope or wrapper containing the notice was posted, and a certificate signed by any member of the Executive Council, stating that the envelope or wrapper containing the notice was properly addressed, stamped, and posted on a particular day, shall be sufficient proof of the matters stated.

9. No member of the Society shall, without the express sanction of the Executive Council, publish or communicate to any person who is not a member, any matter which is or purports to represent, or is likely to be construed as representing, any policy or view of the Society.

#### 10. Auditor Appointment

(1) Two persons, who shall not be office-bearers of the Society, shall be appointed, by the Annual General Meeting, as Honorary Auditors. They shall hold office for two years and may be reappointed. An auditor can hold office for a maximum of two terms (4 years) only.

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

#### 11. Extraordinary General Meeting

(1) An Extraordinary General Meeting may be convened at any time whenever the Executive Council deems it desirable, or at the written request of at least one fifth of the number of members of the Society. On receipt of such written request, the Secretary shall be obliged to give notice of the meeting within one week.

(2) The meeting shall be called within one calendar month of receiving the request.

(3) Rules 7(4), 7(5) and 7(6) of these Rules regarding the quorum and postponement of the Annual General Meeting shall also apply to an Extraordinary General Meeting but with the provision that if no quorum is present after the time appointed for the postponed Extraordinary General Meeting requisitioned by members, the meeting shall be cancelled.

## CLAUSE 8 COMMITTEE

(1) A committee consisting of the following, who shall be termed the office-bearers of the Society, shall be elected at the annual general meeting:-

An Immediate Past President

A President

A Vice-President

A Secretary

A Treasurer

5 Ordinary Committee Members

(2) All office-bearers of the Society and every officer performing executive functions in the Society shall be Malaysian citizens.

(3) Names for the above offices in paragraph (1) shall be proposed and 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 every two years, subject to any term limits approved at a general meeting.

(4) The function of the Committee is to organize and supervise the day-to-day activities of the Society 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.

(5) The Committee shall meet at least once every two months, a 14 days' notice of each meeting shall be given to the members. 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.

(6) 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 email/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.

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

(8) 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 society to fill the vacancy until the next election of office-bearers.

(9) The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Society. 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 Society.

(10) 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.

1. The President shall:

- (1) take the Chair at all meetings and shall have a vote and a casting vote; and
- (2) have the right to call meetings of the Executive Council.

2. The Vice-President shall:

- (1) preside and take over the duties and privileges of the President in the absence of the President at meetings of the Executive Council or the Society;
- (2) assume the duties and privileges of the President in the event of the President's resignation or incapacitation.

3. The Secretary shall:

- (1) be responsible for calling all meetings and shall keep minutes thereof;
- (2) conduct and maintain full records of the correspondence of the Society;
- (3) prepare on behalf of the Executive Council, the Annual Report of the activities of the Society, for presentation at the Annual General Meeting;
- (4) supervise the work of all employees of the Society;
- (5) keep a membership register, as in Form 1 of the Schedule, containing the following particulars of members: membership number, name, date of admission, identification card number, address and occupation.

4. The Treasurer shall:

- (1) be responsible for and keep the subscription book and proper accounts of all moneys due to or payable by the Society and the accounts shall be audited annually by internal auditors appointed at the Annual General Meeting.
- (2) hold petty cash in advance not exceeding RM500.00 and all moneys in excess of this sum shall be deposited in a bank account on behalf of and in the name of the Society.

5. The Executive Council Members shall:

- (1) carry out all duties assigned to each individual diligently; and
- (2) attend all Executive Council Meetings. Failure to attend successive sessions of Executive Council, without a valid reason duly communicated to the Executive Council and accepted by the same, will result in dismissal of the absentee and his or her replacement by a nominee of the Executive Council.

6. The Immediate Past President shall

- (1) provide advice and leadership to the Executive Council regarding past practices and other matters to assist the Executive Council in governing the Society.
- (2) support the President on an as-needed basis and assume the duties and privileges of the President in the event of both the President's or the Vice President's resignation or incapacitation.

## CLAUSE 10 FINANCIAL PROVISION

1. The Executive Council shall be responsible to approve any item of expenditure not exceeding Fifty Thousand Ringgit (RM50,000) other than those already approved and provided for at an Annual General Meeting; and to make such prudent investments of not more than 30% of the available funds, as is necessary to

further the financial interests of the Society, after obtaining expert advice.

2. The Treasurer shall hold petty cash in advance not exceeding RM500.00 and all moneys in excess of this sum shall be deposited in a bank account on behalf of and in the name of the Society.

### 3. Control of the Funds of the Society

1. The funds of the Society, whenever acquired or derived, shall be applied solely for or towards the promotion or attainment of the objects of the Society, and no portion thereof shall be paid, directly or indirectly, by way of dividend, bonus, profit or salary to any Executive Council member of the Society.

2. Nothing in subsection 10.3.1 shall prevent the payment in good faith of reasonable and proper remuneration to any member of the Society for services actually rendered to the Society, or the payment of interest at a rate not exceeding ten per centum (10%) per annum on moneys lent by any member to the Society, or the payment of reasonable and proper rent for premises let by any member to the Society.

3. All payments received shall be credited into the account of the Society with banks approved by the Executive Council, but the Treasurer may keep as petty cash a sum not exceeding Five Hundred Ringgit (RM500).

4. All cheques on the bank account of the Society shall, unless and until otherwise from time to time resolved by the Executive Council, be signed by two of the officers of the Society comprising the Treasurer, the President or, in the President's absence, the Vice President or Secretary.

5. (1) The Executive Council shall cause to be kept and maintained proper accounts and records

relating to:

(a) the assets and liabilities of the Society; and

(b) all moneys received and spent by or under the authority of the Society.

(2) The books of account and records shall be kept in the custody of the Treasurer or of such other person or at such place as the Executive Council may determine.

6. The account of the Society shall, at least once a year, be audited by two or more properly qualified auditor or auditors to be appointed at the Annual General Meeting.

7. In alignment with Clause 10.1, the Executive Council establishes the following methods to approve expenditures other than those already approved and provided for by the Council:

(i) Expenditures of up to 2,999.99 may be approved by a collective decision of the Treasurer, the President, the Vice President and the Secretary.

(ii) Expenditures from 3,000 - 14,999.99 may be approved by the Executive Council via asynchronous method (physical or online)

(iii) Expenditures from 15,000 - 49,999.99 require an Executive Council meeting deliberation (synchronous physical or online)

Approvals granted via 10.7 (i) and 10.7 (ii) shall be minuted at the forthcoming Executive Council meeting.

## CLAUSE 11 AUDITORS

1. Two persons, who shall not be office-bearers of the Society, shall be appointed, by the Annual General Meeting, as Honorary Auditors. They shall hold office for two years and may be reappointed. An auditor can hold office for a maximum of two terms (4 years) only.
2. The Auditors shall be required to audit the accounts of the Society 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 Society for any period within their tenure of office, at any date, and to make a report to the Executive Council.

## **CLAUSE 12 PROPERTY ADMINISTRATOR**

- (1) Two 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 society. They shall be entrusted with all immovable properties whatsoever belonging to the Society.
- (2) The Trustees shall not sell, withdraw or transfer any of the property of the Society 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. The Secretary shall give to members of the Society at least thirty day's notice in writing of the Annual General Meeting of the Society and at least fourteen days notice in writing of any other general meeting of the Society, specifying the place, date, and time of, and the nature of the business to be conducted at the annual general meeting or other general meeting.
2. If the purpose, or one of the purposes, of the general meeting is to make rules or to amend rules, the notice of meeting shall contain or is to be accompanied with particulars of the proposed rules or amendments.
3. Any unintentional omission to give notice of the meeting, as required by paragraph (1.), to, or the non-receipt thereof by, one or more members of the Society shall not in any way affect the validity of, or prejudice anything done or agreed to at the AGM.
4. The quorum for the general meeting shall be one-fifth of the total membership or twenty members, whichever is less, personally present and entitled to vote.
5. No business shall be conducted at any general meeting unless the quorum is present.
6. If after half an hour from the time appointed for general meeting a quorum is not present, the meeting, if convened upon a requisition of members, shall be dissolved, but in any other case, it shall stand adjourned to the same day in the next

week and shall then be held at the same time and place; and if at the adjourned meeting, a quorum is not present, those members who are present and entitled to vote, whatever their number, shall constitute a quorum and may conduct the business for which the meeting was called.

7. Subject to paragraph (6.), every issue submitted to the general meeting shall be decided by a simple majority of votes.

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

nil

#### **CLAUSE 15 PROHIBITION**

- (1) Neither the Society nor its members shall attempt to restrict or in any other manner interfere with the academic activities of its members.
- (2) No member of the Executive Council shall be appointed to any salaried office of the Society.
- (3) No remuneration or other benefit in moneys or money's worth shall be given by the Society to any member in the Executive Council, except by way of reimbursement of out-of-pocket expenses.
- (4) The funds of the Society shall not be used to pay fines imposed on members by any court.
- (5) The Society shall not undertake or participate in any activity that is not reasonably related to biochemistry and molecular biology, whether confined to its members or not, in the name of the society, its office-bearers or members without prior approval from a general meeting.

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

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 Society may be voluntarily dissolved by a resolution of not less than two-thirds of the membership present in a general meeting.

(2) 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 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

The colour blue (dark blue and light blue) used throughout the logo is the official colour of MSBMB where dark blue represents confidence and intuition of the Society while light blue reflects the freedom and versatility of the Society and its members to achieve the aims and objectives of the Society. The round shape of the logo exemplifies the Society's aspirations to be nationally and globally recognized and connected. The oval shape in the centre of the logo bearing the abbreviation of the Society's name, msbmb, is the all-seeing "eye" that epitomizes the vision of the Society to ensure a high quality of Biochemistry and Molecular Biology education, research and training. The two lines that intercept the word "msbmb" represent the two fields of Biochemistry and Molecular Biology. The "eye" is enveloped by the name of the Society in both Bahasa Malaysia and English.

### 3. Badge

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Description

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## CLAUSE 19 ELECTIONS

1. Officers and members of the Executive Council will be elected from the Ordinary Members and Ordinary Life Members at the Annual General Meeting (AGM). The Secretary shall call for nominations for the various positions, two months before the date of the AGM. Names of candidates duly nominated and seconded, shall be eligible for election at the AGM subject to term limits stated below (3). Members who are nominated for two or more positions may only choose a maximum of two positions to stand for elections.

2. In the event of a casual vacancy, the Executive Council shall appoint an Ordinary Member of the Society to fill the vacancy. The appointee shall serve for the remainder of the term of the office or position and during that time shall assume the full privileges and responsibilities of

the office or position.

**3. Term Limits**

3.1 The position of President is limited to one (1) term of two years. Upon completion of this tenure the President assumes the position of Immediate Past-President which is an ex-officio member of the Executive Council for a further 2 years.

3.2 An individual may be elected to the position of Vice-President, Secretary or Treasurer for a maximum of two (2) terms (4 years) in any one position only.

**4. Election Proceedings:**

4.1 Only Nominees present at the AGM can be elected unless circumstances prevent them from doing so and a written statement is provided to the Secretary before the AGM.

4.2 Only Members in attendance at the AGM may cast their vote.

4.3 Voting shall be by way of secret ballot. Tabulation of votes will be carried out by scrutineers who are non-interested parties in the elections.