

**THE CONSTITUTION OF**  
**FOOD FOR THE HUNGRY INTERNATIONAL, SABAH, MALAYSIA**

**1. NAME**

The Society shall be known as “Pertubuhan Bantuan Makanan Untuk Kelaparan Antarabangsa, Sabah, Malaysia” or, in English, “Food for the Hungry International, Sabah, Malaysia” or, in short, “FHI Malaysia”, which hereinafter shall be referred as “the Society”.

**2. REGISTERED ADDRESS**

- (1) The registered address of the Society shall be C/o Horwath TH Liew Thong, Damai Plaza 3, 3<sup>rd</sup> Floor, C11, South Wing, Jalan Damai, 88300 Kota Kinabalu, Sabah, Malaysia, and its postal address shall be P. O. Box 11003, 88811 Kota Kinabalu, Sabah, Malaysia, and its place of meeting shall be ordinarily at the registered address or such other place as may be decided by the Board of Directors.
- (2) The registered address of the Society shall not be changed without the prior approval of the Registrar of Societies.

**3. HONORARY PATRON & ADVISORS**

- (1) The Board of Directors may invite any person of good character and high social standing who has contributed greatly to community services to be the Honorary Patron of the Society.
- (2) The Board of Directors may also invite one or more suitably qualified persons to be the Honorary Advisor/Advisors of the Society.

**4. LOGO**

The Logo of the Society shall consist of the blue outline of an oval encircling a stalk of paddy in blue outline at the middle extending upwards over a fish in blue outline at the top with the words “FHI Malaysia” in blue inscribed at the bottom as depicted below:



Description

The oval outline represents the globe, which symbolises the whole world and the fish and the stalk of paddy symbolise food for the hungry.

## **5. OBJECTIVES**

The objectives of the Society shall be as follows:

- (a) To provide relief to people suffering from hunger, diseases and other human sufferings with food, and other goods and services of immediate necessity;
- (b) To provide financial assistance, facilities, and personnel to conduct development programmes designed to help the needy become self-supporting;
- (c) To provide medical services such as medicines, medical facilities and medical personnel to assist the poor and the needy;
- (d) To provide training of volunteers, supporters and members in relief work;
- (e) To develop policies and to carry out research and development on fundamental solutions for hunger, diseases and other human sufferings;
- (f) To establish, maintain and operate such home, centre or other similar institution as may be necessary for the purpose of carrying out the objectives;
- (g) To carry out any other relief activities directly or indirectly related to the primary purpose of alleviation of hunger, diseases and other human sufferings; and
- (h) To develop network with other similar organizations, support groups and bodies (government or non-government) with similar objectives within or outside Malaysia without regard to creed, social status, race and gender.

## **6. MEMBERSHIP**

(1) Membership of the society shall consist of:

- (a) Founding Members;
- (b) Honorary Members;
- (c) Ordinary Members;
- (d) Life Members; and
- (e) Associate Members.

(2) All members of the Society shall have the following obligations:

- (a) to abide by this Constitution, the rules and resolutions of the Society;

(b) to assist in the running of the Society; and

(c) to promptly pay up all fees or other dues provided in this Constitution or as may be imposed by any resolution of a General Meeting.

## **7. FOUNDING MEMBERS**

- (1) Any Malaysian citizen of 18 years of age and above and residing in Malaysia who makes a lump sum contribution of RM 1,000.00 within the first year from the date of the registration of the Society shall be eligible to be admitted as a Founding Member by the Board of Directors.
- (2) Every Founding Member shall have the same rights and privileges of an Ordinary Member.
- (3) The number of Founding Members shall be limited to one hundred (100) only.
- (4) A Founding Member shall not be required to pay any entrance fee nor annual subscription fee.

## **8. HONORARY MEMBERS**

- (1) The Board of Directors may in its sole discretion confer Honorary Membership on any person who has rendered distinguished services to the Society or made significant contributions to community services generally.
- (2) An Honorary Member shall not be required to pay any entrance fee nor annual subscription fee.
- (3) An Honorary Member shall have the same rights and privileges as an Ordinary Member except the right to vote and the right to hold any office in the Society.

## **9. ORDINARY MEMBERS**

- (1) Any Malaysian citizen of 18 years of age and above and residing in Malaysia shall be eligible to become an Ordinary Member of the Society.
- (2) Unless otherwise stated, every Ordinary Member shall have the right to attend, speak and vote at all meetings of the Society, to hold office and to enjoy all the rights and privileges provided under this Constitution.
- (3) An Ordinary Member shall pay an entrance fee of RM 100.00 upon admission and an annual subscription fee of RM 20.00.

- (4) An Ordinary Member who fails to pay the annual subscription fee within six months from the date of a notice requesting him to do so shall have his membership terminated by the Board of Directors.
- (5) The Board of Directors shall have the sole discretion whether to re-admit any person whose membership has been terminated under Clause (4) of this Article upon payment of all outstanding subscription fees by such person.

#### **10. LIFE MEMBERS**

- (1) Any Ordinary Member who has been such a member for a period of not less than one year may apply to the Board of Directors to be granted Life Membership.
- (2) The Board of Directors shall have the sole discretion whether to grant such application for Life Membership.
- (3) A person who has been granted Life Membership shall pay a lump sum fee of RM 500.00 only and shall not pay any annual subscription fee.
- (4) Every Life Member shall have the same rights and privileges of an Ordinary Member.

#### **11. ASSOCIATE MEMBERS**

- (1) The Board of Directors may in its sole discretion admit any person of 18 years of age and above and residing in Malaysia to be an Associate Member.
- (2) An Associate Member shall not be required to pay any entrance fee nor subscription fee.
- (3) An Associate Member shall have the same rights and privileges as an Ordinary Member except the right to vote and the right to hold any office in the Society.

#### **12. APPROVAL OF MEMBERSHIP**

- (1) Any person who wishes to become an Ordinary Member of the Society shall submit his application in the prescribed form to the Secretary of the Society who shall, at the first convenient opportunity, refer the application to the Board of Directors for consideration.
- (2) The Board of Directors may, in its absolute discretion, approve or reject any application without assigning any reason thereto.
- (3) Subject to Clause (4) of this Article, any person may at any time before his application is approved withdraw his application by giving written notice of such withdrawal to the Secretary.

- (4) Any person who, having been duly notified by the Secretary that his application has been approved by the Board of Directors, fails to pay the prescribed entrance fee and the first annual subscription fee within one month from the date of such notification shall be deemed to have his application withdrawn.

### **13. RESIGNATION**

Any member who wishes to resign from the Society shall give two weeks' notice in writing to the Secretary and shall pay up all outstanding fees and moneys due to the Society.

### **14. DISMISSAL**

Any member who-

- (a) contravenes any of the provisions of this Constitution;
- (b) has been adjudged a bankrupt;
- (c) has been convicted of a criminal offence by a court of competent jurisdiction and sentenced to not less than one month's imprisonment;
- (d) has been duly certified by a Government Medical Officer or duly registered medical practitioner as mentally retarded or insane within the meaning of the Lunatics Ordinance 1951 or similar law replacing the same;
- (e) in the opinion of the Board of Directors, behaves or conducts himself in a manner contrary to objectives of or prejudicial to the interests of the Society,

may be dismissed as a member by the Board of Directors after giving him a right to be heard on the allegations made against him.

### **15. THE BOARD OF DIRECTORS**

- (1) There shall be established a Board of Directors which shall be responsible for managing the affairs of the Society.
- (2) The Board of Directors shall consist of the following members:
  - (a) a President;
  - (b) a Deputy President;
  - (c) a Secretary;

- (d) a Treasurer; and
  - (e) not more than five other Directors.
- (3) Names of the above offices shall be proposed and seconded, and election will be by a simple majority vote of the members present at the Annual General Meeting at which the election is held and they shall hold office until the next election which shall be held once every two years. All office-bearers shall be eligible for re-election.
  - (4) Where any casual vacancy occurs in the office of the President before the expiry of his term, the Deputy President shall be the Acting President until the next election.
  - (5) Where any casual vacancy occurs in the other offices of the Board of Directors before expiry of their terms, such vacancy may be filled by the Board of Directors by appointing any member who is eligible to hold office until the next election.
  - (6) The office-bearers of the Society and every officer performing executive functions in the Society shall be Malaysian citizens.

#### **16. MEETING OF BOARD OF DIRECTORS**

- (1) The Board of Directors shall meet at least once every three months or whenever it deems necessary.
- (2) The Secretary shall give notice of the date, the time and place of the meeting of the Board of Directors together with the agenda to all members thereof at least seven days before the date of the meeting.
- (3) Every meeting of the Board of Directors shall be chaired by the President or, in his absence, by the Deputy President or, in their absence, by a member thereof elected by the members present.
- (4) The quorum for the meeting of the Board of Directors shall be not less than half of its total membership as provided in Clause (2) of Article 15.
- (5) Any member of the Board of Directors who fails to attend three meetings consecutively without leave from the President or any reasonable excuse shall have his membership thereof terminated by the Board of Directors.
- (6) Any question arising at any meeting of the Board of Directors shall be decided by the votes of the majority of those present and voting thereon, and, in the case of an equality of votes, the President shall have a casting vote.

**17. COMMITTEES**

- (1) The Board of Directors may appoint such number of committees as it deems necessary to assist it in managing affairs of the Society to achieve its objectives.
- (2) A committee shall consist of a Chairman and not more than five other members who shall be appointed by the Board of Directors from among members of the Society for such term as may be determined by it.
- (3) A committee may do all such things as may be necessary for the effective carrying out of such functions and duties as may be delegated by the Board of Directors but shall be subject to the general control and directions of the Board of Directors.
- (4) The quorum for the meeting of a committee shall be not less than half its total membership.
- (5) Any question arising at any meeting of a committee shall be decided by the votes of majority of those present and voting thereon, and in the case of an equality of votes, the Chairman shall have a casting vote.
- (6) A committee may invite to any of its meetings any person who, in its opinion, can contribute to its deliberation, but such person shall have no right to vote at the meeting.
- (7) The Board of Directors may at any time by notice in writing terminate the appointment of the Chairman and other members of the Committee without assigning any reason thereof.

**18. AD HOC COMMITTEE**

- (1) The Board of Directors may appoint any ad hoc committee which shall consist of a Chairman and not more than five other members who shall be members of the Society to assist the Board of Directors in carrying out a specific duty of the Society assigned to it by the Board of Directors.
- (2) An ad hoc committee appointed under Clause (1) of this Article shall cease immediately upon completion of the specific duty in respect of which it was appointed to carry out.
- (3) Clauses (3), (4), (5), (6) and (7) of Article 17 shall apply to an ad hoc committee appointed under this Article.

**19. GENERAL MEETINGS**

- (1) The supreme authority of the Society shall be vested in a General Meeting of the members of the Society.
- (2) At least one-half of the total membership of the Society who are eligible to attend meetings of the Society and vote thereat or twice the total number of the members of the Board of Directors whichever is less must be present at a General Meeting for its proceedings to be valid and to constitute a quorum.
- (3) If after half an hour after the time appointed for the meeting a quorum is not present, the Board of Directors may postpone the meeting to a date to be fixed: Provided that the period of such postponement shall not exceed thirty days from the date such meeting was postponed.
- (4) If after an hour after the time appointed for the postponed meeting a quorum is not present, the members present shall have power to proceed with the meeting: Provided that the members present shall have no power to amend any of the provisions of this Constitution or to make any decision affecting the membership.
- (5) The agenda for the meeting so postponed shall not be altered.
- (6) An Annual General Meeting shall be convened not later than six months from the date of the closing of the financial year and such meeting shall be held at the registered address or such other place and at such time as the Board of Directors may determine.
- (7) The business of the Annual General Meeting shall be-
  - (a) to adopt the Annual Report of the Board of Directors for the previous year;
  - (b) to endorse the Treasurer's Report and the Audited Financial Accounts for the previous year;
  - (c) when an election is due, to elect members of the Board of Directors for the ensuing term;
  - (d) to appoint Auditors for the ensuing year;
  - (e) to discuss and approve, if deemed fit, any other matter as may be submitted by the Board of Directors; and
  - (f) to discuss and approve, if deemed fit, any other matter submitted by any member of the Society for which seven days' notice thereof has been given to the Secretary.
- (8) The Secretary shall send to all members at least fourteen days before the meeting the notice thereof informing the members of the place, the date and the time of the

meeting and the agenda thereof together with copies of minutes, reports, audited accounts of the Society of the previous year.

- (9) The Secretary shall also send to all members any matter submitted by any member for discussion and approval at the Annual General Meeting for which at least seven days' notice has been given to him immediately upon receipt thereof.
- (10) Every notice issued under Clause (8) of this Article shall include all relevant documents relating to the Annual General Meeting and such notice and documents relating thereto shall be made available at the registered office of the Society for inspection by any member.
- (11) An Extraordinary General Meeting may be convened either-
  - (a) at the request in writing by at least twenty-five members made to the Board of Directors stating the object and reason for convening such meeting; or
  - (b) when the Board of Directors deems it necessary and expedient to do so.
- (12) An Extraordinary General Meeting requisitioned by members shall be convened on a date within thirty days of receipt of such requisition.
- (13) The notice and agenda for any Extraordinary General Meeting shall be sent to the members not less than fourteen days before the date fixed for such meeting.
- (14) No subject or matter other than those set out in the agenda shall be discussed at an Extraordinary General Meeting.
- (15) Clauses (2), (3), (4) and (5) of this Article regarding the quorum and postponement of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting requisitioned by the members, the meeting shall be cancelled and no Extraordinary General Meeting shall be requisitioned for the same purpose until after a lapse of at least six months from the date thereof.

## **20. CHAIRING OF GENERAL MEETINGS**

All General Meetings of the Society shall be chaired by the President or, in his absence, by the Deputy President or, in their absence, by a member elected by the members present at the meeting.

## **21. VOTING**

- (1) Every member shall be entitled to only one vote and voting shall be performed by the member personally.

- (2) Unless otherwise provided herein, the decision of any General Meeting shall be made by majority of votes of those present and in the case of an equality of votes the President shall have a casting vote.

## **22. POWERS AND DUTIES OF MEMBERS OF BOARD OF DIRECTORS**

- (1) The President shall-

- (a) be the principal representative of the Society dealing with external affairs;
- (b) preside at and chair all General Meetings and Board of Directors meetings of the Society;
- (c) have the power to call any meeting of the Board of Directors;
- (d) countersign any bill or cheque for or on behalf of the Society;
- (e) lead the Society and supervise the management of its affairs.

- (2) The Deputy President shall-

- (a) assist the President in carrying out the activities of the Society;
- (b) in the absence of the President, deputise for the President and exercise all the powers of the President;
- (c) countersign any bill or cheque for or on behalf of the Society in the absence of the President; and
- (d) perform such duties and exercise such powers of the President as may be delegated to him by the President from time to time.

- (3) The Secretary shall-

- (a) be responsible for calling all General Meetings and all other meetings of the Society;
- (b) record and keep minutes of all meetings of the Society and keep all members duly informed of every activity of the Society;
- (c) be responsible for preparing an Annual Report of the Society and to submit such Report to the Board of Directors as early as possible but before the Annual General Meeting;
- (c) countersign any bill or cheque for or on behalf of the Society; and

- (d) be responsible for the general administration of the affairs of the Society including the supervision of staff, conducting all correspondence, keeping an up-to-date register of all its members and taking charge of all its books, documents and records.
- (4) The Treasurer shall-
- (a) take charge of the monies and vouchers of the Society, keep accounts, prepare and submit monthly statement of income and expenditure to the Board of Directors, formulate the Society's annual budget for the approval of the Board of Directors and prepare the annual statement of accounts for the approval of the Board of Directors and the Annual General Meeting;
  - (b) be responsible for the collection, accounting and making of all payments for or on behalf of the Society and to issue receipts for all payments made to the Society;
  - (c) give notice to any member whose subscription is in arrears;
  - (d) open such bank account in the name of the Society as the Board of Directors may direct and deposit therein all monies received on behalf of the Society, except such amount as may be decided by the Board of Directors to be held by him as the Treasurer's Imprest;
  - (e) countersign all cheques together with either the President or, in his absence, the Deputy President or, in their absence, the Secretary; and
  - (f) hold a petty cash advances not exceeding RM 500.00 at any one time.
- (5) The other Directors of the Board of Directors shall assist in the execution of activities of the Society in pursuance of its objectives and shall have such duties as may be prescribed by the Board of Directors or the President from time to time.

### **23. AUDITORS**

- (1) The Annual General Meeting shall appoint as Auditors a firm of chartered accountants whose appointment shall continue until they resign or the next Annual General Meeting, whichever is earlier, and may be eligible for re-appointment at the next Annual General Meeting.
- (2) The Auditors shall audit the accounts of the Society for the current year and to prepare a Report, Certificate or other audit document which they deem necessary for the Annual General Meeting.

- (3) The President may instruct the Auditors to audit any account of the Society for any period during the Auditors' term of office and audit report shall be submitted to the Board of Directors immediately upon its completion.

#### **24. FINANCIAL PROVISIONS**

- (1) The financial year of the Society shall be from the 1<sup>st</sup> day of January to 31<sup>st</sup> December.
- (2) The Society may raise funds and receive grants and donations for the purpose of carrying out its objectives and activities.
- (3) Subject to the provisions hereinafter provided under this Article, the funds of the Society may be expended for the purpose necessary for carrying out of its objectives including the expenses of its administration, the payment of salaries, allowances and expenses of its office-bearers and staff, and the audit of its accounts, but the funds shall on no account be used to pay the fine of any member who may be convicted in a court of law.
- (4) No expenditure exceeding the sum of RM 5,000.00 shall at any one time be incurred without the prior approval of the Board of Directors, expenditure of less than RM 5,000.00 may be approved by the President together with the Secretary or the Treasurer and no expenditure exceeding the sum of RM 50,000.00 at any one time shall be incurred without the prior approval of a General Meeting.
- (5) All monies received in excess of the petty cash held by the Treasurer under Article 22 (4) (f) shall within three working days of such receipt be deposited in a bank account of the Society.
- (6) All cheques or withdrawal notices on the Society's bank account shall be signed jointly by the President or, in his absence, the Deputy President or, in their absence, the Secretary and the Treasurer.
- (7) As soon as possible after the end of each financial year, a statement of income and expenditure and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors under Article 23 hereof and the audited accounts shall be submitted for approval of the next Annual General Meeting, and copies thereof shall be made available at the registered office or place of meeting of the Society for inspection by any member.

#### **25. OWNERSHIP OF PROPERTY**

- (1) Subject to Clause (4) of Article 24, the Society may enter into any contract to acquire, purchase, take, hold and enjoy any movable or immovable property of every description and convey, assign, surrender, yield-up, charge, mortgage, demise, re-assign, transfer or otherwise dispose of or deal with any movable or

immovable property or any interest therein vested in the Society upon such terms as it deems fit.

- (2) Subject to Clause (4) of Article 24, the Society may acquire any share, stock, bond, unit trust or such other security whether fixed or variable character by subscription, purchase, exchange or otherwise and to hold, dispose of or deal with the same as it deems.
- (3) All moneys or profits accruing to the Society from its property shall be applied solely towards the furtherance, promotion and the carrying out of the objectives of the Society and no portion thereof shall be paid by way of dividend, bonus, or profit to any member of the Society provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Society, any member of the Society or any other person or persons for services rendered by him or them to the Society.
- (4) Until trustees are appointed under Article 26, any agreement relating to the acquisition of immovable property by way of purchase, lease, or otherwise or relating to the disposal, transfer or charge of immovable property shall be jointly signed by the President, the Deputy President and the Secretary.
- (5) No immovable property of the Society shall be sold, transferred, charged or otherwise disposed of without a resolution of a General Meeting approving such transaction supported by the votes of not less than half of the total members of the Society.

## **26. APPOINTMENT OF TRUSTEES**

- (1) Three trustees who shall be members of the Society over the age of 30 years old may be appointed at the Annual General Meeting and shall hold office during the pleasure of the Society.
- (2) The trustees shall be vested in them all immovable property of the Society upon signing a trust deed and shall deal with such property in such manner as the General Meeting may decide and direct.
- (3) The trustees shall not sell, transfer or otherwise dispose any of the property of the Society without the authority of a General Meeting as provided in Clause (5) of Article 25.
- (4) A General Meeting may remove from office any trustee on any of the following grounds:
  - (a) ill-health as certified by a Government Medical Officer or duly qualified medical practitioner;

- (b) unsoundness of mind as certified by a Government Officer or a duly qualified medical practitioner;
  - (c) being adjudged a bankrupt;
  - (d) absence from the State for a period exceeding one year; or
  - (e) for any other reason he is unable to perform his duties or unable to do so satisfactorily.
- (5) In the event of the death, resignation or removal of a trustee before the next Annual General Meeting, the vacancy shall be filled by a new trustee appointed by the Board of Directors.

## **27. POWER TO MAKE RULES**

The Board of Directors may make such rules not inconsistent with the provisions of this Constitution as may be necessary for the better and more effectual running of the Society in carrying out its objectives.

## **28. AMENDMENTS TO CONSTITUTION**

- (1) Subject to Clauses (4) and (15) of Article 19, no provision of this Constitution shall be amended unless such amendment is approved by not less than a two-thirds majority of the total members present at a General Meeting.
- (2) Any proposed amendment shall be submitted to the Secretary in writing at least seven days before the General Meeting and amendment, if approved by General Meeting, shall not be enforceable unless approved in writing by the Registrar of Societies.

## **29. DISSOLUTION**

- (1) The Society may be voluntarily dissolved by a resolution supported by the vote of not less than four-fifths of the total number of members of the Society taken at a General Meeting.
- (2) Upon dissolution of the Society, any debt or liability legally and reasonably incurred by the Society shall be discharged in full and any funds or asset remaining shall be dealt with in such manner as may be decided at the General Meeting.
- (3) Notice of dissolution shall be given by the Secretary to the Registrar of Societies within fourteen days after the General Meeting held to approve the dissolution.

### 30. PROHIBITIONS

- (1) The Board of Directors shall ensure that no games of mere chance shall be played on the premises of the Society including, but not limited to, the following:

Roulette, Lotto, Fan-Tan, Poh, Peh Bin, Belangkai, Pai Kau, Tau Ngau, Tian Kow, Chap Ji Kee, Sam Cheong, Twenty-one, Ten and a half, all games of Dice and Bankers' games.
- (2) The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society, its office-bearers, the Board of Directors or any member.
- (3) The Board of Directors shall also ensure that the premises of the Society shall not be used to engage in any immoral or illegal activities.
- (4) 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 Act 1959.
- (5) The Society shall not pay out any benefits as defined under section 2 of the Societies Act 1966 to any of its members.

### 31. INTERPRETATION

- (1) The interpretation of any of the provisions of this Constitution or any point not provided for under this Constitution by the Board of Directors shall be final and binding on all members: Provided that such interpretation shall not be contrary to any written law for the time being in force.
- (2) Except where they are contrary to or inconsistent with the policy previously laid down by the General Meeting, the decisions of the Board of Directors shall be binding on all members of the Society unless and until countermanded by a resolution of a General Meeting.

Certified true copy by:

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Nama: Datuk Mechiel Chan Kin Chung

Jawatan: Pengerusi

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Nama: Chong Oi Jun @ Chong Oi Jin

Jawatan: Setiausaha