

# CONSTITUTION

## PERSATUAN KOSMETIK,DANDANAN DIRI DAN HARUMAN MALAYSIA

### CLAUSE 1 NAME

1. The Association shall be known as

**PERSATUAN KOSMETIK,DANDANAN DIRI DAN HARUMAN MALAYSIA**

Hereinafter referred to as "the Association".

2. Meaning of name : **The Cosmetic, Toiletry And Fragrance Association of Malaysia**

3. Level : **Lain-lain**

### CLAUSE 2 ADDRESS

1. The registered address is

**B905, PHILEO DAMANSARA 1, 16/11 OFF JALAN DAMANSARA,  
46350 PETALING JAYA  
SELANGOR**

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

**B905, PHILEO DAMANSARA 1, 16/11 OFF JALAN DAMANSARA,  
46350 PETALING JAYA  
SELANGOR**

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

### CLAUSE 3 OBJECTIVE

#### 3. OBJECTIVES

- a) To be a leading and dynamic cosmetic association in Malaysia that provides significant value to the members, stakeholders and consumers.
- b) To promote trust, mutual cooperation and goodwill amongst the members.
- c) To represent members in building network with vital stakeholders and key opinion leaders.
- d) To proactively advocate for a fair and progressive regulatory environment by engaging in relevant forums with the stakeholders at both local and international

level.

e) To be an authoritative advisor to the members and stakeholders whilst promoting a conducive environment that protects consumers.

## **CLAUSE 4 MEMBERSHIP**

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Eligibility:-

a) Any company incorporated under the Companies Act, 1965, and engaged in the manufacturing, importing and/or distributing of cosmetics, fragrances and toiletry products and services in Malaysia shall be eligible to apply for Membership.

b) Each company will be treated as a member irrespective of the number of brands, they manufacture, import or distribute. Thus, such members will be eligible for one vote.

c) the applicant shall have a paid-up capital of not less than Ringgit Malaysia fifty thousand (RM50,000).

### **ADMISSION TO MEMBERSHIP**

a) All Applications for membership shall be made on the prescribed forms and shall be accompanied by:

i) Form 9, 24 and 49; and Brochures of Products

ii) A signed commitment to the code of Ethics of the Association.

b) The name of each applicant shall be made known to all members of the Committee

who shall collectively decide as to whether the applicant is to be accepted. The Committee shall not be required to give any reason in the event of an applicant not being accepted.

c) Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and annual subscription, be accepted as a member of the Association.

d) When an applicant has been accepted the Secretariat shall notify the Company thereof in writing and furnish the Company a copy of the Constitution of the Association.

e) A newly accepted member shall undergo a provisional period of a minimum period of One (1) year.

## **CLAUSE 5 RESIGNATION AND TERMINATION**

## 5. CESSATION OF MEMBERSHIP

a) A member shall cease to be a member of the Association upon:

i) Resignation submitted in writing and acknowledged by the committee in writing. The Committee shall not be bound to accept such resignation unless and until they are satisfied that all dues from the member to the Association have been paid.

ii) Failure to pay dues within three (3) months from the date the due becomes payable.

## EXPULSION OF MEMBERS.

Any member who fails to comply with the Constitution of the Association or has acted in a manner contrary to the interest of the Association may be expelled or suspended for a period of time as the Committee may deem fit. Before the Committee expels or suspends the member, the company shall be informed of the grounds for such expulsion or suspension in writing and the company be given an opportunity to explain in person. Such expulsion or suspension shall be enforced unless countermanded by a decision of the General Meeting upon appeal by the member.

## CLAUSE 6 SOURCE OF INCOME

CLAUSE 6(a) - SOURCE OF INCOME (begin from year 2016)

### ENTRANCE AND SUBSCRIPTION FEE

a) The entrance fee and subscription payable shall be as follows:

Entrance Fee - RM1,000.00

Subscription Fee - RM1,500.00

b) The Annual Subscription Fee shall be such sums as the members in general meeting, may from time to time by resolution prescribe and subjected to the approval of the Registrar of Societies, payable within three (3) months from the date the due becomes payable.

c) Subscription Fee paid shall not be refundable.

## CLAUSE 7 GENERAL MEETING

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#### MEETINGS OF THE ASSOCIATION

a) Annual Meetings - An Annual General Meeting shall be held as soon as possible after the end of each financial year, but not later than three months after that date.

b) Extraordinary General Meeting - An Extraordinary General Meeting may be convened by the Committee and the committee must call for such a meeting within 30 days on the requisition in writing of 50percent or more members.

c) A General Meeting may be convened by the Committee on a periodical basis, to update Members of activities of the Association, legislative and other issues that affect the cosmetics industry.

d) Business at the Annual General Meeting shall be:

i) To consider the Annual Report of the Committee.

ii) To receive and approve the annual accounts of the preceding financial year.

iii) To elect Committee Members and Hon. Auditors for a term of two (2) years.

iv) Any other business of which due notice has been given seven days before the date of the Annual General Meeting.

e) Notice of Meetings:

i) A fourteen days notice in writing of an Annual General Meeting shall be given to each Member of such a meeting together with the annual audited accounts of the Association for the previous year.

ii) A seven-days notice in writing of an Extraordinary General Meeting shall be given to each Member for such a meeting.

iii) A fourteen-days notice in writing of a General Meeting shall be given to each member for such a meeting.

iv) Accidental Omission of Notice - The accidental commission to give notice of a General Meeting to, or the non- receipt of such notice by any Member entitled to receive such notice shall not invalidate the resolution or business transacted at the meeting.

#### PROCEEDINGS AT MEETINGS

a) Chairman - at all General Meeting, the President or in his absence the Vice-President,

shall take the Chair. If the President or Vice President were absent, a Member of the

Committee shall be elected for the purpose.

b) No business shall be transacted at any General Meeting unless a QUOROM is present.

To constitute a quorum the voting members present must be:

i) At least one half of the total voting membership of the Association, or

ii) At least the voting members, (including committee members), must represent thrice the total number of committee members

If half an hour after the time appointed for the meeting a quorum is not present, the members present shall have the power to proceed with the business of the day but shall not have the power to alter the rules of the Society or make any decision affecting

the whole membership.

c) For each motion, every member present shall be entitled to only one vote. No proxies are allowed. The method of voting shall be left to the discretion of the committee members. In case of a tie in the number of votes, another round of voting is to be conducted until a majority decision has been reached.

d) Decision at Annual General Meeting & Extraordinary General Meetings - Resolutions duly proposed and seconded at an Annual General Meeting & Extraordinary General Meeting shall be decided by those present and every member shall be entitled to vote thereon unless specifically provided for in these Rules.

e) The proceedings of all General Meetings shall be minute and signed by the Chairman of the meeting at the next General meeting.

#### MEMBERS REPRESENTATION

a) In all matters affecting their membership of the Association, members may each be represented by up to three nominees, provided such nomination shall have been made on the form to be supplied by the Honorary Secretary and duly approved by the Committee and registered with the Honorary Secretary.

b) The representative or nominee of a member must be a person authorized by the Member company to represent them.

c) Only one representative from each member company is allowed to be elected in the committee.

### CLAUSE 8 COMMITTEE

#### CLAUSE 8

#### COMMITTEE

a) Election of Committee –

i) The committee members shall be elected at the AGM and shall hold office for two consecutive years. At the end of each term, all committee members shall retire from office. Retiring Members of the Committee shall be eligible for re-election.

ii) The committee shall be composed of a President, a Vice-President, one Honorary Secretary, one Honorary Treasurer and five Ordinary Committee Members.

iii) All members of the Committee and every officer performing executive functions

in the Association shall be Malaysian citizens. No members shall be eligible to stand for election to the committee unless he has been an Ordinary member for the past one (1) year.

b) Casual Vacancy - A casual vacancy may be filled by the committee but the next person so appointed shall only hold office until the next Annual General Meeting.

c) All persons nominated for election to the committee must be full time permanent employees of the Member Company.

d) No member shall be nominated or elected to office unless with his consent and presence at the Annual General Meeting. In the event of his absence at the meeting, a valid reason to that effect must be submitted to the Secretary at least twenty-four (24) hours before the meeting together with his written consent to stand for election.

#### PROCEEDINGS OF THE COMMITTEE

a) Meetings - The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings at such times and places they think fit.

b) Chairman - The President of the Association shall be the Chairman of the committee meeting. In the absence of the President, the Vice President shall preside at the meeting.

c) Quorum - The quorum necessary for the transaction of the business of the Committee shall be one-half of the total number of Committee Members.

d) Voting – Matters arising at any meeting of the Committee shall be decided by a simple majority of those present. Each member of the Committee shall be entitled to one vote. In the event of an equality of votes, the Chairman shall have the casting vote.

For each motion, every member present shall be entitled to only one vote. No proxies are allowed. The method of voting shall be left to the discretion of the committee members. In case of a tie in the number of votes, another round of voting is to be conducted until a majority decision has been reached.

e) Minutes - The proceedings of all General Meetings shall be minute and signed by the Chairman of the meeting at the next General meeting.

f) Validation - All acts done by any Member of the Committee or by any person acting as a Member of the Committee shall not - withstanding that it is afterwards discovered that there was some defect in the appointment of any Committee Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Committee.

g) Written Resolution - A resolution in writing, signed by all the Members of the Committee for the time being entitled to receive notice of a meeting of the

Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

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

### **CLAUSE 9 - DUTIES OF COMMITTEE MEMBERS**

a) Duties - The duties of the Committee Members are as follows:

i) The President

He/she shall act as a Chairman at all General and Committee Meetings.

ii) The Vice-President

Shall assist the President in carrying out his duties.

iii) Honorary Secretary

Shall keep all records, except financial, of the Association and shall be responsible for their correctness.

iv) The Honorary Treasurer

Shall keep all funds, collect and disburse all money on behalf of the Association and be responsible for their correctness. Cheques, etc for withdrawals from the bank will be sign approved by the Honorary Treasurer and co-signed by the Honorary Secretary or the President.

v) Ordinary Committee Members - Shall assist in conducting the affairs of the Association.

b) Any member of the Committee absenting himself from three meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Committee.

c) Governing Body - The Committee shall be the governing body of the Association and shall generally manage and conduct the affairs and business of the Association.

### **SECRETARIAT**

a) Appointment-The Association may appoint any person or firm as paid Secretariat to assist the Honorary Secretary and Honorary Treasurer to carry out their work. The Committee shall decide the remuneration and conditions of the person or firm appointed.

b) Duties - The paid Secretariat so appointed by the Association shall attend all Committee and General Meetings but not be entitled to vote at any such meeting.

### **REGISTER OF MEMBERS**

Register - A register of all members of the Association shall be maintained by the Honorary Secretary and shall contain inter alia the following particulars:

a) The name and address of each member

b) The date on which a member was approved at such

- c) The date on which any member ceased to be such
- d) The names of the nominees of each member
- e) The names of brands marketed by each member

## **CLAUSE 10 FINANCIAL PROVISION**

### **10. FINANCIAL**

a) Application of Funds - The funds of the Association shall, subject to these Rules, be applied in the first place in defraying current expenses, and subject thereto shall be applicable in or toward the acquisition by purchase, lease or otherwise, and furnishing and maintenance of suitable premises for the use of the Association, and for such other purposes as the Committee shall from time to time think expedient with a view to the promotion of the objects of the Association or any of them. The administration of the funds shall be subjected to the general direction of the Committee.

b) Remuneration of paid officers - The paid officers and servants of the Association shall receive such remuneration, as the Committee shall from time to time determine.

c) Signing of cheques - No person except the Committee and persons duly authorized by them and acting within the limits of the authority so conferred shall have authority to give receipts for moneys or otherwise, or to sign any cheque or enter into any contract, so as thereby to impose any liability on the Association, or otherwise to pledge the credit of the Association.

d) Financial year - Financial year of the Association shall begin on 1st January and ends on December 31st.

e) Balance Sheet - At the Annual General meeting held in each year, the Committee shall lay before the Members a Balance Sheet, Receipts and Payments Account and Income and Expenditure Account made up to 31 December then preceding. The Balance Sheet shall be signed by the President, the Honorary Secretary and Honorary Treasurer

f) Annual Reports - Every such Balance Sheet, Receipts and Payments Account and Income and Expenditure Account shall be accompanied by a report of the Committee as to the state and condition of the Association.

g) The books of account shall be kept at the Registered Place of Business of the Association or at such other place or places as the Committee shall think fit.

### **INDEMNITY**

Members and Officers to be indemnified - If any prosecution, action or suit at Law be commenced against any Members of the Committee, the secretaries or any other officer, servant or agent of the Association for anything done by him or them in proper or reasonable discharge of his or their duty, such person or persons shall be defended and indemnified by and at the cost of the Association from damages, costs and expenses which may be incidental or resultant from such prosecution, action or suit at Law, and the property and funds of the Association may be applied for such purpose as may be directed by the Committee from time to time.

## **CLAUSE 11 AUDITORS**



Auditor- Every Balance sheet and Receipts and Payments Account shall be audited by the Auditor appointed by the Members at the Annual General Meeting and the Auditors report shall be annexed to every Balance Sheet, Receipts and payments Account.

## **CLAUSE 12 PROPERTY ADMINISTRATOR / TRUSTEES**

Trustee

(1) Three Trustees, who must be over 21 years of age, shall be appointed at the annual general meeting and shall hold office during the pleasure of the society. They shall be vested in them all immovable properties whatsoever belonging to the Society upon execution of a Deed of Trust.

(2) The Trustees shall not sell, withdraw or transfer any of the property of the Society without the consent and authority of a general meeting of members.

(3) A Trustee may be removed from office by a general meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reasons, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of a trustee the vacancy shall be filled by a new Trustee appointed by a general meeting.

## **CLAUSE 13 INTERPRETATION**

### **13. INTERPRETATION**

a) The Committee shall be the sole authority for the interpretation of the Rules and of the Bye-Laws made thereunder and as to any question of fact arising thereat.

b) In the event of any question or matter arising not provided for in the rules or Bye-Laws the committee shall have full power to act thereon and their decision shall be final.

c) Every member of the Association shall be bound by the Rules and Bye-Laws and shall be deemed to have full notice thereof.

### **BYE-LAW**

a) The Committee shall make such Bye-Laws as it may think fit:

i) to prescribe the procedure of the Committee or of any sub-committee.

ii) for the election of applicants to membership.

iii) and generally for any other matters relating to the welfare and conduct of the members of the Association.

b) any Bye-laws as aforesaid shall not be inconsistent with the Rules.

c) any Bye-Laws under this rule shall be confirmed at a meeting of the Committee subsequent to the meeting at which it was made. The Committee may rescind, alter

or add to any Byelaws or Bye-Laws, subject to the confirmation as aforesaid.

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

Advisor/ Patron

The Committee shall if it deems fit and necessary appoint qualified persons to be the Advisor or Patron of the Society. The person appointed must give his consent in writing.

#### **CLAUSE 15 PROHIBITION**

##### **CLAUSE 15 - PROHIBITION**

(1) None of the following games shall be played in the premises of the Association: Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, Ten and a half, all games of dice, bankers games, all video games and all games of mere chance.

(2) Neither the Association nor its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959..

(3) The Association shall not hold any lottery, whether confined to its members or not, in the name of the society, its office-bearers or members without prior approval from the authorities concerned.

(4) Benefits as mentioned under section 2 of the Societies Act 1966 shall not be given by the society to any of its member.

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

##### **CLAUSE 16**

a) Binding effect - Upon the coming into effect of these Rules or any By-Laws made there under they shall be binding forthwith on all Members and the same shall apply in respect of any amendment, cancellation, alternation or addition to them.

b) Amendments - These Rules may be amended, cancelled, altered and added to as may be necessary and expedient from time to time by a special resolution of Members duly passed at a properly constituted Annual General Meeting. Any such amendment, cancellation, alteration or addition to such rules shall not come into force without the prior sanction of the Registrar of Societies. Any amendment approved at a Annual General Meeting shall be sent to the Registrar of Societies within 60 days after the Annual General Meeting.

## **CLAUSE 17 DISSOLUTION**

### **17. DISSOLUTION**

The Committee may at any time resolve that the Association shall be wound up and dissolved, and thereupon an Extraordinary General Meeting shall be convened to consider and, if thought fit, to pass a resolution that the Association be wound-up. Upon such resolution being passed by a majority of not less than three-fifths of the Members present personally or by their Nominees, the Committee shall call a further meeting not earlier than seven days nor later than twenty-eight days thereafter for the purpose of confirming such resolution, and upon such confirmation being passed notice thereof signed by the three principal office bearers shall within fourteen days of the confirmation of the resolution be sent to the Registrar of Societies. Upon such dissolution being registered, the property of the Association shall be sold and converted into cash and all surplus funds remaining after satisfying all the liabilities of the association and the costs of winding-up shall be donated to charitable institution to be decided by the committee.

## **CLAUSE 18 FLAG, LOGO AND BADGE**

1. Flag
  - 
  - Description
  -
2. Logo
  - 
  - Description
  -
3. Badge
  - 
  - Description
  -