

**MALAYSIAN ASSOCIATION
OF TOUR AND TRAVEL
AGENTS
(MATA)**

CONSTITUTION

**Wisma MATA, No. 6 Jalan Metro Pudu 2, Fraser Business Park,
off Jalan Yew, 55100 Kuala Lumpur
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E-mail : admin@matta.org.my Website : <http://www.matta.org.my>**

ARTICLE I **NAME AND REGISTERED PLACE OF BUSINESS**

1. The name of this Association shall be "PERSATUAN EJEN - EJEN PELANCONGAN DAN PENGEMBARAAN MALAYSIA" (MALAYSIAN ASSOCIATION OF TOUR AND TRAVEL AGENTS) (MATTA) and shall hereinafter be referred to as "The Association".
- 1.1 The registered place of business of the Association shall be at No 6 Jalan Metro Pudu 2, Fraser Business Park, off Jalan Yew 55100 Kuala Lumpur or at any place that may be decided on by the Executive Council. Any change to the registered place of business of the Association must be duly notified to the Registrar of Societies.

ARTICLE II **EMBLEM, BADGE AND LOGO**

1. Logo

The logo is an oval shaped object of which the left hand half side is a symbolical globe in white background with blue colour latitude and longitude lines and the right hand half side, in blue colour background with a stylised version of an aircraft in white colour. Underneath and surrounding half of both sides of the above design are two stylised hands in red colour holding up the globe. At the base of the stylised hands are the modern type-face English letters in black colour spelling MATTA. The name of the Association in Bahasa Malaysia is written Persatuan Ejen - Ejen Pelancongan Dan Pengembaraan Malaysia.
2. Emblem And Badge
 - 2.1 The emblem and badge of the Association have the word "AHLI" added to the top of the logo in a converted half circular shape.
 - 2.2 The name, emblem, badge, logo or other insignia of the Association are for the exclusive use of members.
 - 2.3 The logo may be used if so authorised by the Executive Council.

ARTICLE III **VISION & MISSION**

1. Vision

MATTA will contribute significantly to the growth and development of the travel and tourism industry in Malaysia.

2. Mission

MATTA shall ensure that its members will operate ethically and professionally and meet the needs of travelers by providing effective advocacy in industry and government affairs, training, education and communications initiatives as well as marketing opportunities.

ARTICLE IV **OBJECTIVES**

1. To develop networking for business opportunities globally.
2. To make representations on behalf of members to Government and all organisations with which the Association has common interests.
3. To seek affiliations with other organisations connected with the travel and tourism industry.
4. To nominate representatives from members, to serve in committees related to travel and tourism industry.
5. To encourage ethical standards of business conduct within the travel and tourism industry according to MATTA Code of Ethics.
6. To study, educate, develop and promote the travel and tourism industry.
7. To educate and create awareness of the travel and tourism industry to the public.
8. To encourage social activities which will promote understanding, goodwill and fellowship amongst members.
9. To promote fair competition in the spirit of free enterprise.
10. To organize or participate in activities pertaining to the travel and tourism industry

11. To invest in companies and projects pertaining to the travel and tourism industry for the benefit of the Association. All proceeds derived shall be used to promote the objectives of the Association and towards social responsibilities of the Association.
12. To acquire buildings and assets to benefit the Association.

ARTICLE V **LIMITATIONS**

In pursuance of the objectives stated in the Article IV, the Association shall not:

1. Be used for any trade union or political purposes whatsoever.
2. Impose on its members any limitations whatsoever arising from differences of race, gender, religion, political opinions or social standards.
3. Be involved in travel and tour business or hold shares directly or indirectly in companies operating as a travel agency, tour operator or transportation operator

ARTICLE VI **MEMBERSHIP**

Membership in the Association shall comprise of business establishments or organisations in the travel and tourism industry.

There shall be four categories of membership namely "Active", "Associate", "Affiliate" and "Branch".

1. Active Membership is open to all locally incorporated companies licenced to operate as such by the relevant authorities in Malaysia.
2. Associate Membership is open to any business establishment, which is not a tour operator or travel agency,
 - 2.1 whose business is related or associated to the travel and tourism industry which has been approved by relevant authorities to do so business in Malaysia.
 - 2.2 which is a foreign licenced entity related to the travel and tourism industry.

3. Affiliate Membership is open to all "Travel and Tourism Industry Associations" registered in Malaysia or by the relevant authorities of any foreign country.
4. Branches of Members that have branch operations which are duly licenced by the relevant authorities must apply for Branch Membership of the Association.

ARTICLE VII

APPLICATION FOR MEMBERSHIP, ENTRANCE FEE, RIGHTS AND OBLIGATIONS, TERMINATION AND RESIGNATION

1. Application for Membership
 - 1.1 Application for admission to the Association shall be made in writing to the Hon. Secretary General on the appropriate form approved by the Executive Council.
 - 1.2 Deleted
 - 1.3 The application shall be considered and approved by the Management Committee.
 - 1.4 Upon admission, the member shall nominate the Official and Alternate delegates. Each member may send only one delegate to attend the general meetings.
2. Entrance Fee
 - 2.1 The Entrance Fee shall be as follows:

(i)	Active, Associate and Affiliate Member	RM500.00
(ii)	Branch Member	RM100.00
 - 2.2 Annual subscription fee shall be as follows:

(i)	Active Member	RM250.00
(ii)	Branch Member	RM125.00
(iii)	Associate Member	RM500.00
(iv)	Affiliate Member	RM500.00

2.3 For Affiliate Membership with reciprocal arrangement, the Executive Council has the authority to waive the entrance and subscription fee.

3. Rights of Members

3.1 Active Members whose current subscriptions have been paid have the following rights:

- a) to vote at the Annual General Meeting and Extraordinary General Meeting.
- b) to take part in all meetings and events arranged by the Association under conditions set by the Executive Council.
- c) to hold office in the Association, subject to Article X, item 1.8 of the Constitution.

3.2 Associate, Affiliate and Branch Members whose current subscriptions have been paid, have the right to take part in all meetings and events arranged by the Association under conditions set by the Executive Council but without the right to vote or hold office in the Association.

3.3 Each Member shall nominate one official delegate and one alternate delegate to exercise all its rights and privileges. Such delegates shall be employees or directors of the Member and must be registered with the Association. A delegate shall only represent one Member at any one time, subject to Article IX, item 7.2 of the Constitution of the Association.

4. Obligations of Members

4.1 All members have inter alia, an obligation:

- a) to abide by the Constitution of the Association.
- b) to attend as frequently as possible all events organized by the Association.
- c) to uphold and protect the objectives and the name of the Association.
- d) to abide by the Code of Ethics of the Association.
- e) to fulfill all financial obligations to the Association

5. Termination of Membership

5.1 Members whose subscription has not been received by the Hon. Treasurer by 31st March of the year shall cease to be a member.

6. Resignation

A member may resign from the Association by writing to the Hon. Secretary General.

ARTICLE VIII
CONFORMITY TO THE CONSTITUTION, CODE OF ETHICS,
DISCIPLINE, AND COMPLAINTS

1. Members are required to abide by the Constitution and the Code of Ethics of the Association.

1.1 Members are represented by individuals who have been duly authorized to undertake such representation, and shall be held liable for any breach of any article as stipulated in the Constitution or the Code of Ethics. As such, any disciplinary action served on the Member shall also be deemed to have been served on its Representative.

1.2 A Member or its Representative shall not take legal action against the Association until all avenues under the Constitution and Code of Ethics have been exhausted.

2. Breach of Constitution

2.1 Any member who fails to abide by the Constitution or who for any reason caused moral or material damage to the Association may:

a) be censured, suspended or expelled from membership by the Executive Council.

b) the member concerned shall have the right to be heard by the Executive Council.

c) such decision shall require a two-thirds majority of the Executive Council by secret ballot.

d) a member or members of the Executive Council who may be involved in the case shall have no vote in the decision.

2.2 Any Member aggrieved by the decision of the Executive Council may seek redress from a general meeting as provided for in Article IX item 9.2 whose decision shall be final.

3. Breach of Code of Ethics

3.1 Any member who fails to abide by the Code of Ethics of the Association shall be subjected to the process and procedure as provided for in the said Code of Ethics.

3.2 In the event that the decision of the Appeal Board is to expel the member concerned, the member shall have the right to appeal the case to an Extraordinary General Meeting of members which shall

be called by the Honorary Secretary General as provided for in Article IX, item 9.2. The decision by the Extraordinary General Meeting shall be final.

4. Complaints

- 4.1 Any complaint regarding the business conduct of a member of the Association must be made in writing to the MATTA Secretariat who shall respond within 14 working days.
- 4.2 The Secretariat upon receipt of a complaint with regards to the business conduct of a member of the Association
- a) shall refer the complaint to the Executive Council and the relevant Board as prescribed for in the Code of Ethics.
 - b) if on investigation the complaint is justified, the member complained against shall be advised of the allegations made and must be given the opportunity to refute them before the relevant Boards as prescribed for in the Code of Ethics.
 - c) all investigations and proceedings shall be strictly confidential.
 - d) if the member against whom the complaint is made is not satisfied with the decision of the Appeal Board, the member may appeal to an Extraordinary General Meeting which shall be called by the Honorary Secretary General as provided for in Article IX, item 9.2.

ARTICLE IX **GENERAL MEETINGS**

Annual General Meetings

1. Time and Place

- 1.1 The Executive Council shall set the time and place of the Annual General Meeting which shall take place on or before 30 June of each year or at a later date as appropriately deemed by the Executive Council.

2. Notice

- 2.1 The Hon. Secretary General shall issue formal notice of the Annual General Meeting at least eight (8) weeks before the meeting which shall include the following details:
- a) Date, place and time of the Annual General Meeting.

- b) Preliminary agenda and proposed programme of events.
- c) Instructions concerning the submission of matters for discussion at the Annual General Meeting.
- d) Instructions concerning nominations for elections as provided in this Constitution.
- e) Deleted

3. Powers of the Annual General Meeting

3.1 The Annual General Meeting constitutes the supreme authority of the Association. It alone possesses the following powers:

- a) Election to office of the Executive Council Members.
- b) Appointment of a firm of Chartered Accountants as the External Auditors.
- c) Approval of the Audited Annual Accounts and the Statement of Receipts and Payments for the previous year.
- d) Approval of the Annual Budget.
- e) Acceptance of the Annual Report.
- f) Interpretation and amendments to the Constitution and the Code of Ethics.
- g) Dissolution and liquidation of the Association.
- h) Deleted
- i) Relief from office of the External Auditors.

4. Quorum of Annual General Meeting

4.1 An Annual General Meeting may meet and its deliberations shall be valid if at least one-half plus one person of the total number of Active Members or twice the total number of the Executive Council members whichever is lesser are present. Active Members attending in person only shall constitute a quorum.

4.2 If within half an hour from the time scheduled for the holding of an Annual General Meeting a quorum is not present, it shall be re-scheduled to half an hour later on the same day after the expiry of the scheduled timing for the Annual General Meeting.

4.3 If at such adjourned meeting a quorum is still not present within half an hour of the time scheduled for holding the meeting, the members present, equivalent to not less than the total number of

Executive Members, shall have power to proceed with the business of the day but shall not have power to amend the Constitution of the Association.

5. Agenda at Annual General Meeting

5.1 The Hon. Secretary General shall prepare a detailed agenda of the Annual General Meeting together with copies of the Audited Annual Accounts and the Statement of Receipts and Payments for the previous year, the Annual Budget and the Annual Report, which shall be posted in the MATTA official website (www.matta.org.my) not less than two (2) weeks before the date of the Meeting.

5.2 The Agenda of the Annual General Meeting shall consist of the following :-

- a) Approve the Minutes of the previous Annual General Meeting.
- b) Accept the Annual Report.
- c) Approve the Audited Annual Accounts and the Statement of Receipts and Payments for the previous year.
- d) Accept the Report of the Board of Trustees of MATTA Assets Sdn Bhd and its subsidiaries.
- e) Approve the Annual Budget for the following year.
- f) Elect members of the Executive Council for the next term.
- g) Appoint a firm of Chartered Accountants as the External Auditors.
- h) Consider any matters submitted by any Active member or the Executive Council under Article IX, item 6, if any.
- i) Deleted

5.3 The Agenda shall exclude items (f) in any year in which elections are not held, as provided under Article X, item 5.2.1.

6. Matters for Discussion

6.1 Matters for inclusion on the agenda of the Annual General Meeting may be submitted by :

- a) Any Active Member
- b) The Executive Council

- 6.2 A member wishing to submit a matter for the agenda shall forward it in writing to the Executive Council at least six (6) weeks before the date of the Annual General Meeting.
- 6.3 The Executive Council cannot refuse to submit these matters to the Annual General Meeting.
- 6.4 Proposals for amendments to the Constitution shall be submitted only in accordance with Article XVII of the Constitution.
7. Decisions and votes at Annual General Meeting
- 7.1 Each nominated delegate of an Active Member present shall be entitled to one vote at the Annual General Meeting. No person present at the Annual General Meeting other than the authorised delegate can vote. In the event of a tie in the numbers of votes, the Chairman may exercise a casting vote.
- 7.2 Deleted
- 7.3 All items on the agenda should be discussed at the Annual General Meeting unless by majority of a show of hands, the meeting decides to dispose of any item on the agenda without debate.
- 7.4 The Annual General Meeting can only vote on items which appear on the agenda. The decisions shall be by a majority of valid votes expressed, except where otherwise provided by the Constitution.
- Vote shall be expressed by show of hands unless a secret ballot is demanded by a simple majority of members present. Members who did not vote for whatever reason shall be considered as having abstained. Abstentions shall be considered as void and shall not be considered in calculating a majority.
- 7.5 Deleted
- 7.6 The position of the Vice President for Ticketing, Outbound, Inbound and Ground Transportation shall be elected by those licence holders issued by the relevant authorities, classified in the same category of membership as follows :-
- a. Vice President Ticketing
 - by holders of Ticketing licence
 - b. Vice President Outbound
 - by holders of Outbound licence

c. Vice President Inbound
- by holders of Inbound licence

d. Vice President Ground Transportation
- by holders of Inbound licence

7.7 The positions of the Representatives representing the Federal Territory Kuala Lumpur / Putrajaya and any other State and/or Federal Territory, shall be elected by those members registered in the Federal Territory Kuala Lumpur / Putrajaya or the State and/or Federal Territory concerned.

7.8 The positions of Bumiputera status Representatives shall be elected by those members with Bumiputera status.

8. Minutes of Annual General Meetings

8.1 The Minutes of each Annual General Meeting shall be recorded by the Hon. Secretary General.

8.2 A copy of the minutes shall be furnished to each member by the Hon. Secretary General within three (3) months from the Annual General Meeting.

9. Extraordinary General Meetings

9.1 An Extra Active General Meeting may be called by the Hon. Secretary General either by:

- a) demand by a two-thirds majority of the Executive Council
- b) a written request by Active Members of at least twice the total number of the Executive Council members
- c) External Auditors.

9.2 A member may demand for an Extraordinary General Meeting to be called if he is not satisfied with the decision of the Executive Council on a complaint against him as provided under Article VIII, item 2.2 and 3.2 of the Constitution.

9.3 Any demand for an Extraordinary General Meeting other than by the Executive Council shall be addressed to the Hon. Secretary General in writing.

9.4 The Hon. Secretary General shall convene the Extraordinary General Meeting within six (6) weeks following the date of receipt of the demand.

9.5 The Hon. Secretary General shall issue a formal notice to the members at least two weeks before the date of meeting, and in his notice shall give details of the matters for discussion.

- 9.6 All decisions shall be taken by a majority of Active Members present and voting except as provided for under Articles XVII (Amendments) and Article XX (Dissolution of the Association).
10. Quorum for Extraordinary General Meetings
- 10.1 An Extraordinary General Meeting may meet and its deliberations shall be valid if at least one-half plus one person of the total number of Active Members or twice the total number of the Executive Council members whichever is lesser are present. Active Members attending in person only shall constitute a quorum.
- 10.2 If within half an hour from the time scheduled for the holding of an Extra Active Meeting a quorum is not present, it shall stand adjourned as provided under Article IX, item 4.2 and 4.3.
11. Attendance at General Meetings
- 11.1 Any changes to the registered names of Official & Alternate delegates of Members shall be notified to the Hon. Secretary General at least 2 weeks prior to any General Meeting.

ARTICLE X **EXECUTIVE COUNCIL**

1. The administrative and executive body of the Association shall be an Executive Council of not more than thirty three (33) members which shall consist of eleven (11) Management Committee Members as described in item 1.2 and not more than twenty one (21) elected Members as described in items 1.5 and 1.10 and one (1) Ex-Officio Member as described in item 1.6.

1.2 Management Committee

The Management Committee shall all be Active Members elected at the Annual General Meeting, except for the Hon. Secretary General who shall be appointed as described in item 1.9 and the Immediate Past President who shall have been the President of the term immediately preceding.

1.2.1 The Management Committee shall comprise of

i) Principal Officers

1. President
2. Deputy President
3. Honorary Secretary General
4. Honorary Treasurer

ii) Committee Members

Vice President - Ticketing
Vice President - Outbound
Vice President - Inbound
Vice President - Ground Transportation
Vice President - Education and Training
Vice President - Research and Technology
Immediate Past President

1.3 Definitions of office bearers

- a One Active Member which is an outbound tour operator shall be the Vice President to head the Outbound Sub-Committee.
- b One Active Member which is an inbound tour operator shall be the Vice President to head the Inbound Sub-Committee.
- c One Active Member which is a ground transport operator shall be the Vice President to head the Ground Transportation Sub-Committee.
- d One Active Member which is an International Air Transport Association accredited ticketing agent shall be the Vice President to head the Ticketing Sub-Committee.
- e One Active Member shall be the Vice President to head the Education and Training Sub Committee.
- f One Active Member shall be the Vice President to head the Research and Technology Sub Committee.

1.4 The Immediate Past President is to provide continuity in the event that a new President is elected. If the President continues for the second term of office, the Immediate Past President shall also remain in office.

- 1.4.1. A council of Past Presidents shall be set up to be advisors to the Executive Council and Association. The Executive Council shall invite Past Presidents to be in Council based on set criteria such as must

have served one full term of office, have not left the trade and industry, and any other criteria deemed necessary by the Executive Council.

1.5. Not more than nineteen (19) Active Members shall be elected at the Annual General Meeting out of which each of the following member interests shall be represented as stated in the following items of (a), except for Kuala Lumpur / Putrajaya which will continue to be represented by two representatives, and (c).

(a) State and Federal Territory representatives as follows:-

- i) Perlis
- ii) Kedah
- iii) Penang
- iv) Perak
- v) Kelantan
- vi) Terengganu
- vii) Pahang
- viii) Selangor
- ix) Negeri Sembilan
- x) Melaka
- xi) Johor
- xii) Sabah
- xiii) Sarawak
- xiv) Kuala Lumpur / Putrajaya
- xv) Labuan

(b) Deleted

(c) Three (3) Active Members which shall be Bumiputera in status.

1.6 One Ex-Officio who shall be the representative from the relevant Ministry responsible for Tourism, and who shall have no voting right.

1.7 In the event that Chapters are formed as provided for in Article XI, the Chapter Chairman automatically becomes the Executive Council member representing the state or Federal Territory provided that no one company with single legal entity holds more than one Executive Council position.

1.7.1 In the event that a Chapter cannot be formed due to there being less than twenty (20) Active Members located in a state or Federal Territory, then members in such state or Federal Territory shall combine with members from an adjoining state or Federal Territory to form a Chapter with the approval of the Executive Council.

- 1.8 All members of the Executive Council and every officer performing executive functions in the Association shall be Malaysian Citizens.
- 1.9 The Hon. Secretary General shall be an Active Member who shall be appointed by the Executive Council.
- 1.10 Up to two (2) Active Members who shall be appointed by the Executive Council if deemed necessary.

2. Powers and Duties

- 2.1 The decision of the Executive Council and the relevant Boards prescribed in the Code of Ethics shall be final subject only to appeal at the next Annual or Extraordinary General Meeting.

The Executive Council shall have the following powers and duties:

- (a) Administering the Association and taking all decisions other than those which are the prerogative of a general meeting in accordance with the Constitution.
- (b) Representing the Association at all occasions.
- (c) Delegating the duties of each Council Member.
- (d) Deleted
- (e) Appointing sub-committees and its members for special duties.
- (f) Employing paid staff to carry out the administrative duties.
- (g) Summoning any General Meeting and applying the decisions taken by them.
- (h) Arbitrating in any differences which may arise within the Association whenever its arbitration is requested by both parties concerned.
- (i) Undertaking all actions which are conducive to the attainment of any or all of the objectives of the Association, except for the objective in Article IV, item 11 that permission be sought from the General Meeting.
- (j) Deleted

2.2 Duties of the Officers

The powers, actions and duties of the Executive Council members in all matters in administering and representing the Association, shall be deemed to have been acting for and in the best interest of the Association, provided that the objectives of the Association are upheld.

3. Executive Council Meetings

3.1 The Executive Council shall meet upon notice from the Hon. Secretary General on the following occasions:

a) A joint meeting within 4 weeks after the Annual General Meeting at which elections are held comprising of both outgoing and incoming Executive Council members to effect the smooth hand over of portfolios and duties.

b) At least once every three (3) months or such other occasions as the Executive Council may decide.

3.2 It shall also be convened at any time that an appeal is made for its arbitration, or whenever a majority of its members make a written request to the President.

3.3 Quorum of the Executive Council

3.3.1 At all meetings of the Executive Council, one-half plus one of its members shall constitute a quorum. If within half an hour from the time scheduled for the Executive Council meeting a quorum is not present, the Executive Council shall reschedule the meeting.

3.4 Deleted

3.5 Minutes of the Executive Council Meetings

3.5.1 The Hon. Secretary General shall prepare the minutes of each meeting of the Executive Council and submit a copy to the Executive Council members within one month from the date of the meeting.

3.5.2 After confirmation at the following meeting of the Executive Council members, the minutes shall be signed by the President or the Chairman as correct.

3.5.3 The debates and proceedings of the Executive Council shall be confidential. However the minutes of the Executive Council meeting shall be made available to Active Members upon their written request.

4. Duties of the Officers

4.1 The President shall:

- i) preside at all general meetings and at all meetings of the Management Committee and the Executive Council.
 - ii) represent the Association on all occasions as may be necessary.
 - iii) supervise the activities of the Management Committee and the Executive Council and perform such other duties as usually pertaining to his office.
 - iv) delegate all or any part of his duties to the Deputy President, or in his absence, the Hon. Secretary General or the Hon. Treasurer, or any of the Executive Council members.
- 4.2. However, all documents legally binding the Association must bear the signature of the person(s) duly authorised by the Executive Council.
- 4.3. The Hon. Treasurer is empowered to
- a. Receive on behalf of the Association all income arising from:-
 - i) Entrance fees.
 - ii) Subscriptions of members.
 - iii) Revenue from organised events
 - iv) Investment
 - v) Donations, etc.
 - b. Shall ensure the proper records of members' subscription and accounts of the Association, its subsidiary companies and Chapters. The bank account shall be in the name of the Association, or its subsidiary companies.
 - c. To make all payments on account of the Association and its subsidiary companies as per Article XV, item 5.
 - d. He shall present an Audited Annual Accounts and the Statement of Receipts and Payments and the Annual Budget for the following year to the Executive Council who shall approve it.
 - e. To table the Audited Annual Accounts and the Statement of Receipts and Payments and the Annual Budget for the following year to the Annual General Meeting who shall approve it.
- 4.4 The Hon. Secretary General is responsible for:
- (a) Preparing the agenda and minutes of meetings of the Management Committee, Executive Council and the General Meetings.
 - (b) Preparing and despatching notices of meetings.
 - (c) Receiving, preparing and despatching all correspondence.

- (d) Presenting membership applications.
- (e) Deleted
- (f) Complete the Annual Report of the Association activities, which shall be approved by the Executive Council for submission to the Annual General Meeting.
- (g) Preparing and publishing a periodical Newsletter.
- (h) Keeping an up-to-date Register of members, and their addresses and business affiliations.
- (i) To post an updated copy of the Constitution and Code of Ethics of the Association to all members in MATTA official website.

5. Eligibility and Nominations to the Executive Council

- 5.1 Only the Official delegates of Active members in accordance to Article VII item 1.4., who have served for at least for one full term in the Executive Council, shall be eligible for nomination for the President.
 - 5.1.1 All Official Delegates of Active members to be eligible for nomination to the Executive Council, except for the position stated in Article X item 5.1, must be a member for at least two years.
 - 5.1.2. All nominations to the Executive Council shall be made by Active Members to the Hon. Secretary General such candidates at least four (4) weeks prior to the date of the Annual General Meeting.

Only Official or Alternate representative of Active Members are eligible for nomination.
 - 5.1.3. Nomination for the position of Vice President for Ticketing, Outbound, Inbound and Ground Transportation shall be made by Active Members classified in the categories of membership as provided under Article IX item 7.6.
 - 5.1.4. Nomination for the position of Bumiputera status Representative shall be by Active Members whose equity is majority owned by Bumiputera.
 - 5.1.5. Nominations for the position of representatives of any states and / or Federal Territory shall be made by Active Members registered in the particular state and /or Federal territory concerned.

5.2 Term of Office

- 5.2.1 The term of office of each of the Management Committee and Executive Council Members of the Association shall be two consecutive years, specifically the period covered from one Annual General Meeting at which elections are held to two subsequent Annual General Meetings thereafter, unless

such term is varied by an Extraordinary General Meeting held in the interim or officers are removed under the provision of Article VIII or resigned under the provision of Article X, item 5.3.1.

5.2.2 Limitation of Term of Office

The Management Committee and Executive Council Members can only hold a particular position for a maximum of two consecutive terms. The Management Committee and Executive Council Members who have completed two consecutive terms in a particular position can only stand for the same position again after a lapse of one term. However, they can be nominated for election to other positions in the Executive Council.

The Management Committee and Executive Council Members who do not complete their term of office for any reason whatsoever are deemed to have completed their term of office.

5.3 Vacancies in the Executive Council

5.3.1 Any member of the Executive Council who fails to attend three consecutive Executive Council meetings without valid reason shall be considered to have resigned from the Executive Council.

5.3.2. Vacancies which may occur in the Executive Council between Annual General Meetings shall be filled until the next Annual General Meeting in which election are held, the following manner:

- (a) In the event the President vacates his position during his term, the position shall be assumed by the Deputy President.
- (b) In the event that one of the Executive Council Members vacates his position, the Executive Council shall make an appointment to fill the vacancy, except where the position is held by a Chapter Chairman in which case the vacancy will be filled according to Article XI, item 1.3.5 (a).

6. Sub-Committees

6.1 Sub-committees appointed in accordance with the Constitution shall carry out such tasks as directed by the Executive Council and shall submit to the Executive Council such reports as may be required of them.

6.2 The Chairman and members of the various sub-committees shall be appointed by the Executive Council. The Chairman shall be a member of the Executive Council.

ARTICLE XI CHAPTERS

1. Formation of Chapters

- 1.1 The Executive Council may by a majority vote taken at a meeting approve the formation of a Chapter at the written request of at least twenty (20) Active Members of the Association who are located in a particular state. There shall be only one Chapter for each state.

All Active and Branch Members located in a particular state are automatically members of that Chapter.

1.2 Mission and Vision, Objectives and Limitations of Chapters

- 1.2.1 The Vision, Mission and Objectives of the Chapter are identical to those of the Association as outlined in Articles III and IV of the Constitution with the focus at state levels.

- 1.2.2 The activities of Chapters are limited to those of the Association as outlined in Article V of the Constitution and Chapters shall not have affiliations or connections with other organisations without the prior approval of the Executive Council of the Association.

1.3 Chapter Committee

- 1.3.1 A Chapter Committee consisting of the following shall be elected at the Chapter General Meeting.

- (a) A Chapter Chairman – shall chair all general and chapter committee meetings and be responsible for the activities of the Chapter proper conduct.

Only the Official Delegates of Active members who have served for at least one full term in the Executive Council or Chapter Committee shall be eligible for nomination for the Chapter Chairman.

- (b) A Chapter Deputy Chairman – shall carry out the duties and functions of the Chairman, in the absence of the Chairman.

- (c) Chapter Honorary Treasurer - shall be responsible for the finances of the Chapter. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. All payments by the Chapters shall be made by cheques drawn on the account of the Chapter and signed by authorised signatories subject to Article XI, item 1.5.4

(d) Four (4) Committee Members, as below –

Committee member – Inbound / Ground Transportation
Committee member – Ticketing / Outbound
Committee member
Committee member

(e) The Immediate Past Chapter CHAIRMAN

The Immediate Past Chapter Chairman is to provide continuity in the event that a new Chairman is elected. If the Chapter Chairman continues for the second term of office, the Immediate Past Chapter Chairman shall also remain in office.

(f) Chapter Honorary Secretary – shall be an Active Member who shall be appointed by the Chapter Committee, and he shall be responsible for the chapter in carrying out its business in accordance with the Constitution of the Association and to carry out the instructions of the General Meeting and of the Committee. He shall be responsible for the administration of the Chapter. He shall attend Chapter Committee meetings, and record its proceedings. He shall maintain an up-to-date membership register.

(g) Up to two (2) Active Members who shall be appointed by the Chapter Committee if it deemed necessary.

1.3.2 The members of the Chapter Committee and every Officer performing executive functions in the Association shall be Malaysian citizens.

1.3.3 The Chapter committee shall meet at least four times a year. The quorum for the Chapter committee shall be one half plus one of total Committee Members.

1.3.4 All Active, Associate, Affiliate and Branch Members of the Association are eligible to become members of Chapters in the State where their office is located.

1.3.5 In the event if one of the Chapter Committee members vacates his position:

(a) In the event the Chairman vacates his position during his term, the position shall be assumed by the Chapter Deputy Chairman until the next Annual General Meeting in which elections are held.

(b) In the event that one of the Chapters Committee Members vacates his position, the Chapter Committee shall make an appointment to fill the vacancy until the next Annual General Meeting at which elections are held.

1.3.6 The powers, actions and duties of the Chapter Committee members in all matters in administering and representing the Chapter shall be deemed to have been acting for and in the best interests of the Chapter, provided that the objectives of the Chapter are upheld.

1.3.7 Nomination to the Chapter Committee shall be made by Active Members of the Chapter, by forwarding to the Hon. Secretary a list nominating such candidates at least four (4) weeks prior to the date of the Chapter Annual General Meeting. Only Official Representatives of such Active Members are eligible for nomination.

1.4 Chapter General Meeting

1.4.1 Active Members of MATTA who are members of Chapters are entitled to one (1) vote per member.

1.4.2 The Chapter Annual General Meeting shall be held not later than 31st March. The notice of the Chapter Annual General meeting shall be issued at least eight (8) weeks before the meeting which shall include the time, date and place as well as agenda of the meeting. The audited accounts, reports and agenda details shall be dispatched not later than two (2) weeks prior to the date of the Annual General Meeting.

1.4.3 The Chapter Annual General Meeting shall conduct the following business:

- (a) Election of the members of the Chapter Committee.
- (b) Deleted
- (c) Approval of the Audited Annual Accounts and the Statement of Receipts and Payments for the previous year of the Chapter.
- (d) Matters for Discussion

Matters for inclusion of the agenda of the Annual General Meeting may be submitted by:

- i) Any Chapter Active Member
- ii) The Chapter Committee

A member wishing to submit a matter for the agenda shall forward it in writing to the Chapter Committee at least six (6) weeks before the date of the Annual General Meeting.

The Chapter Committee cannot refuse to submit these matters to the Annual General Meeting.

1.4.4 The Extraordinary General Meeting of the Chapter shall be convened if:

- a. instructed to do so by the Executive Council of the Association.
- b. deemed necessary by the Chapter committee by a two thirds majority decision.

- b. requested by two-third (2/3) of the Chapter members in writing.
- 1.4.5 The Chapter Committee shall fix a date for the meeting within four (4) weeks of such instruction or request.
- 1.4.6 The quorum for any general meeting shall be at least one-half plus one (1) member of the total number of Chapter Active Members or twice the total number of the Chapter Committee Members whichever is lesser are present. The quorum shall include Chapter Active Members attending in person only. If within one hour of the time scheduled a quorum is not reached, the members present, equivalent to not less than the total number of Chapter Committee members, shall have the power to proceed with the business of the day.
- 1.4.7 The term of office of each of the officer of the Chapters shall be two (2) consecutive years of the period covered from one Annual General Meeting to two (2) subsequent Annual General Meeting thereafter. No officer shall hold office in the same capacity for more than two (2) consecutive terms, Election of officer bearers shall be held in the same year with the election of office bearer to the Executive Council.
- 1.4.8 The newly elected Chapter Committee shall assume office at the same time as the new Executive Council, elected at the Annual General Meeting.
- 1.4.9 The Agenda of the Chapter Annual General Meeting shall consists of the following :-
- a) Approve the Minutes of the previous Annual General Meeting.
 - b) Accept the Annual Report.
 - c) Approve the Audited Annual Accounts and the Statement of Receipts and Payments for the previous year.
 - d) Approve the Annual Budget for the following year.
 - e) Elect members of the Chapter Committee for the next term.
 - f) Deleted
 - g) Consider any matters submitted by any Active or the Chapter Committee under Article XI, item 1.4.3 (d), if any.
 - h) 1.4.10 The Agenda shall exclude items (e) in any year in which election is not held, as provided under Article X, item 5.2.1.

1.5 Chapter Finance

- 1.5.1 Each Chapter shall be allocated with such amount of funds for its activities at the discretion of the Executive Council.
- 1.5.2 All funds accumulated at the Chapters of the Association shall be the common asset of the Association.
- 1.5.3 The Chapter Honorary Treasurer shall forward to the Hon. Treasurer of the Association all relevant accounting documents as required by the Hon. Treasurer of the Association.
- 1.5.4 All chapter funds shall be deposited in the name of the Association and operated as follows.

Any two (2) signatories who shall each be from a different grouping as follows:

Group A : Hon Treasurer of the Chapter

Group B : Chairman or Hon. Secretary of the Chapter

Group C : Hon Treasurer of the Association

- 1.5.5 A firm of Chartered Accountants shall be appointed by the Annual General Meeting of the Association as External Auditors of the Chapters' accounts.

1.6 General Provisions

- 1.6.1 Where no special provision has been made in these Rules for any matter relating to the Chapter, the relevant rule relating to the management of the Association shall be followed in so far as it is applicable.
- 1.6.2 The Annual General Meeting and the Executive Council may give instructions to the Chapter General Meeting or the Chapter Committee regarding the management of its affairs.

1.7 Dissolution of Chapters

- 1.7.1 The Executive Council may dissolve a Chapter:
 - a. If for a consecutive period of six months the number of Chapter Active Members is below twenty (20); or
 - b. If the Chapter refuses to abide by the rules of the Association or the decisions of the Chapters meetings are in the opinion of the Executive Council guilty of conduct detrimental to the Association.

- 1.7.2 A decision to dissolve a Chapter shall be by a majority vote at a meeting of the Executive Council, provided that before a decision is taken to dissolve a Chapter on the ground stated in clause 1.7.1 (a) & (b) above. The Chapter concerned shall be given 30 days notice and an opportunity to answer all allegations.
- 1.7.3 The order of dissolution shall be signed by the Hon. Secretary General. On receipt of such order the Chapter shall cease to function except for the purpose of winding up. The chapter aggrieved by an order of dissolution may, by notice in writing to the Hon. Secretary General within 30 days of its receipt, lodge an appeal to convene an Extraordinary General meeting of the Association. Notwithstanding such appeal the order of dissolution shall be operative until set aside, but in such circumstances, the Executive Council may appoint from among its members a caretaker committee to deal with the affairs of the Chapter pending the hearing of the appeal at an Extraordinary General meeting of the Association.
- 1.7.4 It shall be the responsibility of the Chapter Chairman, Chapter Deputy Chairman, the Chapter Honorary Secretary and the Chapter Honorary Treasurer of such chapter to deliver to the Hon. Secretary General all books, records, money and other property in the possession of the Chapter, together with a statement of the accounts of the Chapter from the date of the last submission of accounts to the date of the order of dissolution.

ARTICLE XII **MANAGEMENT COMMITTEE**

1. Management Committee shall comprise of all the members as described in Article X, item 1.2.
2. The Management Committee shall be responsible for the co-ordination and supervision of policy execution, long-range planning, marketing research, priorities, liaison and day to day routine matters.
3. The quorum for the Management Committee meeting shall be one half plus one of its members.
4. The Management Committee reports to the Executive Council at every Council meeting.
5. Any member of the Management Committee who fails to attend three consecutive Management Committee meetings without valid reason shall be considered to have resigned from the Management Committee.
6. No Alternate Representative to Members shall be allowed to sit the Management Committee Meeting.

ARTICLE XIII **INVESTMENTS OF THE ASSOCIATION**

1. Trustees

A professional Trustee Company shall be appointed by the Executive Council to hold in trust all the Association's investments in the form of shares and immovable properties.

2. Directors

The Executive Council shall appoint, and remove, the members of the Boards of Directors of its various subsidiary companies and its representatives on the Boards of Directors of its Associate Companies.

ARTICLE XIV **AUDITORS**

1. A firm of Chartered Accountants shall be appointed by the Annual General Meeting as External Auditors to undertake the Auditing of the Association and its chapters, and its subsidiary companies' accounts. It shall consolidate the Associations and its Chapters' audited accounts.

1.1 Responsibility

The External Auditors are responsible to the Annual General Meeting and do not form part of the Executive Council.

1.2 Duties

The duties of the External Auditors are:

1.2.1 Examination and Verification of the accounts of the Association, its chapters and its subsidiary companies for which purpose they may require all documents related to the accounts.

1.2.2 Deleted

1.2.3 Examination, as necessary to their duties, of the minutes of the meetings of the Executive Council, Management Committee and chapter committees, for which purpose they shall be provided currently with copies of such minutes for the Executive Council, Management Committee and Chapter Committees as may have a bearing on the accounts and funds of the Association and its chapters.

1.2.4 Presentation of a written report to the Association on the conduct of the finance of the Association and its chapters. This report shall be read to the Annual General Meeting or the Extraordinary General Meeting by the External Auditors, if present, otherwise by a person specially designated for the task. A copy of the written report shall be addressed by the External Auditors to each member of the Executive Council at least 30 days before the date of the Annual General Meeting. The report may not be amended in any respect by the Executive Council or by any one of its members.

1.3 Nomination and Elections

1.3.1 Nomination for election as External Auditors shall be made by members in writing to the Executive Council not less than two (2) weeks before the Annual General Meeting at which elections for these officers will occur.

1.4 Term of Office of the Auditors

1.4.1 The term of office of the External Auditors shall extend from one Annual General Meeting to the next Annual General Meeting thereafter.

1.4.2 At each Annual General Meeting the External Auditors shall be eligible for re-election.

ARTICLE XV **FINANCE**

1. Income

1.1 The income of the Association is derived from:

- a) Entrance Fees
- b) Subscriptions of members.
- c) Revenue from organised events
- d) Investment
- e) Donations, etc

1.2 The income shall be controlled by the Hon. Treasurer in accordance with the Constitution.

2. Subscriptions & Mode of Payment

2.1 Every member shall pay to the Association by 31st January an annual subscription in respect of each financial year of the Association, of which the rate shall be approved by an Annual General Meeting.

- 2.2 New Members shall pay their initial annual subscription in accordance with the following schedule:
- a Those joining in the 1st Half of the Financial Year ;
- full year's subscription
 - b Those joining in the 2nd Half of the Financial Year:
- 50% of the full year's subscription
3. Deleted
4. Bank Account
- 4.1 All funds received by the Hon. Treasurer shall be deposited in a bank to be approved by the Executive Council and the bank account shall be in the name of the Association.
- 4.2(i) All payments shall be made by cheques where possible and signed by at least two principal officers, who shall each be from a different grouping as follows:-
- Group A- President or Honorary Treasurer
 - Group B- Deputy President or Honorary Secretary General
- 4.2(ii) All payments in excess of RM100,000.00 shall be signed by at least three (3) signatories from the two groupings.
5. Any expenditure in excess of RM50,000.00 shall be approved by the Executive Council. Any expenditure up to RM50,000.00 shall be approved by the Management Committee.
As for Chapters, the Chapter Committee may approve any expenditure up to RM10,000.00.
6. Financial Year
- The financial year shall be from the 1st January to the 31st December.
7. Financial Accounts
- The Hon. Treasurer shall prepare and forward all financial documents to the External Auditors for auditing at least eight (8) weeks before the date of the Annual General Meeting.

8. Irregularities

- 8.1 In the case of any irregularities discovered by the External Auditors, they shall immediately inform the Executive Council by a written report.
- 8.2 In the event of serious irregularities involving loss to the Association, the External Auditors may, if considered necessary to propose the summoning of an Extraordinary General Meeting.

ARTICLE XVI
LIABILITIES & INDEMNITY

1. The liabilities of the Association are guaranteed only by its current assets, to the exclusion of all personal responsibility of the members of the Executive Council or the Association.

ARTICLE XVII
AMENDMENTS

1. Amendments to the Constitution shall be made only at an Annual General Meeting or an Extraordinary General Meeting by a two-thirds majority of the members voting at the time such amendments are tabled to the General Meeting.
2. Amendments to the Constitution may be proposed by an Active Member or by the Executive Council.
3. No proposed amendment shall be considered at any General Meeting unless the text of such proposed amendments shall have been addressed in writing to the Hon. Secretary General at least six (6) weeks before the date of the said General Meeting.
4. If the Executive Council shall decide that an emergency exists, proposed amendments may be studied and submitted to the Extraordinary General Meeting.
5. Unless otherwise provided in the terms of the proposal, any amendments to the Constitution duly voted on and approved by the General Meeting shall be circulated to all members within three months from the date of the General Meeting and shall take effect only after approval has been obtained from the Registrar of Societies, Malaysia.
6. Any amendment to the Constitution shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

ARTICLE XVIII **NOTICES**

1. Deleted
2. The Association may send a notice and meeting materials and documents in the form of either a hardcopy in a printed format, and/or a softcopy in a digital format and/or electronic communication to every member and external auditors, and/or posting in the official website of the Association. Where such meeting materials and documents are sent, and/or posted as described hereof, it shall be deemed to be effected by properly addressing, pre – paying sending and posting to any member.
3. **Deleted**
4. **Deleted**

ARTICLE XIX **INTERPRETATION**

1. Where the Articles are silent on any particular point or there is any doubt as to the interpretation of any particular Article the decision of or the interpretation by the Executive Council as the case may be shall be final and binding upon the Members.

ARTICLE XX **DISSOLUTION OF THE ASSOCIATION**

1. The Association shall not be dissolved except with the consent of not less than two-thirds of the total number of Active Members. In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be first fully discharged and after having paid the costs of its winding up, remaining funds, if any, shall be distributed among the Active Members whose names appear in the Register of Members at the date of the passing of the resolution of Dissolution pro rata to the total amount of subscription paid by each member of the Association since its inception.