



RULE AND CONSTITUTION OF

"Persatuan Ahli-Ahli Pembiak Baka Kelapa Sawit Antarabangsa"

(The International Society for Oil Palm Breeders (ISOPB))

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Registration No: 3437/83 (Selangor)

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"Persatuan Ahli-Ahli Pembiak Baka Kelapa Sawit Antarabangsa"
The International Society for Oil Palm Breeder (ISOPB)
Registration No: 3437/83 (Selangor)

1. Name, Postal Address and Place of Meeting

Article 1

The Society shall be known a "Persatuan Ahli-Ahli Pembiak Baka Kelapa Sawit Antarabangsa" or "The International Society for Oil Palm Breeders".

Article 2

Its place of meeting shall be at "Palm Oil Research Institute of Malaysia (PORIM), No.6, Persiaran Institusi, Bandar Baru Bangi, Selangor" or at such other place or places as may from time to time be decided upon by the Executive Committee. Its registered office (or postal address) for correspondence shall be "c/o PORIM, P.O. Box 10620 (GPO) Kuala Lumpur, Malaysia".

The registered address and place of meeting of the Society shall not be changed without the prior approval of the Registrar of Societies.

2. Aims and Objective

Article 3

The general aims of the Society shall be to advance the knowledge of oil palm breeding through international co-operation.

Article 4

In order to achieve these aims, the Society shall engage itself in the following activities:

- i. To arrange for the holding of Symposiums, Workshops and/or meetings both locally and internationally.
- ii. To establish, Commissions, Committees and/or Working Groups to deal with specific aspects or problems of oil palm breeding.
- iii. To arrange meetings of scientific and other experts for the purposes of exchange of views, international collaboration and dissemination of information.
- iv. To promote and assist in International exchange of genetic material for breeding.
- v. With the approval of the authorities concerned, to publish a Newsletter/Journal reporting the research activities in oil palm breeding. The name of this publication shall be "Advances in Oil Palm Breeding".
- vi. The Society shall, when and where appropriate, carry out the above activities in consultation and/or in collaboration with the Food and Agriculture Organisation of the United Nations and with other international, governmental or non-governmental organisations in its sphere of interest.

3. Membership

Article 5

The Society shall comprise of:

- i. Individual members
- ii. Honorary members, and
- iii. Corporate members

Article 6

An Individual member shall be a person directly engaged or interested in oil palm breeding.

Article 7

A corporate member shall legally constitute a firm, society, association, institution, university or a department of a university concerned with the promotion of oil palm breeding. A corporate member organisation may designate one representative who shall have the rights of an Individual member.

Article 8

An honorary member shall be a distinguished person who has made an outstanding contribution to the aims of the Society. He will normally belong to the Society throughout his life, but may withdraw at any time by notifying the Secretary.

Article 9

Every application for membership shall be forwarded to the Secretary who shall, at the first convenient opportunity, submit it to the Executive Committee for approval. The Executive Committee may, at its discretion, reject any application without assigning any reason. Application for membership shall be made in a prescribed form approved by the Executive Committee.

Article 10

Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and annual subscription, be admitted as a member of the Society and shall be entitled to all the privileges of membership.

4. Entrance Fees, Subscription and Other Dues

Article 11

- i. The entrance fee and subscription payable shall be:
 - 1. Entrance fee US \$1
 - 2. Individual members US \$10 per year
 - 3. Corporate members (minimum) US \$50 per year

- ii. All yearly subscriptions shall be payable to the Treasurer in advance within three months of the start of each year.

5. Resignation

Article 12

Any member who wishes to resign from the Society shall give two weeks notice in writing to the Secretary.

6. General Meeting

Article 13

- i. The supreme authority of the Society is vested in a General Meeting of the members. At least one half of the total membership of the Society or twice the Executive Committee Members, whichever is lesser must be present at a General

Meeting for its proceedings to be valid and to constitute a quorum.

- ii. If, after half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be postponed to a date (not exceeding 60 days from the date of the postponed meeting) to be decided by the Committee; and if a quorum is not present half an hour after the time appointed for, the postponed meeting, the members present shall have power to proceed with the business of the day but they shall not have power to alter the rules of the Society or to make decisions affecting the whole membership

- iii. A General Meeting of the Society shall be held at least once every four years on a date and at a time and place to be decided by the Executive Committee. The business of the General Meeting shall be:
 - a. To receive the Executive Committee's report on the working of the Society during the previous years;

 - b. To receive the Treasurer's report and the audited accounts of the Society for the' previous years;

 - c. To elect an Executive Committee and to appoint auditors for the ensuing years;

 - d. To deal with such other matters as may be put before it.

- iv. A preliminary notice of the General Meeting stating the date, time and the place, and caning for motions for discussion, motions for amendment of the Rules and nominations for the election of the Executive Committee shall be sent by the Secretary to all members not later than 60 days before the

date fixed for the meeting, and this notice shall also be prominently displayed at the registered office or place of meeting of the Society.

- v. Nominations for the election of office bearers and motions for discussion at the meeting must be sent to reach the Secretary not later than 14 days after the receipt of the preliminary notice.

- vi. The Secretary shall send to all members at least 14 days before the meeting an agenda including copies of minutes and reports, motions and nominations for the election of officers, together with the audited accounts of the Society for the previous years. Copies of these documents will also be made available at the registered office or place of meeting of the Society for the perusal of members.

- vii. An Extraordinary General Meeting of the Society shall be convened:
 - a. Whenever the Executive Committee deems it desirable, or
 - b. At the joint request in writing of not less than twenty members stating the objects and reasons for such meeting.

- iv. An Extraordinary General Meeting requested by members shall be convened for a date within thirty days of the receipt of such request.

- v. Notice and agenda for an Extraordinary General Meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.

- vi. With reference to paragraphs (i) and (ii) regarding the quorum and Extraordinary General Meeting, if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting requested by members the meeting shall be cancelled, and no Extraordinary General Meeting shall be requested for the same purpose until after a lapse of at least six months from the date thereof.

- vii. The Secretary shall forward to all members a copy of the draft minutes of each General Meeting and Extraordinary General Meeting as soon as possible after its conclusion.

7. Executive Committee

Article 14

- i. An Executive Committee consisting of the following, who shall be termed the office bearers of the Society, shall be elected at the General Meeting:

A President

A Vice-President

A Secretary

A Treasurer

An Editor

Two ordinary Committee Members

- ii. Names for the above officers shall be proposed and seconded and election will be by a simple majority vote of the members at the General Meeting. All the office bearers shall be eligible for re-election.
- iii. The function of the Executive Committee is to organise 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 Executive Committee may 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 General meeting on its activities during the previous years.
- iv. The Executive Committee shall meet at least once every six months, and 14 days notice of each meeting shall be given to the members by the Secretary. The President acting alone or not less than three of its members acting together may call for a meeting of the Executive 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.
- v. Where any urgent matter requiring the approval of the Executive Committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter. The following conditions must be fulfilled before a decision of the Committee is deemed to have been obtained:
 - a. The issue must be clearly set out in the circular and forwarded to all members of the Executive Committee;

b. At least one-half of the members of the Executive 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 Executive Committee meeting and recorded in the minutes thereof.

- vi. Any member of the Executive Committee who fails to attend three consecutive meetings of the Executive Committee without satisfactory explanation shall be deemed to have resigned from the Committee.
- vii. In the event of the death or resignation of a member of the Executive Committee the candidate who received the next highest number of votes at the previous election for the post affected shall be invited to fill the vacancy. If there is no such candidate or if such candidate declines to accept office, the Executive Committee shall have the power to co-opt any other member of the Society to till the vacancy until the next General Meeting.
- viii. The Executive Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Society. It may appoint such organisers and such staff as it deems necessary. It may suspend or dismiss any organiser or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decision of the Committee, or for any other reason which it deems good and sufficient In the Interest of the Society".

- ix. Between General Meetings the Executive Committee shall interpret the rules of the Society and, when necessary, determine any point on which the rules are silent.
- x. 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 the Society unless and until countermanded by a resolution of a General Meeting.

8. Duties of Office Bearers

Article 15

- i. The President shall during his term of office preside at all General Meetings and all meetings of the Executive 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. He or the Secretary in conjunction with the Treasurer shall sign all cheques on behalf of the Society.
- ii. The Vice-President shall deputise for the President during the latter's absence.
- iii. The Secretary shall conduct the business of the Society in accordance with its rules, and shall carry out the Instruction of the General Meeting, and of the Executive Committee. He shall be responsible for all correspondence, books, documents and paper except the accounts and financial record. He shall attend all meetings and record the proceeding. He or the President in conjunction with the Treasurer shall sign all cheques on behalf of the Society. He

shall within 28 days after the holding of the General Meeting submit the Returns of the Society to the Registrar of Societies.

- iv. The Treasurer shall be responsible for the finance of the Society. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall. In conjunction with the President or Secretary sign all cheques on behalf of the Society.
- v. The Editor shall be responsible for the publication of the Newsletter/Journal.
- vi. The Ordinary Committee Members shall assist the Executive Committee.

9. Financial Provisions

Article 16

- i. Subject to the following provisions in this rule. the funds of the Society may be expended for any purpose necessary for the carrying out of its objects, including the expenses of Its administration, the payment of salaries, allowances and expenses to 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.
- ii. The Treasurer may hold a petty cash advance not exceeding US 50 dollars at anyone time. All money In excess of this sum shall within seven days of receipt be deposited in a bank approved by the Committee. The bank account shall be In the name of the Society.

- iii. All cheques or withdrawal notices on the Society's account shall be signed jointly by the President (or in his absence the Vice President), and the Treasurer. In the absence of the President or the Treasurer, the Executive Committee shall appoint one of its members to sign in his place.
- iv. No expenditure exceeding US \$500 (dollars five hundred) at anyone time shall be incurred without the prior sanction of the Executive Committee and no expenditure exceeding US \$10,000 (dollars ten thousand) in anyone time shall be incurred without the prior sanction of a General Meeting.
- v. Expenditure of less than US \$500 (dollars five hundred) at anyone time may be approved by the President in conjunction with the Secretary of the Society.
- vi. 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 and audited by the Auditor/Auditors appointed under article 17. The audited accounts shall be submitted for the approval of the next General Meeting, and copies shall be made available at the registered office or place of meeting of the Society for the perusal of members.
- vii. The fund of the Society shall be derived from:
 - a. The subscriptions of the members;
 - b. The proceeds of the sale of publications;
 - c. Donations, legacies and grants;
 - d. Any other legal and legitimate sources.
- viii. The financial liabilities of the Society shall be met only out of its own funds.

10. Audit

Article 17

- i. One or more persons, who shall not be office bearers of the Society, shall be appointed by the General Meeting as Honorary Auditors. They shall hold office for 4 years only and shall not be re-appointed.
- ii. The Auditor/Auditors shall be required to audit the accounts of the Society for the year, and to prepare a report or certificate for the General Meeting. He/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 Committee.

11. Trustee

Article 18

- i. Two Trustees, who must be over 21 years of age, shall be appointed at the General Meeting and shall hold office during the pleasure of the Society. They shall have vested in them all immovable property whatsoever belonging to the Society upon execution of a Deed of Trust and shall deal with it in such manner as the General Meeting may direct.
- ii. 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.

- iii. A Trustee may be removed from office by a resolution of 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.

12. Prohibition

Article 19

- i. The Society shall neither engage in any type of political activity nor subscribe to any political ideology.
- ii. No University or University college student shall become a member of this Society without prior written approval of the Vice Chancellor of the University or University College concerned.
- iii. The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its office bearers, Executive Committee or member.
- iv. Neither the Society nor Its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined In the Trade Union Ordinance, 1959.

13. Amendment of Rules

Article 20

These Rules may not be altered or amended except by resolution of a General Meeting. Alterations or amendments shall take effect from the date of their approval by the Registrar of Societies.

14. Dissolution

Article 21

- i. The Society may be voluntarily dissolved by a resolution of not less than three-fifths of the total membership of the Society.
- ii. 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.
- iii. Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.