



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

CONSTITUTION

CONSTITUTION

PERSATUAN EJEN - EJEN PELANCONGAN DAN PENGEMBARAAN MALAYSIA (MALAYSIAN ASSOCIATION OF TOUR AND TRAVEL AGENTS) (MATTA)

CLAUSE 1 NAME

- (1) The Association shall be known as

**PERSATUAN EJEN - EJEN PELANCONGAN DAN PENGEMBARAAN
MALAYSIA (MALAYSIAN ASSOCIATION OF TOUR AND TRAVEL
AGENTS) (MATTA)**

Hereinafter referred to as "**the Association**".

- (2) Meaning of name: **(1) The Association Shall Be Known As Persatuan Ejen-Ejen Pelancongan Dan Pengembaraan Malaysia (Malaysian Association Of Tour And Travel Agents) (MATTA) Hereinafter Referred To As "the Association". (2) Meaning Of Name : (3) Level : Kebangsaan**
- (3) Level : **Kebangsaan**

CLAUSE 2 ADDRESS

1. The registered address is

**WISMA MATTA, NO 6 JALAN METRO PUDU 2, FRASER BUSINESS
PARK, OFF JALAN YEW
55100 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

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

**WISMA MATTA, NO 6 JALAN METRO PUDU 2, FRASER BUSINESS
PARK, OFF JALAN YEW
55100 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

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

CLAUSE 3 AIMS AND OBJECTIVES

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.

3. Objectives

3.1 To develop networking for business opportunities globally.

3.2 To make representations on behalf of members to the Government and all organisations with which the Association has common interests.

3.3 To seek affiliations with other organisations connected with the travel and tourism industry.

3.4 To nominate representatives from members, to serve in committees related to travel and tourism industry.

3.5 To encourage ethical standards of business conduct within the travel and tourism industry according to the MATTA Code of Ethics.

3.6 To study, educate, develop and promote the travel and tourism industry.

3.7 To educate and create awareness of the travel and tourism industry to the public.

3.8 To encourage social activities which will promote understanding, goodwill and fellowship amongst members.

3.9 To promote fair competition in the spirit of free enterprise.

3.10 To organize or participate in activities pertaining to the travel and tourism industry.

3.11 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 the social responsibilities of the Association.

3.12 To acquire buildings and assets to benefit the Association.

3.13 To help achieve some or all of the above objectives through the formation of a Foundation.

CLAUSE 4 **MEMBERSHIP**

1. MEMBERSHIP

1.1 Membership of the Association shall be comprised of business establishments or organisations in the travel and tourism industry.

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

1.2 Active Membership is open to all locally incorporated companies licensed to operate as such by the relevant authorities in Malaysia.

1.3 Associate Membership is open to any business establishment, which is not a tour operator or travel agency,

1.3.1 Whose business is related or associated to the travel and tourism industry which has been approved by relevant authorities to do business in Malaysia.

1.3.2 Which is a foreign licensed entity related to the travel and tourism industry.

1.4 Affiliate Membership is open to all "Travel and Tourism Industry Associations" registered in Malaysia or by the relevant authorities of any foreign country.

1.5 Members that have branch operations which are duly licensed by the relevant authorities may apply for Branch Membership of the Association to enjoy and participate in MATTA activities.

1.6 Notwithstanding anything contained in the foregoing Clauses the Management Committee may in its discretion admit as allied members persons or corporations engaged in the travel industry or in activities closely allied with the industry but who are not eligible for membership under the foregoing Clauses; who shall be entitled to attend or be represented at general meetings of the Association and at any conference of travel agents which members are entitled to attend but shall not be entitled to vote at any meeting of the Association or be eligible for any office in the Association, and shall not be entitled to any other privilege of membership.

2. APPLICATION FOR MEMBERSHIP

2.1 Application for admission to the Association shall be made in writing to the Honorary Secretary General on the appropriate form approved by the Executive Council.

2.2 Applications for membership shall be considered by the Management Committee in such manner as they decide from time to time. The Management Committee shall have the sole prerogative and discretion to accept or reject any such applications for admission and shall not be required to provide any reasons for any rejection of any application for admission to any person.

2.3 Upon admission, the member shall nominate the Official and Alternate delegates. Each member may send only one (1) delegate to attend the general meetings.

3. RIGHTS OF MEMBER

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

To vote at the Annual General Meeting and Extraordinary General Meeting.

3.1.1 To take part in all meetings and events arranged by the Association under conditions set by the Executive Council.

3.1.2 To hold office in the Association, subject to Clause 8, item 4.11 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 and verified by the Association. A delegate shall only represent one Member at any one time.

4. OBLIGATIONS OF MEMBER

4.1 All members have inter alia, an obligation:

4.1.1 To abide by the Constitution of the Association.

4.1.2 To attend as frequently as possible all events organized by the Association.

4.1.3 To uphold and protect the objectives and the name of the Association.

4.1.4 To abide by the Code of Ethics of the Association.

4.1.5 To fulfill all financial obligations to the Association

4.1.6 Each member shall submit to the Association a copy of the renewed license from the Ministry (Tourism). Failing which, the member will not be entitled to the "Right of Members" as per Clause 4 Item 3, until such time the Association has received a copy of the renewed license issued by the Ministry (Tourism).

5. CONFORMITY TO THE CONSTITUTION, CODE OF ETHICS, DISCIPLINE AND COMPLAINTS

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

5.2 Members are represented by individuals who have been duly authorized to undertake such representation and shall be held liable for any breach of any clause 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, and vice versa.

5.3 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. Notwithstanding Clause 6, any member who contravenes this provision will have his membership automatically suspended.

6. BREACH OF THE CONSTITUTION

6.1 If the Executive Council finds that a member has failed to abide by the Constitution or who for any reason tarnishes the goodwill and name of the Association or caused material damage to the Association, that member may be censured, suspended or expelled from membership by the Executive Council.

6.1.1 The member concerned shall have the right to be heard before the Executive Council.

6.1.2 Such a decision shall require a two-thirds majority of the Executive Council by secret ballot.

6.1.3 A member or members of the Executive Council who may be involved in the case shall have no vote in the decision.

6.2 Any Member aggrieved by the decision of the Executive Council may seek redress from a General Meeting, whose decision shall be final.

7. BREACH OF CODE OF ETHICS

7.1 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.

7.2 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 a General Meeting of members which shall be called by the Honorary Secretary General. The decision by the General Meeting shall be final.

8. COMPLAINTS

8.1 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.

8.2 The Secretariat upon receipt of a complaint with regards to the business conduct of a member of the Association shall refer the complaint to the Executive Council and the relevant Board as prescribed for in the Code of Ethics.

8.2.1 If after preliminary investigations, the complaint is justified, the member complained against shall be informed of the allegations made and shall be given the opportunity to refute, defend or explain the allegations before the relevant Boards as prescribed for in the Code of Ethics.

8.2.2 All investigations and proceedings shall be strictly confidential.

8.2.3 If the member against whom the complaint is made is not satisfied with the decision of the Appeal Board, the member may appeal to a General Meeting

which shall be called by the Honorary Secretary General. Such request must be submitted in writing within thirty (30) days from the date of notification of the decision.

CLAUSE 5 RESIGNATION & TERMINATION

1. TERMINATION OF MEMBERSHIP

The membership of a member shall forthwith cease if:

(a) The member resigns from the Association by writing to the Honorary Secretary General, having first paid all current membership dues and subscriptions;

(b) Any one or more of the following circumstances arise or exist and the Executive Council by notice in writing sent to the member at his last known address, advises the member that its membership has been terminated: -

(i) The member fails to pay the subscription fee to the Honorary Treasurer by 31st March of the year;

(ii) Where the member goes into liquidation (save for the purposes of reconstruction) or if a receiver of its undertaking or assets is appointed;

(iii) The member is expelled pursuant to the provisions of this Constitution and Code of Ethics.

CLAUSE 6 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES

1. ENTRANCE FEE

1.1 The Entrance Fee shall be as follows:

- (i) Active, Associate and Affiliate Member RM 1,000.00
- (ii) Branch Member RM500.00

1.2 Annual subscription fee shall be as follows:

- (i) Active Member RM250.00
- (ii) Branch Member RM125.00
- (iii) Associate Member RM1,000.00
- (iv) Affiliate Member RM1,000.00

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

CLAUSE 7 DELEGATES MEETING

1. NATIONAL ANNUAL GENERAL MEETING

1.1 TIME AND PLACE

1.1.1 The Executive Council shall set the time and place of the National 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.

1.2 NOTICE

1.2.1 The Honorary Secretary General shall issue formal notice of the National Annual General Meeting at least fifty-six (56) days before the meeting which shall include the following details:

1.2.1.1 Date, place and time of the National Annual General Meeting.

1.2.1.2 Preliminary agenda and proposed programme of events.

1.2.1.3 Instructions concerning the submission of matters for discussion at the National Annual General Meeting.

1.2.1.4 Instructions concerning nominations for elections as provided in this Constitution.

1.3 POWERS OF THE NATIONAL ANNUAL GENERAL MEETING

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

1.3.1.1 Election to office of the Executive Council Members.

1.3.1.2 Appointment of a firm of Chartered Accountants as the External Auditors.

1.3.1.3 Approval of the Audited Annual Accounts.

1.3.1.4 Approval of the Annual Budget.

1.3.1.5 Acceptance of the Annual Report.

1.3.1.6 Interpretation and amendments to the Constitution and the Code of Ethics.

1.3.1.7 Dissolution and Liquidation of the Association.

1.3.1.8 Relief from the office of the External Auditors and Trustee Company.

1.4 QUORUM OF NATIONAL ANNUAL GENERAL MEETING

1.4.1 An National Annual General Meeting may meet and its deliberations shall be valid if at least one-half 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.

1.4.2 If within forty-five (45) minutes from the time scheduled for the holding of an Annual General Meeting, a quorum is not present, it shall be re-scheduled to forty-five (45) minutes later on the same day.

1.4.3 If at such adjourned meeting a quorum is still not present, i.e. after forty-five (45) minutes from the time of the original scheduled for holding the meeting, the members present, equivalent to not less than the total number of Executive Members, shall have the power to proceed with the business of the day but shall not have the power to amend the Constitution of the Association.

1.5 AGENDA AT NATIONAL ANNUAL GENERAL MEETING

1.5.1 The Honorary Secretary General shall prepare a detailed agenda of the National 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 fourteen (14) days before the date of the Meeting.

1.5.2 The Agenda of the National Annual General Meeting shall include the following :-

1.5.2.1 Approve the Minutes of the previous Annual General Meeting.

1.5.2.2 Accept the Annual Report.

1.5.2.3 Approve the Audited Annual Accounts.

1.5.2.4 Accept the Report of the Board of Trustees of MATTA Assets Sdn Bhd and its subsidiaries.

1.5.2.5 Approve the Annual Budget for the following year.

1.5.2.6 Elect members of the Executive Council for the next term.

1.5.2.7 Appoint a firm of Chartered Accountants as the External Auditors.

1.5.2.8 Appoint a professional Trustee Company as the Trustee for the Association and Subsidiary Companies.

1.5.2.9 Consider any matters submitted by any Active member or the Executive Council under Clause 7, item 1.6, if any.

1.5.3 The Agenda shall exclude item 1.5.2.6 in any year in which elections are not held, as provided under Clause 8, item 8.3.1.

1.6 MATTERS FOR DISCUSSION AT NATIONAL ANNUAL GENERAL MEETING

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

1.6.1.1 Any Active Member

1.6.1.2 The Executive Council

1.6.2 A member wishing to submit a matter for the agenda shall forward it in

writing to the Honorary Secretary General at least forty-two (42) days before the date of the Annual General Meeting.

1.6.3 The Executive Council cannot refuse to submit these matters to the Annual General Meeting. However, the Executive Council on their opinion can refuse any matters found prejudice to the nature of the Association.

1.6.4 Proposals for amendments to the Constitution shall be submitted only in accordance with Clause 20 of the Constitution.

1.7 DECISIONS AND VOTES AT THE NATIONAL ANNUAL GENERAL MEETING

1.7.1 Each nominated delegate of an Active Member present shall be entitled to one vote at the National Annual General Meeting. No person present at the National Annual General Meeting other than the authorized delegate can vote. In the event of a tie in the number of votes, the Chairman may exercise a casting vote.

1.7.2 All items on the agenda should be discussed at the National Annual General Meeting unless by the majority of a show of hands or electronic voting device and/or system, the meeting decides to dispose of any item on the agenda without debate.

1.7.3 The National 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 or electronic voting device and/or system, 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. Any abstained votes shall not be taken into account or considered in calculating a majority decision.

1.7.4 The position of the Vice President for Air Transportation, Outbound, Inbound & Domestic, Land Transportation, and Umrah & Haj shall be elected by those license holders issued by the relevant authorities, classified in the same category of membership as follows:-

1.7.4.1 Vice President Air Transportation
- by holders of Ticketing license

1.7.4.2 Vice President Outbound
- by holders of Outbound license

1.7.4.3 Vice President Inbound & Domestic
- by holders of Inbound license

1.7.4.4 Vice President Land Transportation
- by holders of Inbound license

1.7.4.5 Vice President Umrah & Haj
- by holders of Umrah license

1.7.5 The positions of the Representatives representing any State and/or Federal Territory shall be elected by those members registered in the State and/or Federal Territory concerned.

2. NATIONAL EXTRAORDINARY GENERAL MEETING

2.1 An Extraordinary General Meeting may be called by the Honorary Secretary General either by:

2.1.1 Demand by a two-thirds majority of the Executive Council.

2.1.2 A written request by Active Members of at least three hundred (300) members. Any such request must then have a quorum of at least three hundred (300) Active Member for the meeting to proceed.

However, if the meeting failed to proceed due to lack of quorum, the cost of the meeting shall be borne by the Active Member calling for the meeting.

2.1.3 External Auditors

2.2 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 Clause 4, item 6.2 and item 7.2 of the Constitution. Such request must be submitted in writing within thirty (30) days from the date of notification of the decision.

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

2.4 The Honorary Secretary General shall convene the Extraordinary General Meeting within sixty (60) days following the date of receipt of the demand.

2.5 The Honorary Secretary General shall issue a formal notice to the members at least fourteen (14) days before the date of the meeting, and in his notice shall give details of the matters for discussion.

2.6 All decisions shall be taken by a majority of Active Members present and voting except as provided for under Clause 20 (Amendments of Rules) and Clause 13 (Dissolution).

2.7 Quorum for National Extraordinary General Meetings

2.7.1 Except for the Extraordinary General Meeting called by Active Members in accordance with item 2.1.2 whereby quorum is required, 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.

2.7.2 If after forty-five (45) minutes from the time scheduled for the holding of an Extraordinary Meeting a quorum is not present, it shall stand adjourned.

3. ATTENDANCE AT GENERAL MEETING FOR NATIONAL AND CHAPTER

3.1 Any changes to the registered names of Official and Alternate delegates of Members shall be notified to the Honorary Secretary General at least thirty (30) days prior to any General Meeting.

4. MINUTES OF NATIONAL GENERAL MEETING

4.1 The Minutes of each General Meeting shall be the responsibility of the Honorary Secretary General.

4.2 A copy of the minutes shall be made available to members by the Honorary Secretary General within ninety (90) days from the Annual General Meeting.

CLAUSE 8 **CENTRAL COMMITTEE**

1. EXECUTIVE COUNCIL

1.1 The administrative and executive body of the Association shall be an Executive Council of not more than thirty-three (33) members at any one time.

1.2 No alternate representative to members shall be allowed to sit at the Executive Council Meeting except for Chapter Chairman who may send any of their Chapter Committee members to represent him.

1.3 The Executive Council shall comprise of:

i) Principal Officers

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

ii) Members

5. Vice President – Inbound & Domestic
6. Vice President – Outbound
7. Vice President – Air Transportation
8. Vice President – Land Transportation
9. Vice President – Research & Technology
10. Vice President – Education & Training
11. Immediate Past President
12. Vice President – Umrah & Haj
13. Chapter Chairman – Perlis
14. Chapter Chairman – Kedah
15. Chapter Chairman – Penang
16. Chapter Chairman – Perak
17. Chapter Chairman – Kelantan
18. Chapter Chairman – Terengganu
19. Chapter Chairman – Pahang
20. Chapter Chairman – Selangor

21. Chapter Chairman – Negeri Sembilan
22. Chapter Chairman – Melaka
23. Chapter Chairman – Johor
24. Chapter Chairman – Sabah
25. Chapter Chairman – Sarawak
26. Chapter Chairman – Federal Territory Kuala Lumpur
27. Deputy Chairman – Federal Territory Kuala Lumpur
28. Chapter Chairman – Federal Territory Labuan
29. Ex-Officio – from relevant Ministry for Tourism
30. – 33. To be appointed by Executive Council

2. MANAGEMENT COMMITTEE

2.1 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.

2.2 The Management Committee reports to the Executive Council.

2.3 No Alternate Representative to Member shall be allowed to sit at the Management Committee Meeting.

2.4 The Management Committee shall comprise of :

i) Principal Officers

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

ii) Members

5. Vice President – Inbound & Domestic
6. Vice President – Outbound
7. Vice President – Air Transportation
8. Vice President – Land Transportation
9. Vice President – Research & Technology
10. Vice President – Education & Training
11. Vice President – Umrah & Haj
12. Immediate Past President

3. COUNCIL OF PAST PRESIDENTS

3.1 The Council of Past Presidents may provide advice to the Executive Council as and when requested.

3.2 Council members may attend and participate in Executive Council meeting on invitation by the Executive Council and/or President, but without any voting right.

3.3 Council member may not be a representative of a member of MATTA.

4. DEFINITIONS OF OFFICE BEARERS

4.1 One Active Member which is an outbound tour operator shall be the Vice President to head the Outbound Sub-Committee.

4.2 One Active Member which is an inbound tour operator shall be the Vice President to head the Inbound & Domestic Sub- Committee.

4.3 One Active Member which is a ground transport operator shall be the Vice President to head the Land Transportation Sub-Committee.

4.4 One Active Member which is an International Air Transport Association accredited ticketing agent shall be the Vice President to head the Air Transportation Sub-Committee.

4.5 One Active Member shall be the Vice President to head the Education and Training Sub Committee.

4.6 One Active Member shall be the Vice President to head the Research and Technology Sub Committee.

4.7 One Active Member which is an Umrah tour operator shall be the Vice President to head the Umrah & Haj Committee.

4.8 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 or thereafter, the Immediate Past President shall not remain in office.

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

4.10 In the event that Chapters are formed as provided for in Clause 14, the Chapter Chairman automatically becomes the Executive Council member representing the state provided that no one company with single legal entity holds more than one Executive Council position.

4.10.1 In the event that a Chapter cannot be formed due to there being less than forty (40) Active Members located in a state, then members in such state shall automatically combine with members from an adjoining state. The Executive Council has the right to appoint and/or not to appoint the State/Federal Territory Representatives that is not a Chapter.

4.11 All members of the Executive Council and Chapter Committee in the Association shall be Malaysian Citizens.

4.12 The Honorary Secretary General who is an Active Member shall be appointed by the Executive Council and the Chapter Honorary Secretary who is an Active Member shall be appointed by the Chapter Committee.

4.13 Up to four (4) Active Members shall be appointed by the Executive Council and up to three (3) for Chapter Committee if deemed necessary.

5. EXECUTIVE COUNCIL MEETING

5.1 The Executive Council shall meet upon notice from the Honorary Secretary General at least once every three (3) months or such other occasions as the Executive Council may decide.

5.2 The Executive Council meeting shall also be convened at any time that an appeal is made for its arbitration, or whenever a majority of the Executive Council members make a written request to the President or Honorary Secretary General to hold such meeting.

6. QUORUM OF MEETING FOR EXECUTIVE COUNCIL, MANAGEMENT COMMITTEE AND CHAPTER COMMITTEE

6.1 At all meetings of the Executive Council, Management Committee and Chapter Committee one-half plus one of its members shall constitute a quorum. If within forty five (45) minutes from the time scheduled for the Executive Council or Management Committee or Chapter Committee meeting a quorum is not present, the Executive Council or Management Committee or Chapter Committee shall reschedule the meeting.

7. MINUTES OF THE EXECUTIVE COUNCIL MEETING

7.1 The Honorary Secretary General shall prepare the minutes of each meeting of the Executive Council and Management Committee and submit a copy to the Executive Council and Management Committee members within thirty (30) days from the date of the meeting.

7.2 After confirmation at the following meeting of the Executive Council and Management Committee, the minutes shall be signed by the President or the Chairman as correct.

7.3 The proceedings of the Executive Council and Management Committee shall be confidential. However, the minutes of the Executive Council and Management Committee meeting shall be made available to be sighted only by Active Members upon their written request to the Honorary Secretary General.

8. ELECTION OF OFFICE BEARER

8.1 ELIGIBILITY AND NOMINATIONS TO THE EXECUTIVE COUNCIL AND CHAPTER COMMITTEE

8.1.1 Only the Official Representative of Active members in accordance to Clause 4 item 2.3, who have served for at least for one full term in the Executive Council or Chapter Committee, shall be eligible for nomination for the President and Chapter Chairman position respectively.

8.1.1.1 Notwithstanding Clause 8, item 8.1.1, active members who have served for at least one full term refers to natural person and not a business establishment or an incorporated company.

8.1.2 All Official Representative of Active members to be eligible for nomination to the Executive Council or Chapter Committee must be a member for at least two years.

8.1.3 All nominations to the Executive Council or Chapter Committee posts shall be made by Active Members to the Honorary Secretary General and/or Chapter Honorary Secretary at least thirty (30) days prior to the date of the Annual General Meeting.

8.1.4 Only Official Representative of Active Members are eligible for nomination.

8.1.5 Nomination for the position of Vice President for Air Transportation, Outbound, Inbound & Domestic, Land Transportation and Umrah & Haj shall be made by Active Members classified in the categories of membership as provided under Clause 7 item 1.7.4.

8.1.6 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.

8.1.7 All nominations must be on a prescribed form, approved by the Executive Council of the Association.

8.1.8 Nomination Form shall be submitted to the MATTA HQ office for the positions of Executive Council and for the posts of Chapter Committee either to MATTA HQ or Chapter Office.

8.1.9 The Proposer and Secunder can be from either the Official or Alternate Representative of Active Members.

8.1.10 Nominated candidates, if they are holding office in any other Travel and Tourism trade related Association in Malaysia, must resigned from the respective office prior to be eligible to contest in the Association election.

8.1.11 In the event if there is no nomination for any position, the incoming Executive Council or Chapter Committee shall make an appointment to fill the vacancy.

8.2 ELECTION COMMITTEE

8.2.1 There shall be an Election Committee consisting of at least three (3) individuals, provided that at least one (1) of them is in the Executive Council. The balance of the individuals sitting in the Election Committee shall be comprised of the Executive Council and/or Members.

8.2.2 The Executive Council shall appoint the members of the Election Committee.

8.2.3 The Election Committee shall exercise such powers as authorized by the Executive Council.

8.2.4 Any Election Committee members may be removed by majority vote of the Executive Council.

8.2.5 Members of the Election Committee shall not run for positions in the Executive Council during the said term of office.

8.2.6 Election Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

8.3 TERM OF OFFICE FOR NATIONAL AND CHAPTER

8.3.1 The term of office of each of the Executive Council and Chapter Committee Members of the Association shall be three (3) consecutive years, specifically the period covered from one National Annual General Meeting at which elections are held to three (3) subsequent National 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 Clause 4 or resigned under the provision of Clause 8, item 8.5.1.

8.3.2 The newly elected Chapter Committee shall assume office at the same time as the new Executive Council, elected at the National Annual General Meeting.

8.4 LIMITATION OF TERM OF OFFICE FOR NATIONAL AND CHAPTER

8.4.1 The Executive Council and Chapter Committee Members can only hold a particular position for a maximum of two (2) consecutive terms of three (3) years each term. The Executive Council and Chapter Committee Members who have completed two (2) 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 or Chapter Committee.

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

8.4.2 Only the named Official Representative of the Member Company who is nominated and elected shall hold office.

8.4.3 In the event the named Representative no longer holds office in the company for whatever reason, the Member company he represented ceases to hold office.

8.5 VACANCIES IN THE EXECUTIVE COUNCIL AND CHAPTER COMMITTEE

8.5.1 Any member of the Executive Council, Management Committee or Chapter Committee who fails to attend three (3) consecutive Executive Council, Management Committee or Chapter Committee meetings without valid reason shall be considered to have resigned from the Executive Council or Chapter Committee.

8.5.2 Vacancies which may occur in the Executive Council or Chapter Committee between Annual General Meetings shall be filled until the next Annual General Meeting in which election are held, by the following manner:

8.5.2.1 In the event the President or Chapter Chairman vacates his position before the end of his term of office for any reason whatsoever, he shall not assume the position of the Immediate Past President or Immediate Past Chairman.

8.5.2.2 In the event of any of the Executive Council or Chapter Committee Members, including the President or Chapter Chairman, vacates (for any reason whatsoever) his or her position, without prejudice to the powers of the Association in general meeting to elect any person to the Executive Council and/or the Chapter Committee in accordance with the provisions of this Constitution:-

8.5.2.2.1 The Executive Council may, at any time, and from time to time, appoint any person to fill any vacancy arising in the Executive Council, including a vacancy in the position of President;

8.5.2.2.2 The Chapter Committee may, at any time, and from time to time, appoint any person to fill any vacancy arising in the Chapter Committee save and except where the vacancy arises in the position of Chapter Committee Chairman, such vacancy shall only be filled by an appointment by the Executive Council.

8.6 SUB-COMMITTEES

8.6.1 The Chairman of the various sub-committees shall be appointed by the Executive Council. The Chairman shall be a member of the Executive Council and report to the Executive Council accordingly.

8.6.2 The Chairman of the various Sub-Committees shall appoint their Committee Members accordingly.

CLAUSE 9 DUTIES OF OFFICE BEARERS

1. POWERS AND DUTIES

1.1 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.

1.2 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.

1.3 The Executive Council shall have the following powers and duties:

1.3.1 Administering the Association and taking all decisions other than those which are provided for in this Constitution as the sole prerogative of a general meeting;

- 1.3.2 Representing the Association at all occasions.
- 1.3.3 Delegating the duties of each Council Member.
- 1.3.4 Appointing Head and/or Chairman of sub-committees for special duties.
- 1.3.5 Employing paid staff to carry out the administrative duties.
- 1.3.6 Convening any General Meeting and applying the decisions taken by them.
- 1.3.7 Arbitrating in any differences which may arise within the Association whenever its arbitration is requested by both parties concerned.
- 1.3.8 Undertaking all actions which are conducive to the attainment of any or all of the objectives of the Association, except for the objective in Clause 3, item 3.11 that permission be sought from the General Meeting.
- 1.3.9 To authorise person(s) to sign all documents legally binding the Association.
- 1.3.10 Exercising such powers as expressly set out in this Constitution, including the power to make appointments and fill casual vacancies arising from time to time and at any time and to take all ancillary steps as necessary to give effect to such powers.

2. DUTIES OF THE PRINCIPAL OFFICERS

2.1 The President is responsible to:

2.1.1 Preside at all general meetings and at all meetings of the Executive Council, Management Committee and Council of Past President.

2.1.2 Represent the Association on all occasions as may be necessary.

2.1.3 Supervise the activities of the Executive Council and the Management Committee and perform such other duties as usually pertaining to his office.

2.1.4 Delegate all or any part of his duties to any of the Executive Council members as and when necessary.

2.1.5 Shall be Ex-Officio member of all Committees.

2.2 The Deputy President shall carry out duties of the President in the absence of the President, and other duties as determined by the Executive Council.

2.3 The Honorary Secretary General is responsible to:

2.3.1 Prepare and send notices of meetings after consultation with the President.

2.3.2 Preparing the agenda and minutes of meetings of the Management Committee, Executive Council and the General Meetings.

2.3.3 Receiving, preparing and dispatching all correspondence.

2.3.4 Presenting membership applications.

2.3.5 Keeping an up-to-date Register of members, and their addresses and business affiliations.

2.3.6 To post an updated copy of the Constitution and Code of Ethics of the Association to all members in MATTA official website.

2.4 The Honorary Treasurer is responsible to:

2.4.1 Receive on behalf of the Association all income arising from:

2.4.1.1 Entrance fees.

2.4.1.2 Subscriptions of members.

2.4.1.3 Revenue from organised events

2.4.1.4 Investment

2.4.1.5 Sponsorships, etc.

2.4.2 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.

2.4.3 To make all payments on account of the Association and its subsidiary companies as per Clause 10, item 5.

2.4.4 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.

2.4.5 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.

CLAUSE 10 FINANCIAL PROVISIONS

1. INCOME

1.1 The income of the Association is derived from:

1.1.1 Entrance Fees

1.1.2 Subscriptions of members.

1.1.3 Revenue from organised events

1.1.4 Investment

1.1.5 Sponsorship, etc.

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

2. SUBSCRIPTIONS AND MODE OF PAYMENT

2.1 Every member shall pay to the Association by 31st March 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:

2.2.1 Those joining in the 1st Half of the Financial Year ;
- full year's subscription

2.2.2 Those joining in the 2nd Half of the Financial Year:
- 50% of the full year's subscription

3. BANK ACCOUNT

3.1 All funds received by the Honorary 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.

3.2 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

3.3 All payments in excess of RM100,000.00 shall be signed by at least three (3) signatories from the two groupings.

3.4 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.

3.5 As for Chapters, the Chapter Committee may approve appropriate expenditure up to RM25,000.00.

4. FINANCIAL YEAR

4.1 The financial year shall be from the 1st January to the 31st December.

5. FINANCIAL ACCOUNTS

5.1 The Honorary Treasurer shall prepare and forward all financial documents to the External Auditors for auditing at least sixty (60) days before the date of the Annual General Meeting.

5.2 Members have the right to sight details of account upon written request to the Honorary Secretary General. However, they are subjected to approval and condition(s), if any; as set by the Honorary Secretary General.

CLAUSE 11 **AUDIT**

1. AUDITORS

1.1 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.

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

1.3 The duties of the External Auditors are:

1.3.1 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.

1.3.2 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.

1.3.3 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 thirty (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.

1.3.4 In the case of any irregularities discovered by the External Auditors, they shall immediately inform the Executive Council by a written report.

1.3.5 In the event of serious irregularities involving loss to the Association, the External Auditors may, if considered necessary to propose the convening of an Extraordinary General Meeting of the Association.

1.4 NOMINATION AND APPOINTMENT

1.4.1 Nomination for appointment as External Auditors shall be made by members in writing to the Executive Council not less than thirty (30) days before the Annual General Meeting at which appointment for the external auditors will occur.

1.5 TERM OF OFFICE OF THE AUDITORS

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

1.5.2 At each Annual General Meeting the External Auditors shall be eligible for re-appointment.

CLAUSE 12 PROPERTY ADMINISTRATORS

1. TRUSTEES

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

2. DIRECTORS

2.1 The Principal Officers shall be the members of the Boards of Directors of its various subsidiary companies and its representatives on the Boards of Directors of its Associate Companies. However, the Executive Council will have the right to remove, replace and appoint others.

CLAUSE 13 DISSOLUTION

1. DISSOLUTION OF THE ASSOCIATION

1.1 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.

CLAUSE 14 ESTABLISHMENT AND DISSOLUTION OF BRANCHES

1. CHAPTER

1.1 Definition of Chapter

1.1.1 It is a Branch (Cawangan) of National Association

2. FORMATION OF CHAPTER

2.1 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 forty (40) Active Members of the Association who are located in a particular state. There shall be only one Chapter for each state.

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

3. MISSION AND VISION, OBJECTIVES AND LIMITATIONS OF CHAPTER

3.1 The Vision, Mission and Objectives of the Chapter are identical to those of the Association as outlined in Clause 3 of the Constitution with the focus at state levels.

3.2 The activities of Chapters are limited to those of the Association as outlined in Clause 22 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.

4. SUSPENSION AND DISSOLUTION OF CHAPTER

4.1 The Executive Council may suspend or dissolve a Chapter:

4.1.1 If for a consecutive period of six (6) months the number of Chapter Active Members is below forty (40); or

4.1.2 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.

4.2 A decision to suspend or dissolve a Chapter shall be by a majority vote at a meeting of the Executive Council.

4.3 The order of suspension or dissolution shall be signed by the Honorary 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 suspension or dissolution may, by notice in writing to the Honorary 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 suspension or 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.

4.4 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 Honorary Secretary General and Honorary Treasurer 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 suspension or dissolution.

CLAUSE 15 GENERAL MEETING OF BRANCH

1. CHAPTER ANNUAL GENERAL MEETING

1.1 TIME AND PLACE

1.1.1 The Chapter Committee shall set the time and place of the Chapter Annual General Meeting which shall take place on or before 30 April of each year or at a later date as appropriately deemed by the Management Committee.

1.2 NOTICE

1.2.1 The Chapter Honorary Secretary shall issue formal notice of the Chapter Annual General Meeting at least fifty-six (56) days before the meeting which shall include the following details:

1.2.1.1 Date, place and time of the Annual General Meeting.

1.2.1.2 Preliminary agenda and proposed programme of events.

1.2.1.3 Instructions concerning the submission of matters for discussion at the Annual General Meeting.

1.2.1.4 Instructions concerning nominations for elections as provided in this Constitution.

1.2.2 The Honorary Secretary General shall issue the notice, in the event the Chapter Honorary Secretary is not able to send the notice.

1.3 POWERS OF THE CHAPTER ANNUAL GENERAL MEETING

1.3.1 The Chapter Annual General Meeting possesses the following powers:

1.3.1.1 Election of the Chapter Committee Members.

1.3.1.2 Approval of the Audited Annual Accounts.

1.3.1.3 Approval of the Annual Budget.

1.3.1.4 Acceptance of the Annual Report.

1.4 QUORUM OF CHAPTER ANNUAL GENERAL MEETING

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

1.4.2 If within forty-five (45) minutes from the time scheduled for the holding of an Annual General Meeting a quorum is not present, it shall be re-scheduled to forty-five (45) minutes later on the same day after the expiry of the scheduled timing for the Annual General Meeting.

1.4.3 If at such adjourned meeting a quorum is still not present i.e. after forty-five (45) minutes from the time of the original 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.

1.5 AGENDA AT CHAPTER ANNUAL GENERAL MEETING

1.5.1 The Chapter Honorary Secretary 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 fourteen (14) days before the date of the Meeting.

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

1.5.2.1 Approve the Minutes of the previous Annual General Meeting.

1.5.2.2 Accept the Annual Report.

1.5.2.3 Approve the Audited Annual Accounts and the Statement of Receipts and Payments for the previous year.

1.5.2.4 Approve the Annual Budget for the following year.

1.5.2.5 Elect members of the Chapter Committee for the next term.

1.5.2.6 Consider any matters submitted by any Active member or the Chapter Committee, if any.

1.6 MATTERS FOR DISCUSSION AT CHAPTER ANNUAL GENERAL MEETING

1.6.1 Matters for inclusion in the agenda of The Chapter Annual General Meeting may be submitted by:

1.6.1.1 Any Chapter Active Member

1.6.1.2 The Chapter Committee

1.6.2 A member wishing to submit a matter for the agenda shall forward it in writing to the Honorary Secretary General or the Chapter Honorary Secretary at least forty-two (42) days before the date of the Chapter Annual General Meeting.

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

1.7 DECISIONS AND VOTES AT CHAPTER ANNUAL GENERAL MEETING

1.7.1 Each nominated delegate of an Active Member present shall be entitled to one vote at the Chapter Annual General Meeting. No person present at the Chapter 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.

1.7.2 All items on the agenda should be discussed at the Chapter Annual

General Meeting unless by majority of a show of hands or electronic voting device and/or system, the meeting decides to dispose of any item on the agenda without debate.

1.7.3 The Chapter 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.

1.7.4 Vote shall be expressed by show of hands or electronic voting device and/or system 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. Any abstained votes shall not be taken into account or considered in calculating a majority decision.

1.8 CHAPTER EXTRAORDINARY GENERAL MEETING

1.8.1 A Chapter Extraordinary General Meeting may be called by the Honorary Secretary General or Chapter Honorary Secretary either by:

1.8.1.1 Instructed to do so by the Executive Council of the Association.

1.8.1.2 Demand by a two-thirds majority of the Chapter Committee.

1.8.1.3 A written request by at least half the total number of the Active Members of the said Chapter.

1.8.1.4 External Auditors.

1.8.2 Any demand for a Chapter Extraordinary General Meeting other than by the Executive Council shall be addressed to the Honorary Secretary General or the Chapter Honorary Secretary in writing.

1.8.3 The Honorary Secretary General or Chapter Honorary Secretary shall convene the Chapter Extraordinary General Meeting within sixty (60) days following the date of receipt of the demand.

1.8.4 The Honorary Secretary General or Chapter Honorary Secretary shall issue a formal notice to the Chapter members at least fourteen (14) days before the date of the meeting, and in his notice shall give details of the matters for discussion.

1.8.5 All decisions shall be taken by a majority of Active Members present and voting except as provided for under Clause 20 and Clause 13.

1.9 QUORUM FOR CHAPTER EXTRAORDINARY GENERAL MEETING

1.9.1 A Chapter Extraordinary General Meeting may meet and its deliberations shall be valid if at least one-half of the total number of Active Members or twice the total number of the Chapter Committee members whichever is lesser are present. Active Members attending in person only shall constitute a quorum.

1.9.2 If after forty-five (45) minutes from the time scheduled for the holding of an Extraordinary Meeting a quorum is not present, it shall stand adjourned.

1.10 ATTENDANCE AT GENERAL MEETING FOR CHAPTER

1.10.1 Any changes to the registered names of Official and Alternate delegates of Members shall be notified to the Honorary Secretary General at least thirty (30) days prior to any General Meeting.

1.11 MINUTES OF CHAPTER GENERAL MEETING

1.11.1 The Minutes of each Chapter General Meeting shall be the responsibility of the Honorary Secretary.

1.11.2 A copy of the minutes shall be made available to members by the Honorary Secretary within ninety (90) days from the Annual General Meeting.

CLAUSE 16 COMMITTEE OF BRANCH

1. CHAPTER COMMITTEE

1.1 The administrative and executive body of the State Chapter shall be a Chapter Committee of not more than twelve (12) members at any one time.

1.2 The Chapter Committee reports to the Executive Council.

1.3 The Chapter Committee shall meet at least four (4) times a year.

1.4 No Alternate Representative to Member shall be allowed to sit at the Chapter Committee Meeting.

1.5 The Chapter Committee shall comprise of:

1. Chapter Chairman
2. Chapter Deputy Chairman
3. Chapter Honorary Secretary
4. Chapter Honorary Treasurer
5. Chapter Immediate Past Chairman
6. Committee Member 1
7. Committee Member 2
8. Committee Member 3
9. Committee Member 4
- 10-12. To be appointed by Chapter Committee, if necessary

CLAUSE 17 DUTIES OF BRANCH OFFICE

1. POWERS AND DUTIES

1.1 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.

2. DUTIES OF THE CHAPTER OFFICERS

2.1 The Chapter Chairman is responsible for:

2.1.1 Preside at all general meetings and at all meetings of the Chapter Committee.

2.1.2 Represent the Association on all occasions as may be necessary, at state level.

2.1.3 Supervise the activities of the Chapter Committee and perform such other duties as usually pertaining to his office.

2.1.4 Delegate all or any part of his duties to any of the Chapter Committee members as and when necessary.

2.1.5 Shall be Ex-Officio member of all Committees.

2.2 The Chapter Deputy Chairman shall carry out duties of the Chapter Chairman in the absence of the Chapter Chairman, and other duties as determined by the Chapter Committee.

2.3 The Chapter Honorary Secretary is responsible for:

2.3.1 Preparing and sending notices of meetings after consultation with the Chapter Chairman

2.3.2 Preparing the agenda and minutes of meetings of the Chapter Committee and the Chapter General Meetings.

2.3.3 Receiving, preparing and dispatching all correspondence.

2.3.4 Complete the Annual Report of the Chapter activities, which shall be approved by the Chapter Committee for submission to the Chapter Annual General Meeting.

2.4 The Chapter Honorary Treasurer is 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.

2.5 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 or thereafter, the Immediate Past Chapter Chairman shall not also remain in office.

CLAUSE 18 **BRANCH FINANCIAL**

1. BRANCH (CHAPTER) FINANCE

1.1 Each Chapter shall be allocated with such amount of funds for its

activities at the discretion of the Executive Council.

1.2 All funds accumulated at the Chapters of the Association shall be the common asset of the Association.

1.3 The Chapter Honorary Treasurer shall forward to the Honorary Treasurer of the Association all relevant accounting documents as required by the Honorary Treasurer of the Association.

1.4 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: Chapter Chairman or Chapter Honorary Treasurer

Group B: Chapter Deputy Chairman or Chapter Honorary Secretary.

Group C: Honorary Treasurer of the Association

1.5 All payment in excess of RM25,000 shall be signed by three (3) signatories, which must include the Honorary Treasurer of the Association.

1.6 Any withdrawal of Fixed Deposit shall be signed by three (3) signatories, which must include the Honorary Treasurer of the Association, and regulated by the Executive Council.

CLAUSE 19 GENERAL PROVISIONS REGARDING BRANCH

1. GENERAL PROVISIONS

1.1 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.

1.2 The National 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.

CLAUSE 20 AMENDMENTS OF RULES

1. Amendments to the Constitution shall be made only at National Annual General Meeting or National 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 Honorary Secretary General at least forty-two (42) days 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 ninety (90) days 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 sixty (60) days of being passed by the General Meeting.

CLAUSE 21 INTERPRETATION

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

CLAUSE 22 PROHIBITIONS

1. LIMITATIONS

In pursuance of the objectives stated in the Clause 3, the Association shall not:

1.1 Be used for any trade union or political purposes whatsoever.

1.2 Impose on its members any limitations whatsoever arising from differences of race, gender, religion, political opinions or social standards.

1.3 Be involved in travel and tour business or hold shares directly or indirectly in companies operating as a travel agency, tour operator or ground transportation operator.

CLAUSE 23 FLAG, SYMBOL AND BADGE

1. Flag

-

Description :

-

2. Symbol



Description :

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.

2. EMBLEM AND BADGE

2.1 The name, emblem, badge, logo or other insignia of the Association are for the exclusive use of members.

2.2 The logo may be used if so authorised by the Executive Council.

3. Badge

-

Description :

-

CLAUSE 24 **LIABILITIES & INDEMNITY**

1. LIABILITIES INDEMNIFICATION AND CONFLICT OF INTEREST

1.1 Liabilities: The liabilities of the Association are guaranteed only by its current assets.

1.2 Indemnification: All Executive Council Members, Directors and Officers of the Association and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against :

1.2.1 All costs, charges and expenses whatsoever which Executive Council Members, Directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices; and,

1.2.2 All other costs, charges and expenses that they sustain or incur in or about or in relation to the issue thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

1.3 Conflict of Interest: The Executive Council shall from time to time issue guideline or procedures with respect to conflict of interest rules for the members of the Executive Council.

CLAUSE 25 **NOTICES**

1. 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.