



MMS
MALAYSIAN MENOPAUSE SOCIETY

Constitution

AMENDED ON 05th NOVEMBER 2016



ARTICLE 1 : NAME

- 1.1 The name of the Society shall be Persatuan Menopos Malaysia, hereafter referred to as 'the Society'.
- 1.2 LOGO :



The logo is in the corporate colours of the Society - Blue, White and Red. The Red Bunga Raya in the centre of the Blue Sun signifies the important role played by women in family, home, work place and society in nation building. The Red Bunga Raya is life force to humanity and also symbolises love, devotion and sacrifice.

The moving Blue Sun upwards showing the White Moon signifies the passing away of the reproductive phase and the emergence of the menopause phase which accounts for one third of a woman's life span.

The Blue Ring with the white letters Persatuan Menopos Malaysia signifies the important role played by the Society in the management of menopause so that women should continue to have a good quality of life in the golden years of life.

The outer White Ring signifies purity.

ARTICLE 2 : REGISTERED OFFICE

The registered office of the Society shall be at :

Wisma Goshen (Ground & 1st Floor)
60 & 62, Jalan SS 22/21
Damansara Jaya
47400 Petaling Jaya
Selangor, Malaysia

or at such other place as may from time to time be decided on by the Executive Council. The registered office of the Society shall not be changed without the prior approval of the Registrar of Societies.



ARTICLE 3 : NATURE OF SOCIETY

The Society shall be a non-profit charitable national body dedicated to the welfare of the climacteric problems for both women and men, their related disorders, and shall be non-sectarian, non-communal and non-political.

ARTICLE 4 : OBJECTIVES

- 4.1 To promote the education on menopause and climacteric and all its related disorders.
- 4.2 To create a forum for the discussion of the problems associated with menopause and climacteric.
- 4.3 To facilitate an interdisciplinary approach to these problems.
- 4.4 To liaise with various colleges and other interested Societies to assist in these aims.
- 4.5 To liaise with similar groups internationally both to disseminate knowledge and to study menopause and climacteric.
- 4.6 To promote the teaching of its discipline throughout Malaysia and its neighbours.
- 4.7 To improve the standard of clinical care of menopausal problems.
- 4.8 To consider all questions affecting the interests of the Society, including any legislative or other measures concerned with menopause as are directly related to the interests of the Society or its members.
- 4.9 To confer or correspond with any association, institution, society or body or individuals whether incorporated or not in relation to any of the objectives of the Society.

ARTICLE 5 : MEMBERSHIP AND SUBSCRIPTIONS

- 5.1 The membership of the Society shall be opened to all Malaysian citizens irrespective of race or sex who subscribe to the objectives of the Society.



- 5.2 All categories of members other than the Patron and Honorary members shall pay a prescribed subscription.
- 5.3 The types of membership shall be as follows :
- 5.3.1 **Life Member**
Any individual aged twenty one (21) and above may apply to the Executive Council through the Honorary Secretary for Life Membership of the Society and upon acceptance by the Executive Council shall pay the appropriate fee as stipulated under the Rules and Regulations of the Constitution. They shall be entitled to all privileges of Ordinary Membership without having to pay an annual subscription.
- 5.3.2 **Ordinary Member**
Any person aged twenty one (21) years and above who applies and is accepted as an Ordinary Member shall pay an annual subscription as stipulated in the Constitution.
- 5.3.3 **Corporate Member**
Health Organisations, Registered Social Organisations and any Registered Company, may at the discretion of the Executive Council be admitted to Corporate Membership of the Society on payment of the prescribed annual fee. Each Corporate Member is only allowed one vote.
- 5.3.4 **Honorary Member**
Any distinguished individual, who has either directly or indirectly contributed to the above-mentioned objectives, may be elected as Honorary Member subject to the approval of the Executive Council.
- 5.3.5 **Associate Member**
Any individual aged twenty one (21) and above who is not a Malaysian citizen but wishes to subscribe to the objectives of the Society shall be considered for this membership and shall pay an annual subscription as stipulated in the Constitution. An Associate Member shall be entitled to all benefits and privileges of Ordinary Member, except that he/she will not be entitled to hold office, to vote or have any say in the management of the Society.



5.4 **Admission to Membership**

- 5.4.1 Every applicant shall apply on a prescribed form duly proposed and seconded by an Ordinary or Life Member of the Society.
- 5.4.2 All applications received for membership shall be placed before the Executive Council by Honorary Secretary for approval and the Council shall have the power to accept or reject any application for membership without assigning any reason whatsoever. The applicant shall be informed of the decision in writing.

5.5 **Eligibility for Membership**

- 5.5.1 All applications from any individual, Associations, Corporate bodies or Societies seeking membership, shall be submitted in the prescribed form in writing to the Honorary Secretary who shall cause them to be placed before the Executive Council for consideration. Each such application shall be accompanied by a correct list of the members of the association or society seeking membership, on the date of the application for membership.
- 5.5.2 Any person who has attained twenty one (21) years of age who supports the objectives of the Society and willing to abide by the Constitution of the Society shall be eligible for membership.
- 5.5.3 If the Executive Council approves the applications for membership, the individual, Association, Society or Company seeking such membership shall become a member as from the date of approval by Executive Council and on payment of the entrance fee and subscription as stipulated.

5.6 **Entrance Fee**

There shall be an entrance fee of RM30 payable on application for Ordinary and Life membership and RM200 for Corporate membership.



5.7 Subscription

| | | | |
|--------------------------|----|----------|-----------|
| Ordinary member | RM | 50.00 | per annum |
| Corporate member | | | |
| Non-profit organisations | RM | 100.00 | per annum |
| Profit organisations | RM | 1,000.00 | per annum |
| Life member | RM | 1,000.00 | once only |
| Associate member | RM | 30.00 | per annum |

The entrance, subscription fees and any other fees may be altered at the Annual General Meeting.

5.8 Penalty for Non-payment

Members not in benefit shall not be entitled to attend or take part in the proceedings of Annual General Meeting.

5.9 Cessation of Membership

Any member whose subscription is in arrears for a period of twenty four (24) months shall cease, ipso facto, to be a member of the Society and his / her name shall be removed from the register of members.

5.10 Reinstatement of Membership

Such a member as in clause 5.9 who losses his / her membership shall be reinstated on payment of all his/ her dues subject to the approval of the Executive Council.

5.11 Expulsion or Suspension of Membership

The Executive Council shall have the right, by a majority of the members of the Council to expel or suspend such member who has been guilty of misconduct, which in the opinion of the Council, renders such member unfit for membership of the Society or is subversive to or has acted contrary to the Constitution of the Society, provided that no such decision shall be taken unless such member has been given at least fourteen (14) days' notice of the Council's intention to do so, and he has been allowed a reasonable opportunity of being heard. The member concerned shall have the right to appeal against the decision before the Annual General Meeting.



ARTICLE 6 : THE EXECUTIVE COUNCIL

6.1 The Executive Council shall consist of :

- 6.1.1 A President, who shall be a registered Medical Doctor in Malaysia
- 6.1.2 Post relinquished
- 6.1.3 One (1) Vice President
- 6.1.4 An Honorary Secretary
- 6.1.5 An Honorary Treasurer
- 6.1.6 Three (3) Ordinary Council members

6.2 All Council members shall be elected at the Annual General Meeting of the Society from amongst the Life and Ordinary members. All officer-bearers of the Society and every officer performing executive function in the Society shall be Malaysian citizens.

6.3 Election of office-bearers of the Executive Council shall be held every alternate year (election year)

6.4 Any casual vacancy among the members of the Executive Council may be filled by appointment by the Executive Council.

6.5 A Council member who fails to attend three (3) successive Executive Council meeting of which due notice has been given, without adequate reasons acceptable to the Executive Council, should be deemed to have resigned from the Council.

6.6 The Executive Council may meet for the despatch of business, adjourn or otherwise regulate its meetings as it thinks fits.



6.7 Quorum

At least one-half of the Executive Council shall be present to constitute a quorum.

6.8 Votes

Questions arising at any meeting of the Executive Council shall be decided by a majority of votes. In case of a tie, the President or presiding member shall have a casting vote.

6.9 Notice of Meetings

6.9.1 Ordinary meetings of the Executive Council shall ordinarily be held not less than once every six (6) months by giving at least fourteen (14) days notice to the Council members.

6.9.2 Any urgent business of the Executive Council shall be held by its members. The Executive Council shall hold meetings as and when necessary by giving at least three (3) days' notice, and their quorum shall be as stated in Article 6.7. Also in times of urgency, decisions could be arrived at by personal communications followed by confirmation in writing and such decisions arrived at should be formalised at the next meeting of the Executive Council.

ARTICLE 7 : DUTIES AND PRIVILEGES OF OFFICIALS

7.1 President

7.1.1 To preside at all Executive Council meetings and the Annual General Meeting.

7.1.2 To have a casting vote at the meetings.

7.1.3 To call Extraordinary General Meetings.

7.1.4 To issue statements to the press and other mass publicity media on behalf of the Society.



7.1.5 To initiate any necessary action pertaining to the affairs of the Society in the period between meetings of the Executive Council.

7.2 Immediate Past President

The Immediate Past President shall carry out duties as directed by the President or the Executive Council.

7.3 Vice President

In the event of the President being unable, for any reason whatsoever, to discharge the duties of office or assume the privileges thereof, the Vice President shall discharge the said duties and assume the said privileges.

7.4 Honorary Secretary

The Honorary Secretary shall be responsible for the office administration of the Society and the discipline of the employees and staff of the Society.

Without prejudice to the generality of the foregoing, his duties shall include : -

7.4.1 The keeping of up-to-date register, minutes and other records of the activities of the Society including the register of members which contain details such as name, identity card number, date and place of birth, occupation and address of employer and residential address.

7.4.2 Submitting such returns and statements as may be required.

7.4.3 The supervision of the secretariat and other establishments of the Society

7.4.4 To send to each member at least three (3) weeks before such date, the following :

7.4.4.1 The agenda for the Annual General Meeting.

7.4.4.2 The Annual Report of the year preceeding the Annual General Meeting.

7.4.4.3 Minutes of the previous Annual General Meeting.



7.5 **Honorary Treasurer**

- 7.5.1 Responsible for the maintenance of proper up-to-date records and accounts of all financial dealings of the Society.
- 7.5.2 Facilitate the auditing of the accounts from time to time and giving the Honorary Auditors all necessary information they may require for such purpose, and generally complying with their directions given from time to time.
- 7.5.3 Operate the bank accounts in the authorised manner.
- 7.5.4 Prepare and make available to the Executive Council the statement of accounts, balance sheets and other necessary documents and information for each financial year or as and when required by the Council for the Annual General Meeting and for any other purpose.
- 7.5.5 Maintain all proper and necessary records of all paid employees of the Society and their remuneration.
- 7.5.6 Present the accounts at meetings of the Executive Council and the Annual General Meeting.
- 7.5.7 The Honorary Treasurer shall ipso-facto be a member of any committee where financial matters are being discussed with no vote at such meetings. He / she may in writing delegate to an official of the Society such duties.

7.6 **Ordinary Council Members**

Ordinary Council Members shall carry out such duties as directed by the President or the Executive Council.

ARTICLE 8 : FUND RAISING

The Society being a non-profit organisation will raise funds for its activities with prior approval of the relevant authorities and the Registrar of Societies.



ARTICLE 9 : FINANCE AND BANKING

- 9.1 The financial year shall begin on 1st January and end on 31st December.
- 9.2 The Society shall maintain at least one account with a bank and may maintain more than one account with the same or any other bank or banks as decided by Executive Council. The Treasurer may keep a petty cash of RM1,000 and all excess monies shall within 7 days of receipt be put in the bank.
- 9.3 The account or accounts of the Society shall be operated by the Honorary Treasurer, Honorary Secretary and the President or the Vice President in the absence of the President. Signatories will be the Treasurer and one of the other two.
- 9.4 All expenditure above RM2000 must be approved by the Executive Council and expenditure below RM2000 may be approved by the President.

ARTICLE 10 : AUDITING

- 10.1 The Honorary Auditors shall be appointed by the Executive Council from amongst members of the Society but they shall not be members of the Executive Council.
- 10.2 The Annual General Meeting shall appoint a firm of Chartered Accountants and / or Certified Public Accountants to be auditors for the purpose of auditing the account of the Society for the ensuing year, and direct the Honorary Treasurer to finalise the appointment at an appropriate fee to the auditors within the limit of the funds provided for that purpose in the Society's budget.
- 10.3 The annual accounts of the Society shall be sent to the auditors within three (3) months from the last day of the year under review, and the auditors shall be asked to finalise the audit and produce the accounts with all reasonable expediency and in good time for Annual General Meeting.



ARTICLE 11 : INVESTMENT TOWARDS SELF-SUFFICIENCY

- 11.1 The Society through the Trustees, has the power to own land, to apply for and acquire land, to lease, charge and discharge land, erect and own buildings on land acquired.
- 11.2 The funds of the Society may be invested in any of the following manner as the Executive Council may decide from time to time.
- 11.2.1 By depositing with a bank or banks or any licenced finance companies which are subsidiaries of banks, by way of a Current Account and /or Fixed Deposit Account through which it normally operates.
- 11.2.2 By purchase and sale of bonds and / or other securities of the Government of Malaysia, or any other body / bodies, as approved by the Government or by purchase of immovable property in Malaysia.
- 11.3 The Society may let or sub-let, lease or sub-lease part or whole of any building, or other immovable property which the Society owns, rents or hold on a lease.
- 11.4 The Trustees shall have vested in them all immovable property whatsoever belonging to the Society and shall deal with it in such manner as the Executive Council may direct.
- 11.5 The Society shall appoint a permanent or an ad-hoc committee with the members of the Executive Council in any appropriate approved manner raise funds for the Society's self-sufficiency from time to time subject to Article 8 above.

ARTICLE 12 : GENERAL MEETING

The General Meetings of the Society shall be as follows :

- 12.1 The Annual General Meeting
- 12.2 Extraordinary General Meeting



12.1 The Annual General Meeting (AGM)

12.1.1 The AGM shall be held before the 31st of May each year.

12.1.2 Any member desirous of raising any matter at the Annual General Meeting or of moving any Ordinary Resolution shall give due notice thereof to the Honorary Secretary at least five (5) weeks before the date fixed of such meetings. The Honorary Secretary shall circulate such resolution at least three (3) weeks before the Annual General Meeting.

12.1.3 The ordinary business of the Annual General Meeting shall be as follows

12.1.3.1 To receive and if approved, to pass the Account for the year ended 31st December.

12.1.3.2 To elect the Executive Council for the next two (2) years, if The Annual General Meeting is in the election year.

12.1.3.3 To pass estimates of income and expenditure for the ensuing year.

12.1.3.4 To elect auditors.

12.1.3.5 To transact any other business of which due notice shall have been given.

12.1.4 Notice of Annual General Meeting

Not less than twenty one (21) days' notice of an Annual General Meeting, specifying of the place, date and time of meeting, and in the case of special business the general nature of such business shall be given to all members entitled to attend. The accidental omission to give notice by any member, shall not invalidate any resolution passed or proceedings had, at any meeting. The Secretary shall send to all members together with the notice, an



agenda including copies of minutes and reports, together with the audited accounts of the Society for the previous year. Copies of the documents will also be made available at the registered place of business of the Society for the perusal of members.

12.1.5 Quorum

12.1.5.1 No business shall be transacted at any general meeting unless a quorum is present.

12.1.5.2 For all purposes, the quorum at the general meeting shall be not less than three (3) times the number of Executive Council Members or fifty percent (50%) of total voting members in benefit, whichever is less.

12.1.6 Postponement of Meetings

If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting if convened on the requisition of the members, shall be postponed. In any other case, it shall stand adjourned for the same place, time and day of the following week, or at such other place as the presiding member shall appoint and, if at such postponed meeting a quorum is still not present within half an hour of the time appointed for holding the meeting, the members present shall have powers to proceed with the business of the day but shall have no power to amend the rules of the Society or make any decision affecting the whole membership.

12.1.7 Notice of Adjournment

12.1.7.1 The presiding member may with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is necessarily adjourned for ten (10) days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting. Save as afore said, the members shall not be entitled to any notice, or of the business to be transacted at an adjourned meeting.



12.1.7.2 No other business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

12.1.8 Mode of Deciding Resolution

At all general meetings, a resolution put to the vote of the meeting shall, be decided on a show of hands unless a poll be demanded by the Chairman or by at least five (5) members present in person and entitled to vote. A declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minutes of the meeting shall be the conclusive evidence thereof without proof of the number of proportion of the votes recorded in favour of, or against, such resolution.

12.1.9 Mode of Taking a Poll

If a poll be demanded it shall be taken at the meeting and in such manner as the Chairman of the meeting shall direct; and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

12.1.10 Casting Vote

In the case of an equality of votes, either on a show of hands or by poll, the Chairman of the meeting shall have a casting vote.

12.1.1 Proxies not Admitted

Votes may only be given by delegates present and voting. No members shall act by proxy.



12.1.12 Notice of Motion

Notice of motions of general business to be discussed at general meetings shall be given to the Honorary Secretary at least fourteen (14) days before date of meeting.

12.1.13 Proceedings of General Meeting

A record of proceedings of general meetings shall be made and copies circulated to Executive Council Members and delegates.

12.2 Extraordinary General Meeting

An Extraordinary General Meeting shall be convened :

12.2.1 By the Executive Council whenever it is deemed necessary or desirable.

12.2.2 At the request in writing or not fewer than fifteen (15) Life and / or Ordinary / Corporate members of the Society, stating the objects and purpose for such a meeting including proposed amendments to the Constitution.

12.2.3 Fourteen (14) days' notice shall be given by the Honorary Secretary and such notice shall state the reasons for the meeting and full text of any proposed resolutions.

12.2.4 The general nature of such business shall be given to all delegates entitled to attend the Extraordinary General Meeting. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any member, shall not invalidate any resolution passed, or proceeding had, at any meeting.

12.2.5 If within twenty one (21) days of receipt of such requisition the Executive Council do not proceed to call a meeting, the requisitionists may themselves convene the meeting.



- 12.2.6 The quorum at this meeting shall be not less than three (3) times the number of the Executive Council Members or fifty percent (50%) of the total voting members in benefit , whichever is less.
- 12.2.7 If within half an hour from the time appointed for the holding of the Extraordinary General Meeting a quorum is not present, the meeting shall be postponed. In any case, it shall stand adjourned for the same place, time and day of the following week or at such other place as the presiding member shall appoint and, if at such postponed meeting a quorum is still not present within half an hour of the time appointed for holding the meeting, the members present shall have powers to proceed with the business of the day but shall have no power to amend the rules of the Society or to make any decision affecting the whole membership.

ARTICLE 13 : AMENDMENTS TO CONSTITUTION

- 13.1 This Constitution may be wholly or in part repealed, replaced, substituted or otherwise amended at a General Meeting.
- 13.2 Any proposal under this Article shall be given in writing and shall be deemed to be a proposal for an Extraordinary Resolution at the Annual General Meeting, and express notice of such proposal shall be given by the Honorary Secretary to all members and Executive Council Members at least one week before the Annual General Meeting at which such proposal is to be considered, and voting thereon shall be by secret ballot only.
- 13.3 No such proposal shall be deemed to have been passed unless it is carried by a majority of at least two thirds of the votes casted, and shall be sent to the Registrar of Societies within twenty eight (28) days of being passed by the general meeting and the proposal shall take effect from the date of approval of the Registrar of Societies.

ARTICLE 14 : TRUSTEES

- 14.1 The Society shall appoint three (3) trustees at the Annual General Meeting for an unspecified period. The trustees shall be Malaysian citizens and residing in Malaysia.



- 14.2 No person who is an official or an employee of the Society or any other menopause society representing or affiliated to the International Menopause Society shall be a trustee of the Society.
- 14.3 Any trustee may at any time by notice to the Executive Council resign as trustee.
- 14.4 Any trustee who is or becomes an undischarged bankrupt or commits any offence involving fraud or dishonesty shall be automatically disqualified as a trustee.
- 14.5 In the event of a vacancy arising by death, resignation, disqualification or disability or where a trustee is abroad for a period of more than six (6) months the general meeting shall have the power to fill the vacancy or replace the trustee.
- 14.6 Any trustee may at any time be removed from the appointment as trustee by the general meeting by ordinary resolution without notice to such trustee and without giving any reason for such removal, and such trustee as shall have been removed shall not be entitled to call the removal in question by any means, such removal being conclusive and binding on such trustee.
- 14.7 The trustees are empowered to execute any document on behalf of the Society.

ARTICLE 15 : PATRON

A Patron of the Society, subject to his or her consent, shall be such distinguished person as maybe appointed by resolution of a general meeting.

ARTICLE 16 : PROHIBITIONS

- 16.1 No political activity.
- 16.2 No form of gambling activity.
- 16.3 Any other activity that is detrimental to the Society.



ARTICLE 17 : DISSOLUTION

- 17.1 The Society may be voluntarily dissolved by a resolution of not less than three-fifths of the total voting membership.
- 17.2 In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.
- 17.3 Notice of dissolution shall be forwarded to the Registrar of Societies within fourteen (14) days of its dissolution.

ARTICLE 18 : MMS WEBSITE

- 18 MMS Website content cannot be deleted and must be archived as part of the Intellectual Property.

.....

(Tandatangan)

Nama : Dato (Dr) N Subramaniam

Jawatan : President

.....

(Tandatangan)

Nama : Prof (Dr) Nik Mohd. Nasri Ismail

Jawatan : Honorary Secretary

AMENDED ON 24th JUNE 2012

Nama : Dr Liew Fah Onn

Jawatan : President

Nama : Mdm Eleen Ong Bee Suat

Jawatan : Honorary Secretary

AMENDED ON 05th NOVEMBER 2016

Nama : Dr Ho Choon Moy

Jawatan : President

Nama : Mdm Chan Li Jin @ Ahaddhaniah

Jawatan : Honorary Secretary