

## **CONSTITUTION**

### **PERSATUAN PEMILIK-PEMILIK LADANG KELAPA SAWIT SARAWAK (SARAWAK OIL PALM PLANTATION OWNERS ASSOCIATION)(SOPPOA)**

#### **CLAUSE 1 NAME**

1. The Association shall be known as

**PERSATUAN PEMILIK-PEMILIK LADANG KELAPA SAWIT SARAWAK  
(SARAWAK OIL PALM PLANTATION OWNERS ASSOCIATION)(SOPPOA)**

Hereinafter referred to as "the Association".

2. Meaning of name :
3. Level : **Negeri**

#### **CLAUSE 2 ADDRESS**

1. The registered address is

**NO. 30, 2ND FLOOR, TRAVILLION COMMERCIAL CENTER,  
93100 KUCHING, SARAWAK**

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

**NO. 30, 2ND FLOOR, TRAVILLION COMMERCIAL CENTER,  
93100 KUCHING, SARAWAK**

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

#### **CLAUSE 3 OBJECTIVE**

The objectives for which SOPPOA is established are:

- (1) To promote, develop, improve and protect the palm oil industry in Sarawak.
- (2) To advance, promote and protect the interests of all the Members of SOPPOA.
- (3) To unite and promote unity among all the Members of SOPPOA so as to speak

with one voice for and on behalf of the Members.

(4) To collect and compile data statistics and information from Members and to put together papers reports articles and researchers to further the objects of SOPPOA and the palm oil industry in Sarawak.

(5) To promote, foster and enhance goodwill and relationship between all Members of SOPPOA and between SOPPOA and other bodies promoting the palm oil industry.

(6) To work together and co-operate with other bodies in Sarawak, in Malaysia or internationally to promote and protect palm oil industry.

(7) To liaise, lobby, petition, make presentations and representations on behalf of all the Members to the relevant authorities or bodies in order to promote, develop, improve and protect the palm oil industry.

(8) To carry out projects and activities to promote a technologically-advanced, environmentally friendly and efficient palm oil industry in Sarawak including organizing and establishing educational courses, workshops, researchers, endowment funds and scholar-ships to promote the objectives of SOPPOA.

(9) To maintain and set-up a secretariat, resource-centre, research-centre and or library for the use of Members.

(10) To make grants to societies, local or otherwise which have as their objectives the furtherance of the objectives of SOPPOA, to make grants to universities or other educational establishments, to provide finance and grants for courses, lectures, classes or other tuitions or for research and to establish scholarship or bursaries and give prizes with a view to promoting or furthering the interests of Members of SOPPOA.

(11) To purchase, take on lease, sell or otherwise acquire for the purpose of the SOPPOA and to hold any estates, lands, buildings, easements or interests in immovable or movable property which may be deemed necessary or convenient for any of the purpose of SOPPOA.

(12) To construct, renovate and maintain any buildings considered necessary for the use of Members and others or for any purposes of SOPPOA with all proper and necessary fixtures fittings furniture and other equipment.

(13) To solicit receive and accept grants gifts scholarships and donations including movable and immovable properties and to raise funds for the furtherance of any of the above objectives herein.

(14) To borrow or raise money which may be required by SOPPOA upon such terms as may be deemed advisable and to use all or part of the property of SOPPOA as security for such loans, with the approval of the General Meeting.

(15) To invest any moneys of SOPPOA not immediately required in such manner as from time to time may be determined and in compliance with the relevant laws and or regulations which maybe applicable in Malaysia and or elsewhere.

## **CLAUSE 4 MEMBERSHIP**

### **(1) MEMBERSHIP QUALIFICATION**

Subject to clauses 4(2) and 4(3), any Malaysian citizen or foreigner possesses a valid work permit or foreigner having permanent resident status and has attained the age of 18 years old or company intending to become a member of SOPPOA, whether as Ordinary or Associate Member, shall make an application for membership in the prescribed form as may be determined by the Council.

### **(2) TYPES OF MEMBERSHIP**

#### **(a) Ordinary Members**

(i) Any person or company who owns an oil palm planation in Sarawak of 2000 hectares and above or any owner of crude palm oil mills in Sarawak or any body corporate established under any Act, Enactment or Ordinance who is the managing agent of any oil palm plantation and or oil palm mill in Sarawak is eligible to apply to become an Ordinary Member of SOPPOA.

(ii) The voting right of Members in General Meetings shall be limited to Ordinary Members who shall also be eligible to hold office in SOPPOA.

(iii) If a Member is not an individual but a firm established under the Business Name Ordinance or a company incorporated under the Companies Act or corporation or body corporate established under any laws, it shall submit in writing the name of its representative within fourteen (14) days after being registered as a member. Each corporate member or body corporate member shall be entitled to nominate one person only to SOPPOA and such Member may change its representative by notice in writing to SOPPOA.

#### **(b) Associate Members**

(i) Any person or company who owns an oil palm plantation in Sarawak of below 2000 hectares is eligible to apply to become an Associate member of SOPPOA. The Council may at its discretion also allow and accept any other person, company, body corporate, or association to become an Associate member of SOPPOA notwithstanding that they do not own an oil palm plantation, provided that such person, company or body corporate is/are involved in the Sarawak palm oil industry.

(ii) An Associate Member may attend General Meetings of SOPPOA but shall not be eligible to vote thereat nor to hold office in SOPPOA except as provided in Clause 8(1) hereof.

(iii) An Associate Member which satisfies the criteria for Ordinary Membership may apply to the Council to be upgraded to be an Ordinary Member. The Council may in its absolute discretion approve, decline or defer any such application without assigning any reason whatsoever.

(c) Honorary Members

Honorary Membership shall be an honour bestowed at the discretion of SOPPOA at its General Meetings on any distinguished persons who have given outstanding service or sponsorship to SOPPOA in the promotion and furtherance of the objects of SOPPOA. Such members shall not be required to pay any entrance or subscription fees and shall not be eligible to vote or hold office in SOPPOA.

(d) Founder Members

The following are the founder members of SOPPOA:

- (i) TA ANN HOLDINGS BERHAD
- (ii) SOLID OIL PALM PLANTATION SDN BHD
- (iii) RIMBUNAN SAWIT BHD
- (iv) TAWAKAL MEGAH SDN BHD
- (v) SARAWAK OIL PALMS BERHAD
- (vi) SEBUBU SDN BHD
- (vii) MEGA JUTAMAS SDN BHD
- (viii) MULTI MAJUSAMA SDN BHD
- (ix) WTK HOLDINGS BERHAD
- (x) BUTRASEMARI SDN BHD

All founder members shall be ordinary members of SOPPOA and every founder member may, by notice in writing, appoint a representative and/or alternate to represent it at all General Meetings which the founder member is entitled to attend and eligible to hold office and to vote.

### (3) APPLICATION FOR MEMBERSHIP

(a) All new applications for ordinary membership shall be proposed by an existing ordinary member and seconded by three other existing ordinary members;

(b) All new applications for associate membership shall be proposed by an existing ordinary or associate member and seconded by one other existing ordinary or associate member;

PROVIDED that if the applicant, proposer and seconders are companies, then the proposer and seconders shall not have common directors nor shareholders with the applicant.

(c) The application form shall be forwarded to the Secretary who shall, at the first convenient opportunity, submit to the Council for approval.

The application form is found in Appendix 2.

(d) The Council shall at its discretion accept or reject any application without assigning any reason thereto.

(e) Every applicant whose application has been approved shall upon payment of the entrance fee be admitted as an ordinary member or associate member as the case may be of SOPPOA.

(f) The Secretary shall keep a membership register containing the following particulars of all its Members:

(i) In the case of an individual member: name, identity card number, date and place of birth, nationality, occupation, residential and business address, telephone numbers, date of admission and such other particulars as the Council may from time to time decide.

(ii) In the case of a corporate member: name of company, company number, date and place of incorporation, registration and business address, telephone numbers, authorized and paid-up capital, name of directors and major shareholders.

#### **(4) DAMAGES/REMOVAL OF PROPERTY**

(a) Any person breaking or damaging any article or property of SOPPOA shall pay the costs of repairing or replacing it, if he/she is called upon to do so by the Council.

(b) No. books, periodicals, newspapers, article or any other property of SOPPOA shall be removed from SOPPOA without the consent of the Council.

#### **(5) INJURIES TO MEMBERS OF PUBLIC**

SOPPOA shall not be liable in respect of any death of any injury or loss of properties sustained by any member or member of the public arising in any way whatsoever from his membership of SOPPOA or from his use or enjoyment of SOPPOA, its amenities privileges or facilities or otherwise howsoever arising.

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

(1) Every Member of SOPPOA shall be bound to further to the best of his or its ability the objectives, interest and influences of SOPPOA and shall observe all the provisions of the constitution of SOPPOA.

(2) Any Member admitted to SOPPOA who:

(a) violates or breaches the Code of Conduct or any provisions of the constitution of SOPPOA; or

(b) is convicted of a felony or misdemeanor or is finally declared by any Court of competent jurisdiction to have committed any fraud; or

(c) has been found guilty or any act default of any nature as to render him unfit to continue as member of SOPPOA; or

(d) is adjudged bankrupt, wound-up as a company, or insolvent or fails to satisfy a judgement debt, or individually or as a partner makes an assignment for the benefit of creditors, or has his estate placed in liquidation for the benefit of creditors, or makes any arrangement for the payment of a composition to creditors; or

(e) is adjudge of infirm mind, shall, depending on the gravity of the offence be admonished or suspended for a period to be determined by the Council or be expelled from membership

(3) The council may appoint any three (3) Members to sit on a Disciplinary Committee to consider the breaches mentioned in Clause 5 (2) (a), (b), (c), (d) and (e).

(4) The Disciplinary Committee may, after receiving an explanation from a Member, either dismiss such charge or impose such punishments as are provided under these Clauses.

(5) Any Member aggrieved by the decision of the Disciplinary Committee may appeal to the Council whose decision is final.

(6) The decision of the Council or the Disciplinary Committee shall be sent to the Member forthwith.

(7) Any Member who wishes to resign from SOPPOA shall give one (1) month notice in writing to the Secretary.

(8) A Member shall cease to be a member of SOPPOA if:

(a) a Member fails to pay the Subscription Fees or any other sums due to SOPPOA within two (2) months from the time it falls due with or without notice;

(b) cease to be involved in the business of oil palms or registered proprietor of CPO mills in Sarawak;

(c) has resigned as a member of SOPPOA; or

(d) is expelled under Clause 5(2) herein or section 9A(3) of the Societies Act.

(9) If any person ceases, for any causes whatsoever, to be a Member of SOPPOA, he shall not have any interest in or claim against the funds or properties of SOPPOA.

## **CLAUSE 6 SOURCE OF INCOME**

(1) Entrance Fee

(a) An applicant shall on becoming an ordinary member pay an entrance fee of RM1, 000.000 (Ringgit Malaysia One Thousand Only)

(b) An applicant shall on becoming an associate member pay an entrance fee of RM100.00 (Ringgit Malaysia One Hundred Only)

(c) Any successful applicant who fails to pay the entrance fee within 30 days upon receipt of the approval letter will render the said approval void after the expiry date.

(2) Subscription Fee

(a) An Ordinary Member shall pay a yearly subscription fee of RM1,000.00 within the first two calendar months of the year. If the Ordinary Member is a Permanent Council Member as laid out in Clause 8(2), he shall also pay an additional yearly subscription fee of RM100,000 (Ringgit Malaysia One Hundred Thousand Only) on or before the last day of February of each year.

(b) An Associate Member shall pay a yearly subscription fee of RM100.00 within the first two calendar months of the year.

(c) The subscription fees described in Clause 6(2)(a) and (b) above shall be referred to in this Constitution as "Subscription Fee(s)".

(d) Any Ordinary Member or Associate Member who fails to pay the Subscription Fee(s) within the time as specified shall be denied his right to vote at a general or council meeting and all other privileges of membership

## **CLAUSE 7 GENERAL MEETING**

(1) ANNUAL GENERAL MEETING

(a) An Annual General Meeting of the SOPPOA shall be held as soon as possible but not later than 31 March after the close of each financial year on a date and at a time a place to be decided by the Council. The business of the Annual General Meeting shall be:

(i) to receive the Council's report on the working of SOPPOA during the previous year.

(ii) to receive the Treasurer's report and the audited accounts during the previous year;

(iii) to elect a council biennially;

(iv) to appoint an auditor for the ensuring year; and

(v) to deal with such other matters as may be put before it.

(b) The Secretary shall, not less than twenty-one (21) days prior to each Annual General Meeting, send to each Ordinary and Associates Member of SOPPOA, a notice and agenda for the Annual General Meeting stating the date, the time and the place and calling for motions for discussions and motions for amendments of the rules. Any ordinary member may by not less than fourteen (14) days' notice in writing to the Secretary before the date meeting request that additional items be included in the Agenda. Notice may be sent via email, fax, WhatsApp or other electronic means.

(c) All Ordinary Members provided under Clause 4(2)(a) shall be entitled to attend the General Meeting and vote provided that they have duly paid all their Subscription Fees to SOPPOA. The Secretary shall be informed in writing not less than fourteen (14) days prior to the General Meeting if there are any changes of the representative(s) attending the meeting. Attendance at the General Meeting may be in person or by authorized proxy or through electronic means approved by the Council.

(d) All Associate Members provided that they have duly paid all their Subscription Fees to SOPPOA shall be entitled to attend the General Meeting but shall have no vote. Only the elected Associated Member pursuant to Clause 8(3) below is eligible to vote in the Council Meeting.

(e) The quorum of the Annual General Meeting shall have one-half of the total Members of SOPPOA or twice of the Council Members, whichever is the lesser. For the purpose of Clause 7 herein, "Member" includes a person attending as proxy or representing a corporate which is a member.

## (2) EXTRAORDINARY GENERAL MEETING

(a) The Secretary shall convene an Extraordinary General Meeting at any time by order of the Council, or on receiving a requisition to that effect, signed by one-half of the total of the voting members of SOPPOA or twice the number of the Council Members, whichever is lesser.

(b) Such requisition must specify in the form of a definite resolution or resolutions the objects for which the meeting is to be called and no other business shall be transacted at such meeting.

(c) The meeting shall be held within two months of the receipt of the requisition and the Secretary shall within two weeks of the receipt and stating the object send out notice to each Ordinary and Associate Member convening the meeting.

(d) Clause 7(1)(e) regarding the quorum for an Annual General Meeting shall also apply to an Extraordinary General Meeting.

## (3) POSTPONEMENT OF GENERAL MEETING



(a) In the absence of a quorum for any General Meeting, the meeting shall be postpone to a later date to be decide by the council.

(b) Where no quorum is present at the consequent date decide in accordance with paragraph Clause 7(3)(a) above:

(i) the Annual General Meeting shall proceed to business provided that such meeting shall not amend these Clauses or make decisions affecting the whole membership; and

(ii) an Extraordinary General Meeting requisitioned by members shall be cancelled and no Extraordinary General Meeting shall be requisitioned for the same purpose until after a lapse of six months from the date hereto.

#### (4) NON-RECEIPT OF NOTICE

Any non-receipt of notice of any General Meeting or meeting of the Council by any member of the Council or SOPPOA, as the case may be, shall not invalidate any resolutions passed or the proceedings at such meeting. The notice is deemed to be served on the same day of delivery if delivered by email or fax, on the 3rd working day (including Saturday) after been delivered by courier or prepaid registered post or upon acknowledgement of receipt by the appropriate representative if delivered by hand.

#### (5) VOTING

At all meetings, discussion shall be subjected to the ordinary rules of debates and all questions arising shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote provided that all decisions affecting the acquisitions and disposal (including the lease) of the properties of SOPPOA shall require a majority votes of the Ordinary Members.

#### (6) VIRTUAL MEETINGS AND E-VOTING

(a) All General and Council Meeting may be convened physically, virtually, or in a hybrid format, subject to Council's direction.

(b) Attendance and voting via secure electronic platforms shall be deemed valid and count toward quorum.

(c) The Council shall establish protocols and procedures for online participation, voting and authentication.

### CLAUSE 8 **COMMITTEE**

(1) The management of SOPPOA shall be vested in a Council comprising of seven (7) Permanent Council Members, five (5) Ordinary Members and one (1) Associate Member who shall be called the Council Members of SOPPOA. The Council shall

have the discretion to vary the number and/or composition of the Council Members provided always that the ratio of Permanent Council members against the other Council Members who are not Permanent Council Members (known as Elected Council Members) shall not exceed 3 Permanent Council Members to every 2 Elected Council Members.

(2) The seven (7) Permanent Council Members comprise of representatives of the following ordinary members:

- (i) RIMBUNAN SAWIT BERHAD
- (ii) JAYA TIASA HOLDINGS BERHAD
- (iii) SOLID OIL PALM PLANTATION SDN BHD
- (iv) WOODMAN PLANTATION SDN BHD
- (v) WTK HOLDINGS BERHAD
- (vi) SARAWAK OIL PALMS BERHAD
- (vii) TA ANN HOLDINGS BERHAD

provided that they remain as Ordinary Members of the SOPPOA. The Permanent Council Members may decide among themselves to appoint additional Permanent Council Members from the Ordinary Members provided that the ratio requirement in Clause 8(1) is satisfied. Should additional Elected Council Members need to be appointed to satisfy the ratio requirement in Clause 8(1), the Council's approval is required and if approved, a General Meeting shall be called to elect such additional Elected Council Members. In the event of any of the Permanent Council Members resigning or ceasing to be an Ordinary Member of the SOPPOA for whatever reason, the remaining Permanent Council Members shall vote as to whether to keep the position vacant until a subsequent appointment, to appoint a new Permanent Council Member from the other Ordinary Members or to reduce the number of Permanent Council Members.

(3) A total of six (6) Elected Council Members shall be elected biennially at the Annual General Meeting of which five (5) Council Members shall be elected from the other Ordinary Members not being Permanent Council Members whereas the Associate Members shall elect among themselves one (1) Council Member to represent them.

(4) All the Council Members shall be eligible for re-election biennially provided the Chairman shall not serve any term exceeding two consecutive terms of two years each. All members of the Council and every officer performing executive functions of SOPPOA shall be residing in Sarawak.

(5) These Council Members shall select among themselves the following office bearers:

Chairman  
1st Vice-Chairman  
2nd Vice-Chairman  
Secretary  
Deputy Secretary

Treasurer  
Deputy Treasurer

(6) The name of the office bearers shall be proposed and seconded before the election and then voted in by a simple majority at the first Council Meeting after the biennial election held under Clause 8(3). In the event of non-suitable candidates or the demise of any of the office bearers who is not a member of the executive council during the term, the positions may be left vacant. All Council Members not being an office bearer shall be ordinary Council Members.

(7) In the event of the death, incapacity howsoever caused, or resignation of a member from the company or organization he represented, the company or organization of the member shall have the right to nominate a person to fill such vacancy and the Council shall accept such nomination.

(8) The Council shall be the policy and decision making body. The Council may or co-opt any ordinary or associate members or such person or persons as it thinks fit and or appoint sub-committees for the furtherance of the objectives of SOPPOA as it may deem fit and to delegate to the co-opt members and sub-committees such powers as it considers necessary and expedient and to withdraw from the co-opted members and committees all or any of the powers so delegated and revoke all such appointments.

(9) A Council Member may at any time nominate an Alternate Representative who is from the same company or organization and shall submit the name to the SOPPOA's secretariat in writing who shall then distribute notice of such nominations to all Council Members. Such Alternate Representative shall be deemed to be appointed after seven (7) days from the date of the notice from the SOPPOA's secretariat provided there has been no written objection sent to the Council from any of the Council Members.

Should there be an objection, the appointment of such Alternate Representative shall be accepted or rejected by way of simple majority at the next Council Meeting without any requirement to assign any reason.

The Alternate Representative shall have the same right as the elected Council Member to attend and vote in the meeting provided there is no outstanding Subscription Fee due and he remains to be from the same company or organization as the Council Member who nominated him. In the event of death, transfer, or resignation of that Alternate Representative from the company or organization he represented, the company or organization of that Alternative Representative shall have the right to name and nominate another Alternate Representative in accordance with the process laid out previously in this Clause.

(10) The Council may constitute an Executive Council who shall during the term exercise all such powers and do all such acts and things as may be exercised or done by the Council. The Executive Council shall consist of the following office

bearers of the Council, the Chairman, the Secretary and the Treasurer and an additional two (2) members from the Council to be appointed in a Council meeting. The Chairman shall have a casting vote. The Executive Council shall act under the general direction of and shall be responsible to the Council. The Executive Council may meet and adjourn as they think proper and may regulate their own procedure. Any three (3) members of the Executive Council shall constitute the quorum for an Executive Council meeting and all decision shall be by a simple majority. In the event of an equality in votes, the Chairman shall have a casting vote, but if he is not present, then the Secretary shall have the casting vote. In the event of a vacancy occurring in the Executive Council for whatever reason, the Council may make an interim appointment from the remaining members of the Council to become a member of the Executive Council until the Annual General Meeting of the next election year.

(11) The Council shall meet as often as necessary but at least once every six months. The Chairman acting alone, or not less than three of its members acting together may call for a meeting of the Council to be held at any time.

(12) One half of the number of the Council members including at least one half of the Permanent Council Members must be present for its proceedings to be valid and to constitute a quorum at the Council Meetings. At least 7 days' notice of each meeting shall be given to all the members of the Council.

(13) At all Council Meetings the Chairman, or in his absence, one of the Vice-Chairman shall take the chair. In the absence of the Chairman and Vice-Chairman, the Secretary shall exercise the functions of Chairman.

(14) Any Council Member (including Permanent Council Members) absent from the three consecutive Council Meetings without any explanation satisfactory to the Council may be deemed to have resigned therefrom.

(15) The Council may make, repeal and amend any by-laws which are not inconsistent with the Clauses herein.

(16) All by-laws or revocations, rescissions or alternations thereof shall be posted on the notice board of SOPPOA's premises and be sent to every member and, upon the expiry of 14 days therefrom, shall become binding on all members if there be no requisition under Clause 7(2) of an Extraordinary General Meeting.

(17) Indemnity

(a) The member of the Council, the Secretary and external auditors shall be indemnified by SOPPOA from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen from their own respective willful default, or in the case an auditor his own negligence or willful default or that any partner or employee of such auditor.

(b) No member of the Council, the Secretary or external auditor shall be liable for any other member of the Council, officer or for joining in any receipt or document, or for any act conformity, or for any loss or expense happening to SOPPOA unless the

same happen from his own willful default, or in the case of any auditor from his own negligence or willful default, or that of any partner or employee of such auditor.

(18) The Council shall, subject to the provisions of this constitution, have all power conferred on it by this constitution including, without limitation, the power to cause SOPPOA to enter into partnership or any other arrangement with any person or company or government agency or partnership of any kind for the purpose of advancing, directly or indirectly, the objective set out in Clause 3 herein or for any other purpose which the Council may in its discretion deem appropriate.

(19) (a) The Council may appoint and/or employ such number of persons, one of which shall be the principle officer of SOPPOA, for such period of time and at such salary or allowance and be subject to such conditions of services, as may from time to time determined by the Council.

(b) The principle officer shall be responsible for the day-to-day administration of the Secretariat and management of the affairs of SOPPOA and to exercise such duties and powers as may be entrusted or delegated by the Council.

(c) The principle officer appointed under sub-clause (a) shall be responsible to the Council and executive council and may participate without the right to vote in the Council, executive council and committee meeting.

(20) A resolution in writing, signed by the majority of Council Members for the time being entitled to receive notice of a Council Meeting, shall be as valid and effectual as if it had been passed at a Council Meeting duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Council Members.

## **CLAUSE 9 DUTIES OF OFFICE BEARERS**

(1) The Chairman shall during his term of the office preside at all Council and General Meetings of SOPPOA and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and sign the minutes of all meetings at the time when they are approved.

(2) The 1st Vice-Chairman shall assist the Chairman in his duties and shall deputize for the Chairman during the latter's absence.

(3) The 2nd Vice-Chairman shall assist the Chairman and the 1st Vice Chairman in their duties and shall deputize for the Chairman and 1st Vice-Chairman during their absence.

(4) The Secretary shall conduct the business of SOPPOA in accordance with its constitution. He shall be responsible for conducting all correspondence and keeping all books, documents and paper except the financial records for both the Council and executive council referred to in Clause 8(10) . He shall attend all meetings and

record the proceedings.

(5) The Deputy Secretary shall deputize the functions of the Secretary during his absence.

(6) The Treasurer shall be responsible for the finance for SOPPOA. He shall keep account of all its financial transactions and shall be responsible for their correctness. The financial year shall be from 1 January to 31 December each year.

(7) The Deputy Treasurer shall deputize the functions of the Treasurer during his absence.

(8) The Council Members shall assist the other Office bearers as and when requires by the council.

## **CLAUSE 10 FINANCIAL PROVISION**

(1) The financial year of SOPPOA shall commence on 1st January and end on 31st December annually.

(2) The incomes and properties of SOPPOA shall be applied solely toward the promotions of the objectives of SOPPOA and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to the person or persons who at any time are or have been members of SOPPOA or to any person claiming through them. But nothing herein contained shall prevent the payment in good faith as remuneration to any office-bearers or servant of SOPPOA or to any member thereof or other person in return for any service actually rendered to SOPPOA.

(3) The Treasurer or the agent appointed by the Council may hold a petty cash advance no exceeding Ringgit Malaysia Five Hundred (RM500.00) at any one time. All money excess of this sum shall within seven days of receipt be deposited in a bank approved by the Council. The bank account shall be in the name of SOPPOA.

(4) All cheques or withdrawal notices or banking instructions of SOPPOA's accounts shall be signed jointly by any two (2) of; (a) the Treasurer, and (b) either the Chairman, the 1st Vice Chairman, the 2nd Vice Chairman, or the Secretary. In the absence of the Treasurer, the Deputy Treasurer may sign in his place. In the event that any of the authorised signatories under Clause 10 (4)(a) are unavailable, the Council may by resolution appoint an alternative Council Member to act as signatory for that transaction.

(5) Expenditure of RM50,000.00 or below at any one time may be approved by the Chairman together with the Secretary and the Treasurer.

(6) Expenditure exceeding RM50,000.00 at any one time must be authorized by the executive council.

(7) Expenditure exceeding RM200,000.00 at any one time must be authorized by a Council Meeting.

(8) No expenditure exceeding RM 1,000,000.00 at any one time shall be incurred without the prior sanction of a General Meeting.

(9) 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 and audited by the Auditor appointed under Clause 11. The audited accounts shall be circulated together with the notice and agenda for approval at the next Annual General Meeting, and copies shall be made available at the registered address of SOPPOA for the perusal of its Members.

(10) A budget shall be tabled at the Council Meeting outlining income and expenses of SOPPOA for the coming financial year. The budget once approved by the Council Members shall form the basis of all financial transactions of SOPPOA. Notwithstanding the foregoing, the Council may by a special meeting approve any extraordinary item of expenditures which arises in the year but has not been budgeted for carrying out the objectives and to protect the interests of the members of SOPPOA and the oil palm industry.

## **CLAUSE 11 AUDITORS**

(1) An auditor shall not be a Council Member of SOPPOA, shall be appointed at the Annual General Meeting and shall hold office for one (1) year and shall be eligible for re-appointment each year.

(2) The Auditor shall be required to audit the accounts and vouchers of SOPPOA for the year, and to prepare a report or certificate for the Annual General Meeting. He shall have the power to request the production of the books, papers, documents and accounts thereof and shall furnish a report thereon to the Annual General Meeting or whenever required to do so by the Council.

## **CLAUSE 12 PROPERTY ADMINISTRATOR**

Appointment of Officers Under Section 9 (b) Of Societies Act, 1966 (Act 335)

(1) The Chairman and two Vice Chairman, upon election, shall deem to be the three officers under section 9(b) of the Societies Act, 1966.

(2) They shall hold office for a term of two years and subject to clause 8(4), they shall be eligible for re-appointment.

(3) The officers appointed under this Clause shall deal with immovable properties of SOPPOA in such manner as the general meeting may direct subject to these Clauses and provided that all immovable properties shall be registered in the name of SOPPOA.

(4) The officers shall not sell, withdraw or transfer any of the property of SOPPOA without the consent and authority of a General Meeting of members and in accordance to these Clauses.

(5) Any officers may be removed from office by a general meeting on the ground that owing to ill health, unsoundness of mind absence from the country or for any reason be is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation and removal of an officer before the Annual General Meeting, the vacancy shall be filled by a circular resolution passed in the Council Meeting convened for the purpose.

#### **CLAUSE 13 INTERPRETATION**

Between Annual General Meetings the Council shall interpret the constitution of SOPPOA and, when necessary, determine any point on which the constitutions are silent.

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

(1) SOPPOA in General Meeting may appoint or designate the original founder(s) and/or the immediate out-going Chairman of SOPPOA to be an advisor or advisors of SOPPOA equivalent to the term of the Council. The immediate out-going Chairman shall, unless he is re-elected to the Council in accordance with Clause 8(5) and subject to Clause 8(6), shall automatically assume the position of an Advisor of SOPPOA for one term.

(2) The Advisors shall be entitled to attend such meetings of the Council, executive council or committee appointed by the Council but the Advisor shall have no voting rights at any such meetings. The Advisors shall advise based on their experience and to assist the Council in decision making.

(3) The immediate out-going Chairman shall subject to Clause 8, advise and assist the Council or executive council in making decisions.

#### **CLAUSE 15 PROHIBITION**

(1) No benefits as defined under Section 2 of the Societies Act, 1966 shall be given by SOPPOA to any of its member.

(2) No person shall hold office in the Society or become an advisor or employees of SOPPOA if he is disqualified under Section 9A of the Societies Act, 1966.

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



(1) SOPPOA may, by one-half of the total of the voting members or twice the number of the Council Members present at any Annual or Extraordinary General Meeting of SOPPOA convened for the purposed, make any new Clause or repeal, alter, suspend or vary any existing Clause. At least twenty-one (21) days notice shall be given to the ordinary members by circular or advertisement of any proposed alteration of Clauses.

(2) Any amendments or alterations shall take effect from the date of their approval by the registrar of Societies.

## **CLAUSE 17 DISSOLUTION**

(1) SOPPOA may be voluntarily dissolves by a resolution of not less than three-fifths of total ordinary membership at a general meeting convened for the purpose.

(2) In the event of SOPPOA being dissolved 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 of SOPPOA shall be given to the Registrar of Society 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

GOLDEN OIL DROPLET symbolize the value of palm oil to humanity, now and forever

DESIGN OF PALM LEAF pointing skywards symbolizes the progress of the industry and continuous contributions to the state and its people as well as the world.

THE GREEN COLOR symbolized growth and the sustainable practices of oil palm cultivation.

THE GOLD COLOR symbolizes good health, the golden oil providing healthy food for people all over the world.

THE RED SYMBOLIZES the human race, filled with energy and increased enthusiasm and interest.

GOLDEN YELLOW also symbolizes the sun's rays and power filled with creativity and intellectual energy.

THE PALM OIL INDUSTRY is in support of humanity, sustainability and economic wealth of the nation.

3. Badge

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Description

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## CLAUSE 19 **ANNUAL RETURN**

The secretary shall, within sixty (60) days after the holding of the Annual General Meeting of SOPPOA forward to the Registrar of Societies an annual return in the prescribed forms.