Constitution of The Malaysian Society for Molecular Biology and Biotechnology (MSMBB)
(This constitution was tabled for discussion and agreed upon during the 12th Annual General Meeting)

1. Name and Place of Business, and Logo

1.1 The society shall be known as The Malaysian Society for Molecular Biology and Biotechnology (MSMBB) (Persatuan Biologi Molekul dan Bioteknologi Malaysia) and herein referred to as the Society.

1.2 Its registered place of business shall be:
c/o Institut Sains Biologi (Genetik)
Universiti Malaya
50603 Kuala Lumpur, Malaysia.

The registered place of the Society shall not be changed without the approval of the Registrar of Society.

1.3 The registered place of business of the Society shall not be changed without the approval of the Registrar of Society.

2. Logo of the Society

The registered logo of the Society comprises:

a. the alphabets MSMBB, which is the abbreviation of the full name of the Society

b. the alphabet 'S' in the abbreviation is modified into a shape to represent a double helix deoxyribonucleic acid (DNA), and

c. an ellipse in the background, as a symbol to unify the fields of molecular biology, cellular biology and biotechnology

[Image of the logo: MSMBB]
3. Objectives of the Society

The objectives of the Society are:

a. to promote communication among scientists in the field of molecular biology, cellular biology and biotechnology in Malaysia

b. to contribute to the advancement of molecular biology, cellular biology and biotechnology

c. to promote collaboration with other related organizations in the areas of research, education, training and publications.

4. Memberships

4.1 Membership shall be open to anyone interested in molecular biology, cellular biology, and biotechnology, and who possesses an appropriate university degree or equivalent qualification related to molecular biology, cell biology, and biotechnology.

4.2 There shall be five categories of memberships, namely Ordinary, Life, Honorary, Student, and Corporate Members.

4.3 Persons wishing to join the Society shall apply for memberships to the Executive Council on a form approved by the Executive Council, obtainable from the Honorary Secretary.

4.4 Every application for membership shall be proposed and seconded by two existing Ordinary Members and shall be forwarded to the Honorary Secretary who shall, at the first convenient opportunity, submit it to the Executive Council for approval. The Executive Council may at its discretion reject any application without assigning any reason for the rejection. An application (except for the category of Student Membership) must be accompanied by an entrance fee of RM 20.00 in addition to the membership fee.

4.5 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 and rights of membership of the Society, except that only Ordinary Members and Life Members shall have a voting right. The Executive Council may impose reasonable restrictions on the privileges and rights of Student Membership. These privileges and rights are accorded only to members with full financial standing.

4.6 Ordinary Membership
A person shall be an Ordinary Member on payment of an annual subscription fee of RM 40.00.

4.7 Life Membership
A person shall be a Life Member on payment of a fee of RM 400.00 in lieu of the annual subscription fee for the life-time of the member.

4.8 Honorary Membership
Distinguished scientists who have rendered conspicuous service to the Society or who are eminent in the field of molecular biology, cellular biology, and biotechnology are eligible for appointment as an Honorary Member of the Society. A candidate for Honorary Membership must be nominated by three Ordinary Members and be elected by a two-third majority of members. An Honorary Membership shall be tenable for the lifetime of the member. Honorary Members shall pay no subscription and shall neither vote nor hold office, but they shall receive such notices, reports, and publications, as the Executive Council deems appropriate.
4.9 Student Membership
Student Membership is open to anyone reading for an undergraduate or postgraduate degree or an equivalent qualification from a university or college. Every application must be accompanied by a supporting statement from the relevant Head of Department on the student's status. An application for membership, proposed by an Ordinary Member, shall be forwarded to the Honorary Secretary who will submit it to the Executive Council for approval. The annual subscription for Student Membership is RM 10.00. A Student Membership is valid for one year only and is renewable subject to confirmation of the studentship status.

4.10 Corporate Membership
Corporate Membership is opened to any organization or commercial company interested in the objectives and advancement of the goals of the Society, and who wishes to contribute financially to the Society. A corporate member shall serve as sustaining sponsor for the Society, and therefore, shall be acknowledged in all publications and functions of the Society. The annual subscription fee for corporate membership is RM 500.00. Two (2) nominated individuals from a corporate member shall be entitled to all privileges and rights of the Society except voting rights.

4.11 An Ordinary Member who intends to be away from the country for an extended period of time may apply to the Executive Council for suspension of membership without penalty.

4.12 The interpretation of the preceding rules with respect to an applicant's eligibility to any class of membership shall be at the discretion of the Executive Council; the Executive Council shall not be obliged to state a reason for refusing any class of membership to any person.

4.13 The Executive Council may withdraw membership of the Society from a member if, in the opinion of the Executive Council, such membership is not the interests of the Society or if a member's annual subscription be overdue for two consecutive years.

4.14 Members of the Society shall be entitled to attend the meetings of the Society and to receive all notices and publications issued, except those relating only to Executive Council's matters.

4.15 Only Ordinary and Life Members may vote, hold office, propose, or second nominations and resolutions.

5. Entrance Fee, Subscriptions, and Other Dues

5.1 The entrance fee and subscriptions payable shall be as follows:

<table>
<thead>
<tr>
<th>Membership Type</th>
<th>Fee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Entrance Fee</td>
<td>RM 20.00 (once)</td>
</tr>
<tr>
<td>Life Member</td>
<td>RM 400.00 (once)</td>
</tr>
<tr>
<td>Ordinary Member</td>
<td>RM 40.00 per year</td>
</tr>
<tr>
<td>Student Member</td>
<td>RM 10.00 per year</td>
</tr>
<tr>
<td>Corporate Member</td>
<td>RM 500.00 per year</td>
</tr>
</tbody>
</table>

5.2 All annual subscription shall be paid to the Honorary Treasurer in advance by 31st January of each calendar year.

5.3 Any member who has not paid the annual subscription for two (2) consecutive years shall receive a written notification signed by or on behalf of the Honorary Secretary, and shall be denied the privileges of membership until he settles his account. The notification shall be served at the last known address.

5.4 Any member who allows his arrears to exceed three years subscriptions shall be sent a final written notification at the last known address, and upon failure to respond shall, at the discretion of the Executive Council, cease to be a member of the Society.
5.5 The Executive Council shall have the power to reinstate any person who has allowed his membership to lapse through arrears. The person shall pay a re-entrance fee of a sum equivalent to two times the prevailing annual subscription.

6. Resignation

Any member who wishes to resign from the Society shall give one-month notice in writing to the Honorary Secretary and shall pay up all dues.

7. General Meeting

7.1 The supreme authority of the Society is vested in a general meeting of the members. At least one third of the total number of Ordinary (paid up) and Life Members or twice the number of the Executive Council members, whichever is less, must be present at a general meeting for its proceedings to be valid and to constitute a quorum. All votes shall be decided by a simple majority of Ordinary and Life Members present and voting.

7.2 If a quorum is not present half an hour after the time appointed for the meeting, then the meeting shall be postponed to a date (not exceeding 30 days) to be decided by the Executive Council; and if a quorum is still 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 they shall not have the power to alter the rules and Constitution of the Society or to make decisions affecting the whole membership.

7.3 An annual general meeting (AGM) of the Society shall be held on or before 30 June after the end of each financial year (31st December) on a date and time to be decided by the Executive Council. The business of the AGM shall be to:

a. receive and approve the minutes of the annual general meeting held in the previous year.

b. receive and adopt a report from the Executive Council on the activities since the previous AGM.

c. receive and adopt the Honorary Treasurer’s report, an audited statement of receipts and payments, and a balance sheet of the Society for the previous year.

d. receive and adopt an interim financial report covering the period between December and June if the AGM is held within this period.

e. elect the Officers and the Executive Council Members (when relevant) for the ensuing year.

f. elect or appoint two auditors (when relevant) for the ensuing year.

g. deal with such other matters as may be put before it.

7.4 Rules for the conduct of the AGM

a. The Executive Council shall prepare an agenda for the AGM and shall cause to be placed on the agenda:
   i. those matters required by the Constitution.
   ii. those recommendations of the Executive Council for discussion and decision by the meeting.
   iii. any motion properly proposed and seconded provided that the motion is received in writing by the Honorary Secretary at least 20 days before the meeting.

b. The Honorary Secretary shall circulate 20 days in advance to each member of the Society a copy of the Agenda to which shall be attached or in which shall be incorporated:
   i. a statement prepared by the Executive Council to support each of the recommendations
ii. a statement prepared by the proposer of any motion in support of the motion
iii. a statement prepared by the Executive Council to comment upon any motion
iv. a duly audited accounts ending 31st December, as well as an interim financial report, if relevant.

8. Extraordinary General Meeting (EGM)

8.1 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 two-thirds of the total number of Ordinary and Life Members. On receipt of such written request, the Honorary Secretary shall be obliged to give notice of the meeting within one week.

8.2 The meeting shall be called within one calendar month of receiving the request. Notice and agenda shall be given to all members at least 14 days before the date fixed for the meeting.

8.3 Rules 6.1 and 6.2 of this Constitution regarding the quorum and postponement of the AGM shall also apply to an EGM but with the proviso that if no quorum is present after the time appointed for the postponed EGM requested by members, the meeting shall be cancelled.

9. Officers of the Executive Council

9.1 The Officers of the Society shall be the President, the Vice-President, the Honorary Secretary and the Honorary Treasurer.

9.2 The President, the Vice-President, the Honorary Secretary, and the Honorary Treasurer shall hold office for two years and shall be eligible for re-election for another term, but not more than two consecutive terms.

10. Executive Council

10.1 The Society shall have an Executive Council consisting of

   a. the Officers, and
   b. three (3) Council Members who are elected at the Annual General Meeting.

10.2 Subject to this Constitution and to the decisions of the Annual General Meeting, the Executive Council shall be responsible for the conduct of the business of the Society and shall have power:

   a. to make and amend rules for the conduct of the business of the society.
   b. to co-opt up to two (2) members to serve as Ordinary Council Members, as the Executive Council deems fit.
   c. to set up sub-committees as deemed fit to conduct specific areas of the Society’s activities.
   d. to approve any item of expenditure not exceeding RM 10,000.00. Expenditure of more than this sum shall be approved by an Annual or Extraordinary General Meeting.

10.3 The Officers and other members of the Executive Council shall all serve in an honorary capacity.

10.4 The quorum for a meeting of the Executive Council shall be one half of its total number including the President, Vice-President, or Honorary Secretary. In the absence of the President and Vice-President, a member of the Council will be elected by Members present to preside over the meeting. In the absence of the Honorary Secretary, a member present shall likewise be elected to act as Honorary
Secretary for that meeting.

10.5 The Executive Council shall meet as often as possible and seven days notice shall be given to the Council Members before the date fixed for the meeting.

11. Elections

11.1 Officers and members of the Executive Council will be elected at the Annual General Meeting. The Honorary Secretary shall give notice for the Annual General Meeting and call for nomination at least 20 days before the date of the Annual General Meeting.

11.2 In the event of a casual vacancy, the Executive Council shall appoint an Ordinary or Life 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.

12. Duties of Officers

12.1 The President shall:

a. take chair at all meetings and shall have a casting vote.
b. have the right to call meetings of the Executive Council.

12.2 The Vice-President shall 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.

12.3 The Honorary Secretary shall:

a. be responsible for calling all meetings and shall keep minutes thereof.
b. conduct and maintain full records of the correspondence of the Society.
c. prepare the Annual Report.
d. supervise the work of all employees of the Society.
e. keep a membership register containing the particulars of members: name, academic and professional qualifications, date of admission, I/C number, occupation, date and place of birth, name and address of employer and residential address.

12.4 The Honorary Treasurer shall:

a. be responsible for and shall keep a subscription book and proper account of all monies due to or payable by the Society. The accounts shall be audited by auditors appointed under Rule 6.3 (f).
b. prepare the financial report for the Annual General Meeting as well as an interim financial report, if relevant.
c. hold petty cash in advance not exceeding RM 500.00 and all money in excess of this sum shall be deposited in a bank current account on behalf and in the name of the Society. Cheques of the Society shall be signed by the Honorary Treasurer and by the President or the Honorary Secretary.

13. Dissolution

13.1 The Society shall not be dissolved except in pursuance of a resolution passed by a two-thirds majority of Ordinary and Life Members present and voting.

13.2 The assets or surplus of the Society shall not in any dissolution be distributed among the members, but shall be applied, as early as possible, to the support of the study of molecular biology, cellular biology and biotechnology.
13.3 Subject to the foregoing paragraphs of Rule 11, the pre-existing Executive Council shall be responsible for giving effect to the dissolution.

14. **Legality and Validity of Electronic Documents**

14.1 Notification of general meetings issued in the form of electronic mail by the Honorary Secretary to members of the Society shall be considered as legal, and the legality of such document is the same with that of a conventionally mailed notification.

14.2 Membership application form submitted through electronic medium, and that does not contain the signature of the applicant, shall be deemed sufficient for submission by the Honorary Secretary to the Executive Council for discussion and approval. However, the notification of approval as member of the Society shall only be sent to the applicant upon the receipt of a signed hard copy of the membership application form and the entrance and membership fees.

15. **Amendments of the Constitution**

15.1 This Constitution, including the Rules for the Conduct of the Annual General Meeting set out in the Schedule, may be amended by a resolution at a General Meeting of the Society provided that not less than 14 days notice of the proposed amendment has been circulated to the members and the resolution is passed by two-thirds majority of the Ordinary and Life Members present and voting at the General Meeting.

15.2 No amendment shall come into force without prior written approval of Registrar of Societies. Any amendment to the Constitution shall be forwarded to the Registrar of Societies within 28 days after being passed by the General Meeting.