

## **PERLEMBAGAAN BAGI**

### **PERTUBUHAN INDUK**

#### **PERSATUAN AGENSI MEDIA SELANGOR DAN WILAYAH PERSEKUTUAN (MEDIA SPECIALISTS ASSOCIATION OF SELANGOR AND WILAYAH PERSEKUTUAN)**

##### **CLAUSE 1 NAME**

The Association shall be known as the PERSATUAN AGENSI MEDIA SELANGOR DAN WILAYAH PERSEKUTUAN MEDIA SPECIALISTS ASSOCIATION OF SELANGOR AND WILAYAH PERSEKUTUAN (hereinafter referred to as the "Association")

##### **CLAUSE 2 REGISTRATION PLACE OF BUSINESS**

The registered place of business of the Association shall be at Unit 706 Block B Pusat Dagangan Phileo Damansara 1, 9 Jalan 16/11 Off Jalan Damansara 46350 Petaling Jaya or at such other place as the Council shall from time to time decide, subject to the prior approval of the Registrar of Societies.

##### **CLAUSE 3 LOGO**

The logo of the Association is in the form a stylized eye. The eye is the main human sensing device to consume all forms of media. The eye also symbolises the role of a watchdog over the affairs of the Media Specialists Association.

##### **CLAUSE 4 INTERPRETATION**

In these Rules unless the context requires otherwise:

- a) "The Association" means the PERSATUAN AGENSI MEDIA SELANGOR DAN WILAYAH PERSEKUTUAN (Media Specialists Association of Selangor and Wilayah Persekutuan).
- b) The 'Council' means the Council hereby set up the management of the affairs of the Association.
- c) 'Member' means an Ordinary Member Associate Member or Affiliate Member as the case may be.
- d) 'Registrar' means the Registrar of Societies appointed under the Societies Act.
- e) 'the Rule's means the Rules herein contained and any future additions modifications

or amendments thereto.

f) Words importing the singular number shall include the plural number and vice versa.

g) Words importing the masculine gender shall include the feminine and vice versa.

h) To set guidelines for remuneration and compensation.

## **CLAUSE 5 OBJECTIVES**

The Objectives for which the Association is established are;

a) To promote develop and protect the rights and interests of members in conducting the business of media specialists.

b) To establish industry standards of performance and accountability.

c) To initiate and act as watchdog on media research and audit matters.

d) To resolve media planning and buying issues in a fair equitable and progressive manner.

e) To encourage and promote the availability of education and training resources appropriate to the needs of the industry.

f) To lay the groundwork for the interest of fair competition between media specialists

g) To promote understanding of the role of media specialists.

h) To continuously improve the standard of media/ communication services in the industry.

i) Set up regular communication channel to media owners and other industry bodies to raise overall media service quality and to exchange views and opinions on market trends.

j) To lobby and work with other industry bodies and the authorities on issues which will impact the industry.

k) To do all such other things as are conducive or incidental to the attainment of the above objectives or any of them.

## **CLAUSE 6 MEMBERSHIP**

a) Ordinary Members shall be companies or partnership incorporated in Malaysia or unincorporated body of persons engaged primarily in the business of media consultancy, planning and/ or buying and having served as an Associate Member The Council shall consider upgrading an Associate Member who has completed two 2 years as an Associate Member to that of an Ordinary Member provided the Associate Member who in the opinion of the Council had during the two years as an Associate Member observed the provision of the Rules of the Association as maybe amended from time to time and all other rules regulations and By Laws of the Association for the time being in force. Ordinary Members shall have full power to vote at all Association meetings.

b) Associate Members shall be companies or partnerships incorporated in Malaysia or unincorporated body of persons engaged primarily in the business of media consultancy, planning and/ or buying. An Associate member shall have a paid up capital of Ringgit Fifty Thousand (RM 50,000.00). They must be able to show substantiation that a minimum of 50% of the applicants gross income must result from payment for services usually performed by media agency organizations. Council will consider upgrading their membership to Ordinary Member provided it has been an Associate member for at least two years and who in the opinion of the Council had during the two years as an Associate Member observed the provision of the Rules of the Association as maybe amended from time to time and all other rules regulations and By Laws of the Association for the time being in force Associate Members shall not be entitled to vote at Association meetings.

c) Affiliate Members shall be companies or firms in Malaysia who are in the opinion of the Council involved or associated with the advertising industry or the nature of their services justify them for admissions to the Association They shall not have right to vote at any meetings of the Association.

d) Application for membership shall be made in a form prescribed by the Council and there shall be included with such application form an undertaking in writing by the applicant to abide by the Associations Rules

e) All applications for membership shall be submitted to and considered by the Council The Council shall have the power without stating any reason to accept or reject the application for membership and such decision shall be final The Secretary shall notify in writing any applicant of the Councils decision on his application.

f) It shall be a condition of membership that every member shall agree to be bound by and comply with the Rules of the Association and to the Standards of Practice and Ethical conduct laid down by the Association.

g) The secretary shall enter the name and address of each member in the register of members upon admission to membership.

h) On becoming a Member the Member shall inform the Secretary in writing the name of the person who is to act as its authorized representative for receipt of correspondences and attendance at meetings The representative shall be entitled to appoint an alternate to attend meetings and vote on behalf of the Member A

Members may replace its authorized representative and/ or its alternate from time to time.

i) Ordinary and Associate Members shall be entitled to print on their stationery and advertising material the Association logo on all occasions describing themselves as 'Member of the Media Specialists Association of Selangor and Wilayah Persekutuan'. No Member shall be permitted to publish any office he may hold or have held in the Association on his companies letterhead except in the conduct of the internal affairs of the Association.

j) Entrance Fees Subscriptions and Other Dues.

i. The entrance fee and subscription payable shall be as follows:

Ordinary and Associate Member  
Entrance fee RM 1,000.00

The Annual Subscription payable by an Ordinary/ Associate members is based on the following

Billings Levy Payable RM  
Billings below RM 10 million 750.00  
Billings between RM10 m and RM19,999,999 m 1,000.00  
Billings between RM20 m and RM29,999,999 m 1,250.00  
Billings between RM30 m and RM39,999,999 m 1,750.00  
Billings between RM40 m and RM49,999,999 m 2,250.00  
Billings between RM50 m and RM59,999,999 m 2,750.00  
Billings between RM60 m and RM69,999,999 m 3,250.00  
Billings between RM70 m and RM79,999,999 m 3,750.00  
Billings between RM80 m and RM89,999,999 m 4,250.00  
Billings between RM90 m and RM99,999,999 m 5,250.00  
Billings between RM100 m and RM149,999,999 m 6,250.00  
Billings between RM150 m and RM199,999,999 m 7,500.00  
Billings between RM200 m and RM299,999,999 m 8,500.00  
Billings in excess of RM300 m 10,000.00

Affiliate Members  
Entrance Fee RM 1,000.00  
Annual Subscription RM 500.00

ii. The annual subscription shall be payable to the Association in advance within thirty days of the beginning of each financial year.

iii. A person whose memberships is approved in the second half of the financial year shall be permitted to pay half the annual subscription in the year in which such membership is granted.

iv. Any member who is in default of his subscription may be liable to expulsion from the Association The Council shall have absolute discretion to decide on expulsion

and the decision of the Council shall be final and no appeal allowed.

v. Special subscription or levy purpose in furtherance of the objects of the Association may be raised from Members with the prior approval of the Members obtained by resolution of the General Meeting of the Association. Any failure to pay such subscription or levy shall be regarded as arrears of annual subscription.

## **CLAUSE 7 CESSATION OF MEMBERSHIP AND EXPULSION**

a) A Member shall cease to be a Member of the Association and the name of such Member

shall be removed from the register of Members in any one of the following events;

i. If the company is dissolved or wound up: or

ii. If the company is dissolved or deregistered: or

iii. If by one month's notice in writing such Member resigns: or

iv. If a Member fails to pay the annual subscription and is in arrears for more than 30 days in any one year: or

v. If the Ordinary or Association Members ceases to be engaged in business of media

consultancy planning and/ or buying: or

vi. If any member fails to comply with the rules of the Association or has acted in a manner to bring disrepute upon the Association may be expelled or suspended for a period of time as the Council deems fit.

b) Members present and voting at an Annual General Meeting or Extraordinary General

Meeting may by resolution approved by two thirds 2/3 of such Members present and

voting expel any Member who has refused or neglected to comply with the provisions

of the Rules of the Association or whose conduct in their opinion renders such Member to be unfit to be Member of the Association.

c) On receipt of notice of the intended resolution to remove a Member the Association

shall forthwith send a copy thereof to the Member sought to be removed and such Member shall be entitled to be heard on the tabling of the resolution at the meeting.

d) Any such Member shall as from the date of the resolution or such other date as is specified in the resolution cease to be a Member of the Association.

## **CLAUSE 8 THE COUNCIL**

a) The Management of the Association shall subject to the powers of the Ordinary Members in a General meeting be vested in the Council

b) At each alternate Annual Meeting there shall be elected a Council from Ordinary members comprising:-

- i. A President
- ii. A Vice President
- iii. A Secretary
- iv. A Treasurer
- v. Eight Council Members

c) All Members of the Council shall be the duly authorized representatives of Ordinary Members. All officers of the Association or person performing executive functions shall be Malaysian citizens. However non citizens may hold positions with the written approval from the Registrar of Societies.

d) When the office of President or Vice President becomes vacant it shall be filled within 30 days. The Vice President shall fill the vacated office of the President. If the Vice President does not wish to fill in the office of the President when it becomes vacant, the Vice President must relinquish the position on the Council with immediate effect.

If the Vice President agrees to fill in the Presidents office when it becomes vacant the Council may at its discretion appoint an elected Council Member to fill the office of the Vice President so vacated until the term of office of the Council expires.

When an Office bearer President/Vice President/Secretary/Treasurer resigns from the Member agency which s/he represented they shall relinquish their position on Council. Council may consider the Member from where the individual was elected for a position in the Council not office bearer if there is a vacancy at that point of time.

e) A member of the Council may resign. The Council may co-opt Members to fill casual vacancies arising but Council Members so co-opt shall in addition to any other Council Members whose term of office has expired retire immediately prior to the Annual General Meeting next following their co-option and shall be eligible for re-election.

f) The office of an office bearer shall be vacated:-

- i. If the Member he represents ceases to be a Member of the Association or
- ii. Any General meeting of the Association shall so resolve or
- iii. If he resigns his office by notice in writing to the Council or
- iv. if he is no longer in the employment of the Member or
- v. if the member is absent for three consecutive meetings of the Council

g) The office of a Council Member shall be vacated

- i. If the Member ceases to be a Member of the Association or
- ii. Any General meeting of the Association shall so resolve or
- iii. If the Member resigns his office by notice in writing to the  
a. Council or
- iv. if the Member is absent for three consecutive meetings of the Council

## **CLAUSE 9 TERM OF OFFICE**

The office bearers/ members of the Council elected at an Annual General Meeting shall hold office for a term until the election of the new office bearers/ members of the Council The duration of the term shall be two years.

No Member shall hold the office of the Presidents for more than two consecutive terms of two years each.

## **CLAUSE 10 METHOD OF ELECTION**

a) Nominations for the Council by the Ordinary Members shall be invited at least forty two days before the date of Annual General Meeting and shall be submitted to reach the Secretary no later than 28 days before the Annual General Meeting and the names of the nominees shall be sent to the Ordinary Members together with the notice of the Annual General Meeting.

b) Members shall nominate individuals for the offices of President Vice President Secretary and Treasurer and Ordinary Members as Members of the Council. No individual shall be qualified for election to represent a Member on the Council unless he is either an employee or a director of the Member.

c) In the event the nominations received exceed twelve, a ballot shall be held at the Annual General Meeting to elect Members to the Council.

## **CLAUSE 11 DUTIES OF OFFICE BEARERS**

The duties of the office bearers be as follows:-

a) President -The President shall act as Chairman at all General and Council Meetings and shall at all times;

i. Act impartially

ii. Ensure all Members have the opportunity to put forward the views of their organization

iii. Work towards achieving consensus decisions on all matters

iv. Ensure that the Associations Rules are observed

v. Act as the Associations spokesperson and represent the Association in its dealings with outside persons

b) The Vice President shall deputies for the President in the latter's absence.

c) The Secretary shall keep all records including register of members except financial records of the Association and shall be responsible for their correctness and shall keep minutes of all General Extraordinary and Council meetings He shall within 60 days after the holding of the Annual General Meeting of the Association submit the annual returns of the Association to the Registrar of Societies as required under Section 14 (1) of the Societies Act 1966.

d) The Treasurer shall keep all funds and collect and disburse all money on behalf of the Association and shall keep an account of all money transaction and shall be responsible for their correctness

e) The Ordinary Council Members shall carry out such duties as directed by the Council

## **CLAUSE 12 POWERS OF THE COUNCIL**

The Council shall have the following powers:-

a) The Council shall be empowered to run the affairs of the Association as outlined in the objectives of the Association.

b) The Council shall have power from time to time to appoints or remove any paid employees of the Association and to delegate all or any of their powers to the President and/ or the Vice President and/ or any Council Member/Members.

c) The Council shall have the power to appoint Committees for specific purposes.

d) A decision by a Council circular shall be valid providing all Council Members sign the circular.

e) To interpret the Rules and to make decision on any matters where the Rules are silent.

f) Committee/ SubCommittee - to appoint Committees/ SubCommittees for the purpose of carrying out specific functions in the interest of the Associations.

## **CLAUSE 13 PROCEEDINGS OF THE COUNCIL**

a) The Council shall meet together monthly or on such occasions as the President deems necessary. Any question arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Council may, and the secretary on the requisition of a member of



the Council shall at any time summon a meeting of the Council.

b) The quorum necessary for the transaction of the business of the Council shall be at least fifty (50%) percent of the total number of Council Members.

c) Seven days notice shall be given of a meeting of the Council except that in the case of emergency the President may authorize the secretary to give notice of not less than 48 hours.

d) At all meetings of the Council only the substantive representative of the Council Member, or the alternate may attend The Council Member shall have only one vote.

#### **CLAUSE 14 GENERAL MEETINGS**

a) The Association shall hold once every year an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it.

b) The Annual General Meeting shall be held as soon as possible after the end of the financial year but not later than five months after the end of the financial year The Annual General Meeting shall be held at such time and place as the Council shall appoint.

c) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

d) The Council may whenever it deems fit or upon receiving a written requisition convene an Extraordinary General Meeting On a requisition by a least one tenth of the Ordinary Members the Council shall forthwith convene an Extraordinary General Meeting of the Association to be held as soon as practicable but in any case not later than one month after the receipt by the Council of the requisition.

e) An Annual General Meeting and an Extraordinary General Meeting shall be called by giving Members at least twenty one days notice in writing The notice shall specify the place the day and the hour of the meeting:-

f) The members shall at each Annual General Meeting deal with the following business:-

i. Consider the accounts balance sheet and the report of the Council and auditors.

ii. Appoints the auditors and fix their remuneration.

iii. To ratify the levies called by the Council during the preceding year and

In addition to the foregoing the meeting may deal with such matters of which notice is given a least fourteen days prior to the meeting.

g) Election to the Council in respect of the President and the Members shall be held at the first Annual General Meeting and thereafter at each alternate Annual General Meeting.

h) No business shall be transacted at any General Meeting unless a quorum of Members is present at the when the meeting proceeds to business Save as hereinafter provide one half of the total voting membership of the Association or twice the number of the Council Members whichever is lower.

i) If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the 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 or as the Council 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, the Members present shall subject to the proviso herein be the quorum. Provided that no amendment to the rules shall be considered or passed at such adjourned meeting.

j) The President of the Association or in the event of his absence the Vice President shall preside as Chairman at ever General Meeting of the Association If both the President and the Vice President are absent a Council Member shall be elected to take the chair.

k) At all meetings the President or in his absence the Chairman shall have the right to exercise a casting vote.

l) Every Ordinary Member shall have one vote In the event of an Ordinary Member not being to be present at any General Meeting it may appoint another Ordinary Member as proxy to vote on its behalf Every instrument of proxy shall as nearly as circumstances will admit be in the form following:-

We .....of..... being an Ordinary Member of the Media specialists Association hereby appoint .....of .....Ordinary Member of the Association as our proxy to vote for us on our behalf at the Annual/ Extraordinary General Meeting of the Media Specialist Association to be held on the .....day of .....20..... and any adjournment thereof

As witnessed my hand this .....day of.....20...

Signed by the said.....

In the presence of .....

m) The instrument appointing the proxy shall be delivered at the place of business of the Association at least two clear working days before the date fixed for the meeting

- a) The Council shall cause proper books of accounts to be kept with respect to
- i. All sums of money received and expended by the Association
  - ii. All sales and purchases of goods by the Association: and
  - iii. The assets and liability of the Association:
- b) All cheques or withdraws on the Associations account shall be signed jointly by the President (or in his absence the Vice President) and the Treasurer( or in his absence the Secretary).
- c) The Treasurer may hold a petty cash advance of RM 300 at any one time All monies in excess of this shall within seven days be deposited in a bank approved by the Council.
- d) No expenditure exceeding Ringgit Tree Thousand (RM 3,000) at any one time shall be incurred without the prior sanction of the Council and no expenditure exceeding Ringgit Fifty Thousand (RM 50,000) in any month shall be incurred without the prior sanction of the General Meeting Expenditure of less than Ringgit Three Thousand (RM3,000) at any one time may be approved by the President together with the Secretary and the Treasurer.
- e) The financial year of the Association shall commence on 1st January each year.
- f) As soon as possible after the end of the financial year, as statement of receipts and payment together with the statement of income and expenditure and a balance sheet for the year shall be prepared by the Treasurer and audited by the auditors appointed under Rule 14(f)(ii). The audited accounts shall be submitted for the approval of the next Annual General Meeting and copies shall be made available at the registered address or place of meeting of the Association for the perusal of Members.

#### **CLAUSE 16 STANDARDS OF PRACTICE AND ETHICAL CONDUCT**

- a) The Association may lay down for the guidance of members Standards of Practice and Ethical conduct for the better government and attainment of the objects of the Association.

#### **CLAUSE 17 TRUSTEES**

- a) There shall be elected by an Annual General Meeting up to three trustees who shall serve for such term as is determined by the Association. All fixed property shall be vested in the trustees who shall be required to execute a deed of trust.
- b) The trustees shall not be entitled to sell or transfer any such property belonging to the Association without the prior approval given at an Annual General Meeting.
- c) A trustee may be removed from office at an Annual General Meeting on accounts of health unsound mind not being in the country or other reason that prevents him

from performing his duties satisfactorily. If any trustee shall die or resign or be removed the vacancy may be filled by the appointment of a trustee at an Annual General Meeting.

#### **CLAUSE 18 ALTERATION OF RULES**

a) These rules may not be altered or amended except by resolution of a General Meeting. Application for any such alternations or amendment shall be made to the Registrar of Societies within 60 days from the date of the decision to make the change or the amendment and shall take effect from the date of their approval by the Registrar of Societies.

#### **CLAUSE 19 NOTICES**

a) Every Member shall communicate in writing to the Secretary any change in its address and all notices accounts and correspondence posed to such address shall be considered as having been duly given on the day following such posting to that address. No meeting shall be invalidated by an accidental omission to give notice thereof.

#### **CLAUSE 20 INTERPRETATION**

a) Between Annual General Meetings the Council shall interpret the rules of the Association and when necessary determine any point on which the rules are silent.

b) Except where they are contrary to or inconsistent with the policy previously laid down by the General Meeting the decisions of the Council shall be binding on all members of the Association unless and until countermanded by a resolution of a General Meeting.

#### **CLAUSE 21 COPIES OF RULES**

a) A copy of these rules shall be delivered by the Secretary to each Member upon his election and to any Member on demand and every Member shall be bound thereby and shall be deemed to have full notice thereof whether he shall or he shall not have received a copy.

#### **CLAUSE 22 PROHIBITIONS**

a) The funds of the Association shall not be used to pay the fines of Members who have been convicted in Court.

b) The funds of the Association shall not be invested or applied for any speculative

or volatile investments.

c) The Association shall not engage in any trade union activity as defined in the Trade Union Act 1959 (revised 1981).

d) The Association shall not indulge in any political activity or allow its funds and/ or premises to be used for political purposes or lottery.

e) The name registered office or any other premises and the funds of the Association shall not be used for any illegal and or immoral purposes.

f) No University or University College students shall be admitted as a member of the Society unless he or she has obtained a prior written permission from the Vice-Chancellor of the University concerned.

## **CLAUSE 23 DISSOLUTION**

a) The Association shall not be dissolved except with the consent of not less than three quarters of the Ordinary Members present and voting at an Extraordinary General Meeting to be convened for the purpose.

b) In the event of the Association being dissolved all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds will either be divided proportioned amongst the members or donated to any charitable institution or an organization pursuing similar objectives as the Members in General meeting may decide.

c) Notice of the dissolution shall be forwarded to the registrar of societies within fourteen days of its dissolution.

## LAMPIRAN

1. Bendera  
-
2. Lambang



3. Lencana  
-