

**THE COMPANIES ACT 2016**

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**COMPANY LIMITED BY GUARANTEE**

**MALAYSIA**

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**CONSTITUTION**

**OF**

**NATIONAL INSTITUTE OF OCCUPATIONAL SAFETY AND HEALTH  
(Company no. 243042-U)**

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**Incorporated on 24<sup>th</sup> day of June, 1992**

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SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

BORANG 8  
AKTA SYARIKAT 1965  
[Menurut Seksyen 11(2)(b)]

No. Syarikat-MyCoID

243042	U
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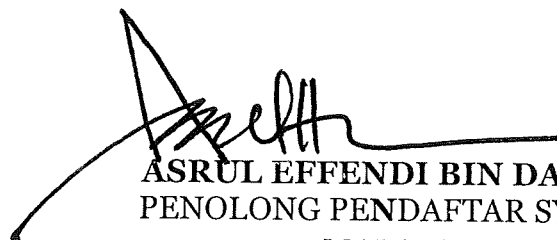
**PERAKUAN PEMERBADANAN SYARIKAT AWAM**

Dengan ini diperakui bahawa

**NATIONAL INSTITUTE OF OCCUPATIONAL SAFETY AND HEALTH**

telah diperbadankan di bawah Akta Syarikat 1965, pada dan mulai dari 24 haribulan Jun 1992, dan bahawa syarikat ini adalah sebuah syarikat berhad menurut jaminan.

Diberi di bawah tandatangan dan meterai saya di Shah Alam pada 5 haribulan November 2012.



ASRUL EFFENDI BIN DAHALAN  
PENOLONG PENDAFTAR SYARIKAT  
MALAYSIA



SURUHANJAYA SYARIKAT MALAYSIA  
(COMPANIES COMMISSION OF MALAYSIA)  
MENARA SSM@SENTRAL  
NO. 7, JALAN STESEN SENTRAL 5  
KUALA LUMPUR SENTRAL  
50623 KUALA LUMPUR

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Ruj. Tuan : -

Ruj. Kami : 243042 - U

Tarikh : 11 September 2019

**Ashcorp Consulting Group Sdn Bhd**

Block 4803, Unit 03, 1<sup>st</sup> Floor  
CBD Perdana 1, Persiaran Flora  
Off persiaran Multimedia  
63000, Cyberjaya  
Selangor

Tuan,

**KELULUSAN MENTERI BAGI PINDAAN PERLEMBAGAAN SYARIKAT DI  
BAWAH SEKSYEN 45 AKTA SYARIKAT 2016  
NAMA SYARIKAT: NATIONAL INSTITUTE OF OCCUPATIONAL SAFETY  
AND HEALTH**

Merujuk kepada permohonan tuan berhubung perkara di atas.

2. Dimaklumkan permohonan tuan untuk meminda Perlembagaan telah diluluskan oleh YB Menteri pada 10 September 2019.
3. Sehubungan itu, tuan hendaklah mematuhi peruntukan seksyen 36, 37 dan 38 atau lain-lain seksyen yang berkaitan di bawah Akta Syarikat 2016 berhubung dengan pindaan Perlembagaan.
4. Bersama ini disertakan **Surat Izin** dan **Lampiran A** untuk simpanan pihak tuan. Sila patuhi tempoh serahsimpan di bawah peruntukan seksyen 36 Akta Syarikat 2016 yang berkaitan di kaunter Tingkat 17, Menara SSM @Sentral Kuala Lumpur atau mana-mana Cawangnya.

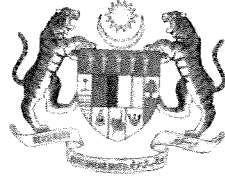
Sekian, terima kasih.

**"PERNIAGAAN ANDA BERMULA DI SSM"**

Yang benar,

**PINNY BINTI ASNAN**

Seksyen Pengurusan Tadbir Korporat  
b.p. Pendaftar Syarikat  
Suruhanjaya Syarikat Malaysia



**MENTERI PERDAGANGAN DALAM NEGERI  
DAN HAL EHWAL PENGGUNA**

**AKTA SYARIKAT 2016**

**IZIN BAGI MEMINDA PERLEMBAGAAN**

**NATIONAL INSTITUTE OF OCCUPATIONAL SAFETY AND  
HEALTH  
243042 - U**

Pada menjalankan kuasa di bawah Fasal 6 Perlembagaan dan seksyen 45 Akta Syarikat 2016, saya, Datuk Seri Saifuddin Nasution Ismail, Menteri Kementerian Perdagangan Dalam Negeri Dan Hal Ehwai Pengguna dengan ini memberi izin kepada **NATIONAL INSTITUTE OF OCCUPATIONAL SAFETY AND HEALTH** untuk meminda Perlembagaan seperti di **Lampiran A**.

Walaupun Keizinan diberikan, salinan lengkap Perlembagaan dengan memasukkan pindaan yang diluluskan, salinan resolusi dan **Lampiran A** perlu diserahkan simpan di Suruhanjaya Syarikat Malaysia.

Tarikh: 10 SEP

**DATUK SERI SAIFUDDIN NASUTION ISMAIL**  
Menteri Kementerian Perdagangan  
Dalam Negeri Dan Hal Ehwai  
Pengguna

**THE COMPANIES ACT 2016**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**CONSTITUTION  
OF  
NATIONAL INSTITUTE OF OCCUPATIONAL SAFETY AND HEALTH  
(Company no. 243042-U)**

**Preliminary**

1. The name of the Company is National Institute of Occupational Safety and Health (NIOSH) (hereinafter referred to as "the Institute").
2. The registered office of the Institute will be situated in Malaysia.

**PART A**

3. In this Constitution: -

<b>"the Act"</b>	means the Companies Act 2016 or any statutory modification or amendment thereof for the time being;
<b>"the Board"</b>	means the Board of Directors hereby set up for the management of the affairs of the Institute;
<b>"the Constitution"</b>	means this Constitution or any modification or amendment thereof for the time being;
<b>"clear days"</b>	in relation to the period of the notice means that period excluding the day the notice is given or deemed to be given or on which it is to take effect;
<b>"Government"</b>	means the Government of Malaysia;
<b>"the Institute"</b>	means the National Institute of Occupational Safety and Health;
<b>"member"</b>	means the subscriber to the Constitution and any new member admitted as a member in accordance with clause 19;
<b>"the Minister Responsible for the Institute"</b>	means the Minister who is charged with the responsibility to govern NIOSH;
<b>"the Seal"</b>	means the common seal of the Institute; and

**"the Secretary"** means any person who is a holder of a secretary licence or a member of a prescribed body appointed to perform the duties of the secretary of the Institute.

Where the context requires, word importing the singular shall include plural and vice-versa, and words importing the masculine gender shall include the feminine gender and vice-versa. Unless the context otherwise requires, words or expressions contained in this Constitution shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which this Constitution becomes binding on the Institute.

### **Objects, Powers and Nature of Institute**

4. The objects for which the Institute is established are:-
  - (a) To contribute toward efforts in upgrading occupational safety and health through developing curriculum and conducting training courses for technical and vocational training and higher education programmes for employees, employers and others who are responsible either directly or indirectly for occupational safety and health;
  - (b) To assist public and private sectors on issues relating to occupational safety and health;
  - (c) To assist those who are responsible for occupational safety and health with the latest information in the field of occupational safety and health within the country or overseas;
  - (d) To conduct primarily applied research and both short term and long term research on occupational safety and health issues; and
  - (e) To disseminate information on research and findings on the issues of occupational safety and health in the main and other pertinent activities undertaken by or on behalf of the Institute and to be a centre of excellence on occupational safety and health.
5. The powers of the Institute under the objects clause shall be limited to the powers set out below-
  - (a) To prepare, develop and implement training programmes and curriculum in the field of occupational safety and health for the employees, employers and others;
  - (b) to train trainers and to identify organisations which can conduct training programmes for employees, employers and others;
  - (c) To conduct courses in specific specialisation for medical practitioners, engineers, safety practitioners, nurses enforcement officers, industrial hygienists and others;

- (d) To assist universities and/ or provide services to other institution of higher learning and technical vocational institute and others in developing curriculums for the training of professionals;
- (e) To develop and to implement specific training programmes for certain industries or specific hazards;
- (f) To provide technical advice, consultancy and other services to public and private sectors in all fields of occupational safety and health;
- (g) To provide services to enforcement agencies and other government agencies in promulgating codes or rules and regulations on occupational safety and health;
- (h) To provide services to agencies that collect statistics on occupational diseases and accidents in efforts to analyse the statistics and to improve the information gathering system for the purpose of promulgating strategies to promote and protect occupational safety and health of employees and others;
- (i) To collect, collate and disseminate information for organisations or individuals who are responsible for occupational safety and health;
- (j) To print and publish any newspapers, periodicals, books or booklets, videos and others;
- (k) To provide library facilities concerning the field of occupational safety and health;
- (l) To pay reasonable and proper remuneration and allowances to the Institute's employees or others for any/various services rendered to the Institute;
- (m) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contribution to the funds of the Institute in the form of donations, annual subscription, or otherwise;
- (n) To cooperate or collaborate with any other institute, association, organisation or bodies within and outside Malaysia whether incorporated or not whose object are altogether or in part similar to those of the Institute;
- (o) To undertake and execute any trusts which may be seen directly or indirectly conducive to any of the objects of the Institute;
- (p) To enter into any arrangement with the Government of Malaysia, State Authority or any other bodies that may be conducive to take the Institute's objects or any of them; and to obtain from the Government, State Authority or any other bodies any rights, privileges or concession which the Institute may think is desirable to obtain and to carry out such

exercise and comply with any such arrangements, rights, privileges and concessions;

- (q) To receive any gift whether moveable or pecuniary and whether or not subject to any trust for anyone or more of the objects of the Institute.
- (r) To take such steps by personal appeals only as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute in the form of donations, grants, loans, legacy, subscriptions or otherwise.
- (s) To purchase, take on lease or otherwise acquire for the purposes of the Institute and to hold any estates, lands, buildings, easements or other interests in movable or immovable property which may be deemed necessary or convenient for any of the purpose of the Institute provided that the Institute shall not hold, acquire, charge, mortgage, sell or dispose of any land without the consent of the Minister charged with the responsibility for companies.
- (t) To construct, maintain and alter any houses, building or works necessary or convenient for the purpose of the Institute.
- (u) To let on lease or on hire the whole or any part of the movable property of the Institute on such tenure as the Board shall determine.
- (v) To purchase or otherwise acquire, erect, maintain, reconstruct, and adopt any offices, workshops, mills, plants, machinery and other things found necessary or convenient for the purpose of the Institute.
- (w) To purchase acquire, hold, sell and deal in shares, stocks, debentures stocks, bonds, obligations, and securities issued or guaranteed by Malaysian Government, State Government or public body or authority.
- (x) To sell, dispose of, or transfer any property and undertaking of the Institute or any part thereof, for any consideration which the Institute may see fit to accept.
- (y) To accept stock or share, mortgage debentures of other securities of any company in payment or payment for any services rendered for any sale made to or debt owing from any such company.
- (z) To draw, accept and make, and to endorse, discount and negotiate, bills of exchange, promissory note, and other negotiable instruments.
- (aa) To invest in Malaysia the money of the Institute not immediately require in such manner as from time to time may be determined, PROVIDED that the Institute shall not own or incorporate any subsidiary company unless consent from the Registrar of Companies is obtained.
- (bb) To engage and appoint and pay such officers, clerks, agents, servants or persons to perform such duties or services for the proper



administration and management of the Institute and to remove and suspend the same.

- (cc) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment, and administration and management of the Institute and to remunerate any person or persons for services rendered thereof in cash or in any other manner allowed by law.
- (dd) To borrow and raise money in such manner as the Institute may think fit.
- (ee) To do all or any of the matters hereby authorised in any part of Malaysia either alone or in conjunction with, or as trustees or agents, for any company, association or person, and by or through trustees or agents.
- (ff) Generally to do all such other lawful things as are incidental or conducive to the attainment of the above objects and the exercise of powers of the Institute:

**PROVIDED that** the Institute shall not support with its funds any political organisation or society or endeavour to impose on or procure to be observed by its members or others any regulations, restrictions or conditions which, if any were included in the objects of the Institute would make it a Trade Union within the meaning of the Trade Union Act 1959.

6. There shall be a Board of Directors for the management of the affairs of the Institute (hereinafter referred to as "the Board").
7. The profits, income and property of the Institute howsoever derived shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Institute PROVIDED that nothing herein shall prevent the payment, in good faith, of:
  - (a) allowance or remuneration to any officer or servant of the Institute in return for any professional services rendered to the Institute;
  - (b) payment of interest at the current bank rate on any loan advanced by members of the Institute to promote the objects thereof;
  - (c) reasonable and proper rent for premises demised or let by any member of the Institute;

but no member of the Institute shall be appointed to any salaried office of the Institute paid by fees, and that no remuneration of the benefit in money's worth shall be given by the Institute to any member of the Institute except repayment of out-of-pocket expenses and fee for services rendered to the Institute as aforesaid.

8. Subject to the Act, no addition, alteration or amendment shall be made to or in provisions contained in the Constitution for the time being enforced unless

the same shall have been approved by a special resolution of the members at a general meeting and subject further to the prior approval by the Minister Responsible for the Institute and the Registrar of Companies.

9. Subject to Clause 53 of the Constitution, no person shall be appointed as director of the Institute unless his appointment has been approved by the Registrar of Companies.
10. The Institute is not allowed to solicit donation from the public without the approval of Registrar of Companies.
11. Where relevant, the Institute shall ensure that the contribution is received within six (6) months after the Institute is incorporated.
12. The Board and the members of the Institute shall always ensure that the Institute or the fund of the Institute is not being used for any form of political activity or for unlawful purpose prejudicial to or incompatible with peace, welfare, security, public order, good order or morality in Malaysia or for any purpose prejudicial to national security or public interest.
13. The Institute shall apply whatever percentage approved by the Director General of Inland Revenue all income and donations received or for non-commercial purpose and solely towards the promotion of the objects of the Institute as set forth in this Constitution.
14. The liability of the members Institute is limited.
15. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other institution or institutions or organisation having objects similar to the objects of the Institute and having been approved by the Director-General of Inland Revenue, Malaysia at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision, to some other Funds of similar organisation or some charitable objects approved by the Director-General of Inland Revenue, Malaysia.
16. Every member of the Institute undertakes to contribute to the assets of the Institute in the event of the Institute being wound up during the time that he is a member or within one year after he ceases to be a member for payment of debts and liabilities of the Institute contracted before he ceases to be a member and for the adjustment, of rights of the contributories amongst themselves, such amount as may be required not exceeding Ringgit Malaysia One Hundred (RM100.00).
17. True accounts shall be kept of the sums of money received and expended by the Institute and the matter in respect of which such receipt, and expenditure takes place, and of the property, credits and liabilities of the Institute and subjects to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being, shall be open for the inspection of the

members. Once at least in every calendar year the accounts of the Institute shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditor or auditors.

## **PART B**

### **Members**

18. The number of members to which the Institute proposes to be registered is not less than two and not more than one thousand (1,000) at anytime but the Institute may from time to time by ordinary resolution register an increase or reduction in the number of members, subject to the approval of the Minister Responsible for the Institute.
19. The members of the Institute shall be the subscribers to the Constitution and such other persons or corporate bodies who shall be elected or admitted to membership in accordance with the Constitution and shall be entered in the Register of Members accordingly and he shall be a member thereof and shall have the following rights and responsibilities therefrom:
  - (a) be bound to further to the best of his ability, the objectives and interests of the Institute and shall observe all the rules and regulations of the Institute.
  - (b) be entitled to reasonable access to the premises of the Institute and to all information and advice with regard to the objects of the Institute as the Board may deem expedient to supply.
20. Membership of the Institute shall comprise the following classes:
  - (a) Ordinary member, which carries voting right and is required to sign the application form pursuant to Clause 21.3 hereunder and to pay any prescribed entry fee and annual subscription fee and be under any liability in the event of the Institute being wound up;
  - (b) Associate member, which does not carry voting right and is required to sign the application form pursuant to Clause 21.3 hereunder and to pay any prescribed entry fee and annual subscription fee and be under any liability in the event of the Institute being wound up; and
  - (c) Honorary member, which does not carry voting right and is not required to sign any application form and shall not be required to pay any prescribed entry fee and annual subscription fee and be under any liability in the event of the Institute being wound up. The honorary member may be invited by the Board to attend any Board meetings as an observer but the attendance of honorary member shall be disregarded in determining the size of the Board.
21. Election or admission to membership of any person who makes application to the Institute shall be at the sole discretion of the Board and the Board may

reject any application for membership without assigning any reason thereof, subject to the following qualification for membership:

- 21.1 Ordinary membership is open to individuals who are citizens of Malaysia and corporations incorporated under the Act or organisations set up under the Societies Act, 1966, which have the same or similar objectives or an interest in achieving the Institute's objectives.
  - 21.2 Non-citizens may be admitted as associate members but shall have no voting right and shall not be eligible to hold any office.
  - 21.3 Except for honorary membership, no person shall be elected or admitted to membership unless he shall first have submitted to the Institute an application for membership in the prescribed form addressed to the Executive Secretary and shall be accompanied by an entrance fee and annual subscription fee as may be prescribed by the Board from time to time.
  - 21.4 At the next meeting of the Board after the receipt of any application for membership, the Executive Secretary shall table the application and such application shall be considered by the Board which shall decide upon the admission or rejection of the application. Election or admission to membership of any person who makes an application to the Institute shall be at the sole discretion of the Board and the Board may reject any application for membership without assigning any reason thereof.
  - 21.5 The Executive Secretary shall upon approval of the application enter the name and address of the member into the register of members.
  - 21.6 Upon admission to the membership, the members are required to make a declaration in the prescribed form and the content of the prescribed form shall be determined by the Board from time to time.
22. The Board may at its discretion by way of invitation admit any person who in the opinion of the Board may contribute to the Institute's objectives and is worthy of becoming a member of the Institute to be an honorary member who shall not be required to sign the application mentioned in Clause 21 or pay any subscription or be under any liability in the event of the Institute being wound up. The honorary member may be invited by the Board to attend any Board meetings as observer but his/her attendance shall not be regarded in determining the size of the Board.

### **Entries in the Register of Members**

23. The Executive Secretary shall cause to be entered the name and address of each member in the Register of Members upon his election or admission to membership.

### **Entry Fees and Subscription**

24. The payment of entry fees (if any) and annual subscriptions by members shall be of such amount and payable on such dates in such manner as the Board may from time to time prescribe.
25. Annual subscription fee shall expire every calendar year end 31 December. If the members fail to pay for more than one (1) year, the Board has the right to terminate their membership.

### **Cessation of Membership**

26. No rights or privileges of any member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such. A member shall cease to be a member of the Institute and his name shall be removed from the Register of Members and the person shall henceforth forfeit all rights as a member of the Institute on the occurrence of any one of the following events:-
  - (a) in the event of death;
  - (b) if he/she by notice in writing to the Institute resigns his membership;
  - (c) if he/she becomes of unsound mind;
  - (d) if he/she is convicted or indicted of any criminal offences;
  - (e) if being a corporate body it is dissolved or wound up; or ceases to carry on activity for more than six (6) months;
  - (f) if he/she shall be adjudged bankrupt or make any composition or arrangement with his creditors;
  - (g) If he/she being engaged in any profession is prohibited by the disciplinary body of the profession from continuing to practice;
  - (h) If he/she is detained under a Detention Order or is placed under the Restricted Residence; or
  - (i) If he/she shall be convicted of any seizable offence and sentenced to fine of or exceeding Ringgit Malaysia Two Thousand (RM2,000.00) only or imprisonment of or exceeding twelve (12) months.
27. Any person so ceasing to be a member may be re-admitted to membership by the Board at its discretion. However, no person who ceases to be a member shall be re-admitted within a period of one (1) year from the date such person ceases to be a member. The decision of the Board shall be final and binding on any such member.

### **Expulsion**

28. Majority of members present and voting at an annual or extraordinary general meeting may by resolution expel any member whose conduct in their opinion renders him unfit to be a member of the Institute.
  - 28.1. Any such person shall as from the passing of such resolution cease to be a member of the Institute and shall not be eligible for re-election or readmission as a member.
  - 28.2. The Executive Secretary shall remove the person's name from the Register of Members and the person shall cease to be a member of the Institute as soon as his/her name has been removed and henceforth forfeit all rights as a member of the Institute.

### **General Meetings**

29. The Institute shall hold once every year a general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen (15) months shall elapse between the date of one (1) general meeting and that of the next. Provided that so long as the Institute hold its first annual general meeting within (18) eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.
30. All general meeting other than annual general meetings shall be called extraordinary general meetings.
31. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists in a manner as provided by the Act.

### **Notice of General Meeting**

32. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice in writing at least, and a meeting of the Institute other than an annual general meeting or a meeting for the passing of a special resolution shall be called by fourteen (14) days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the persons as are under the Constitution of the Institute, entitled to receive such notices from the Institute:

Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this clause, be deemed to have been duly called if it is so agreed:

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of members having a right to attend and vote at the meeting, being majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all members.
33. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **Using Technology to hold Meetings**

34. Subject to the Act, the Institute may hold a general meeting at more than one venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the meeting. The main meeting venue shall, subject to the Act, be in Malaysia and the chairperson shall be present at the main venue of the meeting.
35. Anyone using this technology is taken to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

### **Proceedings at General Meetings**

36. All business shall be special that is transacted at an extraordinary general meeting, and also that is transacted at an annual general meeting, with the exception of the consideration of the audited financial statements and the report of the members of the Board and auditors, the election of members of the Board in place of those retiring, the appointment and the fixing of the fee of directors and the appointment of, and fixing of the remuneration of, the auditors.
37. No business shall be transacted at any general meeting unless quorum of members is present at the time when the meeting proceeds to business; save as hereinafter provided, thirty (30) ordinary or thirty per centum (30%) of the ordinary members, whichever is less, present in person shall be a quorum. For the purposes of constituting a quorum:
- (a) One or more representatives appointed by a corporation shall be counted as one ordinary member; or
  - (b) One or more proxies appointed by a person shall be counted as one ordinary member.

38. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting shall stand dissolved.
39. The Chairman of the Board shall preside as chairman at every general meeting of the Institute or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or unwilling to act the Vice Chairman shall preside in his stead, and if neither the Chairman nor the Vice Chairman is present within fifteen minutes after the time appointed for the holding of the meeting or unwilling the members of the Institute present shall elect one of the members of the Board to be chairman of the meeting.
40. If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for holding of the meeting, the member present shall choose one of their members to be chairman of the meeting.
41. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting.
42. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded :-
  - (a) by the Chairman; or
  - (b) by at least ten per centum (10%) members present in person or by proxy

Unless a ballot be so demanded a declaration by the chairman that the resolution has on a show of hands been passed unanimously, or by a particular majority, or is lost and an entry to that effect in the book containing the minutes of the proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
43. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
44. A ballot on a question of adjournment, shall be taken forthwith. A ballot demanded on any question shall be taken at such time as the Chairman of



the meeting directs, and any business other than that upon which a ballot has been demanded may be proceeded with pending the taking of the ballot. The result of the ballot shall be deemed to be the resolution of the meeting at which it was demanded. The demand for a ballot may be withdrawn.

45. A resolution of the members must be passed subject to the requirement of the Act.

### **Votes of Members**

46. Subject to Clause 47 hereunder, every member shall have one vote. In the event of an equality of votes, whether on a show of hands or on a ballot, the Chairman of the meeting at which the show of hands takes place or at which the ballot is demanded shall be entitled to a second or casting vote. For avoidance of doubt, honorary members and associate members have no voting right.
47. No member shall be entitled to vote at any general meeting unless all moneys which are entry fees and annual subscription presently payable by him to the Institute have been paid.
48. On a ballot votes may be given either personally or by proxy.
49. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing. [or, if the appointer is a body corporate, either under seal or under hand of the office or attorney duly authorised]. A proxy need not be a member of the Institute.
50. Attendance at general meeting may be in person or by proxy. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admits:-

NIOSH

[I/we] ..... of ....., being a member of the above named Institute, hereby appoint ..... of ..... Or failing him ..... of ....., as my [/our] proxy to vote for me [/us] on my [/our] behalf at annual [extraordinary] general meeting of the said Institute to be held on the ..... day of ..... 20...., and at any adjournment thereof.

[Signatures]

51. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a ballot.
52. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death insanity revocation of aforesaid shall have been received by the Institute at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### Appointment to the Board and Remuneration of Members of the Board

53. The business of the Institute shall be managed by a Board. The Board shall consist of not more than fifteen (15) members (number), consisting of the following:

- (a) two-thirds (2/3) of the Board members shall be the Government nominees appointed by the Minister Responsible for the Institute and they shall include the Chairman, Vice Chairman, Executive Director and Executive Secretary. Except for the Executive Director and Executive Secretary, all other Government nominees shall be independent non-executive directors.
- (b) One-third (1/3) of the Board members shall be elected by the members at the Annual General Meeting.

Notwithstanding the above, a member of the Board shall vacate his office if his election as member of the Board is not approved by the Minister charged with the responsibility for companies.

54. The term of office of the members of the Board nominated by the Minister Responsible for the Institute shall be three (3) years and those elected by the members at the Annual General Meeting shall be two (2) years. All retiring members shall at the end of their year of office be eligible for re-election or re-appointment.

55. Remuneration, benefits and reimbursements payable by the Institute to members of the Board are subject to the following regulations:

55.1. The members of the Board appointed by the Institute may be paid salaries or fixed allowances with the following range of amount:

No	Designation in The Institute	Fixed Salary per month (RM)	Fixed Allowance per month (RM)	Attendance allowance per meeting (RM)
1	Chairman	0	10,000.00 to 15,000.00	450.00 to 600.00
2	Non-Executive Directors	0	3,000.00 to 5,000.00	450.00 to 600.00
3	Executive Director	19,500.00 to 30,000.00	3,000.00 to 5,000.00	450.00 to 600.00
4	Executive Secretary	14,500.00 to 25,000.00	3,000.00 to 5,000.00	450.00 to 600.00

but not excessively given shall be approved by the members of the Institute and Minister charged with the responsibility for companies.

- 55.2 The conditions which allow salary and fixed allowance to be given are:
- a) the Institute must be financially sound [based on the annual audited financial statements of the Institute];
  - b) The members of the Board are satisfied, before entering into the agreement, that it is in the interest of the Institute for that person to provide those services for that amount; and
  - c) The maximum amount is reasonable in the circumstances and is set out in the written agreement and should not exceed the amount provided for in the Constitution.
- 55.3 Any change to the amount of the salaries and fixed allowances are subject to the approval by the members of the Institute and Minister charged with the responsibility for companies.
- 55.4 Members of the Board shall be paid all travelling, hotel and other reasonable expenses including incidental and non-incident or out-of-pocket expenses properly incurred by them in attending and returning from meetings of the Board or any committee or sub-committee and ad-hoc committee meetings of the Institute subject to approval of the Board.

### **Powers and Duties of the Board**

56. The business of the Institute shall be managed by the Institute who may pay all the expenses and may exercise all such powers of the Institute as required to be exercised by the Institute in general meeting, subject nevertheless to the provisions of the Act or this Constitution and to such regulations being not inconsistent with the aforesaid provisions but no regulation may invalidate any prior act of the Board which would have been valid if that regulation had not been made.
57. The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Institute for such purpose and such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.
58. All cheques, promissory notes, draft, bill of exchanges and other negotiable instruments, and all receipts for moneys paid to the Institute shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
59. Every member of the Board shall from time to time, give a general notice to the Board of the Institute at a meeting of the Board or via written notice, to the effect that he is an officer or member of a specified corporation or firm and is to be regarded as interested in any contract of the Institute which may after the date of the notice, be made with that corporation or firm, and such written

notice shall be deemed to be a sufficient declaration of interest in relation to any contract so made if it specifies the nature and extent of his interest in that corporation or firm and his interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract is so made. A copy of this general notice shall form part of the Register of Directors' Interests maintained by the Institute.

60. Every member of the Board, who has direct or indirect interests in shares of the corporations or firms through the immediate family pursuant to the Section 197 of the Companies Act, 2016, shall from time to time give a general notice of such interest to the Board of the Institute at a meeting of the Board or via written notice. A copy of this general notice shall form part of the Register of Directors' Interests maintained by the Institute.

### **Borrowing Powers**

61. The Board may exercise all of the powers of the Institute to borrow or raise money and shall secure the payment in such manner as the Institute may think fit, and subject to prior written approval from the Minister Responsible for the Institute to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debentures stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute.

### **Minutes of Meetings**

62. The Board shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointment of officers made by the Board;
  - (b) the names of all the members of the Board present at each meeting of the Board and of any committee of the Board;
  - (c) of all resolutions and proceedings at all meetings of the Institute and of the Board and of any committee of the Board and every member of the Board present at any meeting of the Board or committee of Board shall sign his name in a book to be kept for that purpose.

### **Disqualification of Members of the Board**

63. The office of the members of the Board shall be vacated if the member of the Board:-
- (a) without the consent of the Institute in general meeting holds any office of profit under the Institute; or
  - (b) becomes bankrupt or makes any arrangement or compromise with his creditors generally; or

- (c) becomes prohibited or disqualified or ceased from being a member of the Board under any provisions of the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder;
  - (e) resigns from his office by notice in writing to the Institute;
  - (f) is removed by ordinary resolution of the Institute;
  - (g) is absent for more than three (3) consecutive meetings of the Board without permission of the Chairman;
  - (h) is directly or indirectly interested in any contract with the Institute and fails to declare the nature of his interest in the manner required by the Act; or
  - (i) dies.
64. A member of the Board shall not vote in respect of any contract or proposed contract with the Institute in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

### **Re-election and Re-Appointment of the Members of The Board**

65. There shall be no retirement of directors by rotation for the Institute.
66. A member of the Board retiring at the end of his/her tenure of office shall be eligible for re-election or re-appointment.
67. The Institute at the meeting at which a member of the Board retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring member the Board shall, if offering himself for re-election and not disqualified under the Constitution from holding office as a director, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member of the Board is put to the meeting and lost.
68. No person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of Board unless, not less than five and not more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Institute notice in writing (Nomination Form). Nomination of directors to the Institute are subject to the following regulations:
- 68.1. Members of the Institute may submit nomination of director to the Institute by completing the Nomination Form prescribed by the Institute and any nomination proposed by a member shall be seconded by another member. No nomination of director shall be made during the meeting of the Institute. The nominee shall be

personally present at the meeting to be eligible for election to the Board.

68.2. The candidate nominated by the member is required to give a general notice to the Institute upon his nomination:-

- i. To confirm whether he is an officer or member of a specified-corporation or firm.
- ii. To confirm whether he has direct or indirect interests in shares of the corporations or firms through the immediate family pursuant to the Section 197 of the Companies Act, 2016.
- iii. To authorise the Institute to carry out personal check, including financial credibility check, and/or to obtain any information and/or confirmation as the Board may deem fit.

The nomination of a nominee who fails to comply with this Clause shall be rendered invalid. Notwithstanding the above, a member other than a retiring member of the Board shall vacate his office if his election as member of the Board is not approved by the Minister charged with the responsibility for companies.

69. No person other than a member of the Board retiring at the meeting shall be eligible for election to the office of a member of Board unless, not less than five and not more than twenty-one days before the date appointed for the meeting, there shall have been left at the registered office of the Institute notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected. Notwithstanding the above, a member other than a retiring member of the Board shall vacate his office if his election as member of the Board is not approved by the Minister charged with the responsibility for companies.
70. Subject to the approval by the Minister Responsible for the Institute, the Board may from time to time increase or reduce the number of members of the Board.
71. The Board shall have power at any time, and from time to time, to appoint any member of the Institute to be a member of the Board either to fill a casual vacancy or as an addition to the existing Board, but so that the total number of members of the Board shall not at any time exceed the number fixed in accordance with this Constitution. Any member of the Board so appointed shall hold office only until the next following annual general meeting, and then shall be eligible for-election.
72. Subject to the Act, the Institute may remove any elected member of the Board before the expiration of the period of office notwithstanding anything in this Constitution or in any agreement between the Board and such member of the Board.

73. The Institute may by ordinary resolution in a general meeting of the Institute appoint another person in place of a member of the Board removed from office under Clause 72. Without prejudice to the powers of the Board under clause 71 hereof the Institute in general meeting may appoint any person to be a member of the Board either to fill a casual vacancy or as an additional member of the Board.

### **Proceedings of The Board**

74. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit.
- 74.1 any notice and papers for the meeting of the Board may be given to any member in writing in the following manner:
- (a) given by hand to the address, within Malaysia, of the member as supplied by him to the Institute for the purpose of giving notice to him;
  - (b) given by ordinary post to the address, within Malaysia, of the member as supplied by him to the Institute for the purpose of giving notice to him; or
  - (c) given in electronic form by transmitting to the electronic address or facsimile number of the member as supplied by him.
- 74.2 Subject to the Act, the Board may hold its meeting at more than one venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard, to vote and to communicate with each other simultaneously throughout the meeting. Any Board member using this technology is taken to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 74.3. Question arising at any meeting shall be decided by a majority of votes and a determination by a majority of members of the Board shall for all purposes be deemed a determination of the Board. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
75. Any minimum five (5) members of the Board may acting in concert, and the Company Secretary on the requisition of such members of the Board shall, at any time summon a special meeting of the Board.
76. The quorum necessary for the transaction of the business of the Board shall be one fourth (1/4) of the members of the Board.
77. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of the Board, the Minister Responsible for the Institute shall appoint members to fill

up vacancies until there are at least one half (1/2) of the members of the Board. Meanwhile, the continuing members or member of the Board may act for the purpose of summoning a general meeting of the Institute, but for no other purpose.

78. The Chairman of the Institute shall preside at every meeting of the Board, or if he is absent, or if at any meeting he is not present within ten (10) minutes after the time appointed for holding a meeting, the Vice-Chairman shall be chairman or if the Vice-Chairman is not present at the meeting then the members may choose one of their numbers who is a nominee of the Government to be chairman of such the meeting.
79. The Board may from time to time delegate any of their powers to a committee or committees consisting of such members of their body as they think fit and with such powers as the Board may prescribe, provided that such powers not exceeding those vested in or exercisable by the Board under this Constitution.
80. The committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their numbers to be chairman of the meeting.
81. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
82. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a members of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board 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 Board.
83. A resolution in writing, signed by all the members of the Board, for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board, duly convened and held.

#### **Executive Director, Executive Secretary and Company Secretary**

84. The Company Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
85. A provision of the Act or this Constitution requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by it being done by or to the same person acting both as a member of Board and as, or in place of, the secretary.



86. The Minister Responsible for the Institute shall appoint the Executive Director and Executive Secretary of the Institute whom in his opinion and judgment are fit and proper to hold such positions and responsibilities. The Board shall by resolution determine the amount of remuneration payable to the Executive Director and Executive Secretary, if any, and such other conditions as they think fit.
87. The Board may delegate such powers to the Executive Director as it thinks fit, subject to such directions as may be prescribed by the Board.
88. Where the Executive Director or the Executive Secretary is unable to act for any reason whatsoever or there shall be a casual vacancy of the Executive Director or the Executive Secretary, the Board may by resolution appoint a temporary substitute for a period of not more than six (6) months and any person so appointed shall, during the term of his appointment be the Executive Director or Executive Secretary, as the case may be, of the Institute.
89. In the event of casual vacancy of the Executive Director and Executive Secretary is not filled up within the aforementioned six (6) months' period, the Board may at its discretion extend the term of appointment of the temporary substitute Executive Director and Executive Secretary until such time the replacement is appointed by the Minister Responsible for the Institute.

### **The Seal**

90. The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board or of the Executive Director as authorised in writing by the Board and every instrument to which the seal shall be affixed shall be signed by a member of the Board and shall be countersigned by the Executive Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

### **Accounts**

91. The Board shall cause proper books of accounts and other records to be kept with respect to:-
  - (a) all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Institute; and
  - (c) the assets and liabilities of the Institute

Proper books and records shall not be deemed to be kept if they are not kept as are necessary to give a true and fair view of the state of the Institute affairs and to explain its transaction.

92. The books of accounts shall be kept at the registered office of the Institute or, at such other place or places as the Board think fit and shall always be open to the inspection of the member of the Board.
93. The Board shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to inspection of members not being members of the Board and non-member (not being a member of the Board) shall not have any rights to inspect any account or book or document of the Institute except as conferred by statute or authorised by the Board or by the members by ordinary resolution at the general meeting.
94. The Board shall from time to time in accordance with the requirement of the Act cause to be prepared and to be laid before the Institute in general meeting such income statement, statement of financial position and any reports as are referred to in the Act.
95. Subject to the Act and Clause 91 of this Constitution, a copy of Directors' Report and Financial Statement which is to be laid before the Institute in general meeting, together with a copy of the auditor's report, shall not less than twenty-one (21) days before the date of the meeting be given to every member of, and every holder of debentures of, the Institute.

#### **Audit**

96. Auditors shall be appointed and their duties regulated in accordance with the Act.

#### **Notice**

97. Subject to the Act, any notice may be given by the Institute to any member in writing in the following manner:
  - (a) given by hand to the address, within Malaysia, of the member as supplied by him to the Institute for the purpose of giving notice to him;
  - (b) given by ordinary post to the address, within Malaysia, of the member as supplied by him to the Institute for the purpose of giving notice to him;
  - (c) given in electronic form by transmitting to the electronic address or facsimile number of the member as supplied by him; or
  - (d) subject to the Act and clause 91, for the purpose of notice of general meeting, by publishing on a website.
98. If a notice for a meeting of members is given by way of a publication in a website as per clause 97(d), the Institute shall notify its members that the notice is available in the website and such notification must be given in hard copy or electronic form stating –

- (a) that it concerns a meeting of members;
  - (b) the place, date and time of the meeting; and
  - (c) whether the meeting is an annual general meeting.
99. The notice pursuant to clause 97 shall be available in the website throughout the period beginning from the date of notification referred to clause 91 until the conclusion of the meeting of members.
100. A notice:
- (a) delivered in person, or left at a recipient's address, is taken to be given on the day it is delivered;
  - (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
  - (c) sent by electronic and digital transmission, is taken to be given on the business day after it is sent irrespective of whether or not the same is actually received by the member; and
  - (d) given by publication in the website, is taken to be given on the business day after the notification that the notice is available in the website is sent.
101. Notices of every general meeting shall be given in any manner hereinafter authorised to:-
- (a) every member except those members who have not supplied to the Institute an address within Malaysia for the giving of notices to them;
  - (b) the auditors for the time being of the Institute; and
  - (c) the members of the Board.
- No other person shall be entitled to receive notices of general meetings.

### **Indemnity**

102. Subject to the provision of and so far as may be permitted by the Act, every member of the Board, auditor or other officer of the Institute shall be entitled to be indemnified by the Institute against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Institute and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any findings or admissions of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

### **Winding-Up**

103. The Institute shall not be wound up except by special resolution passed at a general meeting convened for the purpose of determining the dissolution of the Institute subject to the prior approval from the Minister Responsible for the Institute.

### **Interpretation of the Constitution**

104. If any doubt shall arise as to the proper construction or meaning of any clause of this Constitution or of any Rule or Regulation made hereunder or of any expression used herein, the Board shall resolve such doubt and the decision of the Board shall be final and conclusive provided that such decision is recorded in the Minute Book of the proceedings of the Board.

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Company no.: 243042-U

We, the several persons whose names and addresses are subscribed hereunder being subscribed hereby agree with the foregoing Constitution.

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Name, address and Descriptions of Subscribers	Signatures of each Subscriber
(a) Name  Address Position	
(b) Name  Address Position	

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Dated this ..... day of .....20 .....

Witness to the above signatures:

Name :  
Identity Card No :  
Position :

Lodged by: