

THE CONSTITUTION OF
CHINESE CHAMBER OF COMMERCE TAWAU, SABAH

沙 巴 州 斗 湖 中 华 商 会 章 程

ARTICLE I : GENERAL 第一章：总则

NAME

1. The Association shall be known as DEWAN PERNIAGAAN TIONGHUA TAWAU, SABAH in Bahasa Malaysia or CHINESE CHAMBER OF COMMERCE TAWAU SABAH in English or 沙巴州斗湖中華商會 in Chinese (hereinafter referred to as “the Association”).

第一条：名称：本会定名为沙巴州斗湖中华商会
英文：Chinese Chamber of Commerce Tawau, Sabah
国文：Dewan Perniagaan Tiong Hua Tawau, Sabah

REGISTERED OFFICE AND POSTAL ADDRESS

2. The registered office of the Association shall be at TB 944 Dunlop Street, Tawau, in the State of Sabah or at such other place or places as may be determined by the Management Committee of the Association; and its registered postal address shall be P O Box 164, 91007 Tawau, Sabah.

第二条：注册会所及地址
本会注册会所为沙巴州斗湖丹洛街门牌 944，邮区 91000，或其他由本会理事会决定之场所。注册通讯处为斗湖邮政信箱 164 号，邮区 91007。

3. The registered office and postal address shall not be changed without the prior approval of the Registrar of Societies.

第三条：注册会址及通讯处未经社团注册官批准不得更换。

EMBLEM

4. a) The emblem of the Association shall be round in shape with the white and blue ring encircling a cocoa fruit in red the shape of which is made of the letters “CCCT”, the abbreviation of the name of the Association in English. The name of the Association in Bahasa Malaysia and Chinese namely Dewan Perniagaan Tionghua Tawau, Sabah and 沙巴州斗湖中華商會 is imprinted on the outer circle in blue.
- b) The cocoa fruit in red symbolizes the principal agricultural crop of Tawau.
- c) The white and blue rings represent the unity of all incorporated or unincorporated business bodies, firms and companies constituting the members of the Association.
- d) The lettering colored in gold represents the ever willingness of the Association to promote and contribute to the economy and commerce of the Chinese community.
- e) The white portion represents the independence of the Association as a society with the objective of enhancing the benefits of its members in the field of commerce, industry, agriculture and aquaculture without political allegiance, connection and affiliation.



第四条：会徽

- a) 会徽的蓝白圈中以红色用可可果形绘出 CCCT 乃代表本会英文名称的简写。国文名称 Dewan Perniagaan Tiong Hua Tawau, Sabah 及华文名称斗湖中华商会则写在蓝圈内。
- b) 可可果图案象征斗湖之主要农产品。
- c) 蓝白圈象征本会是由各商号及注册商团所组成。
- d) 金黄色的字象征本会为华社忠诚提供和促进经济及商业发展。
- e) 白色之处象征本会为一独立组织，並無政治色彩，以利惠工商农渔为原则。

ARTICLE II : OBJECTS 第二章：宗旨

5. The objects of the Association shall be as follows:
- a) To enhance advancement in the field of commerce, industry, agriculture and aquaculture for the benefit of its members.
 - b) To strengthen the coordination among members of the Association in order to promote education and social welfare of the community.

第五条： 本会之宗旨如下：

- a) 促进工商农渔业，利惠本会会员。
- b) 加强会员间之联络，以求提倡教育及推行社会福利。

ARTICLE III : MEMBERSHIP 第三章：会员

6. Any Chinese business entity having a trading license of this district or any registered firm with willingness to abide by the Rules and Constitution of the Association may apply to become member of the Association.
- a) The shares of the Chinese partners or shareholders must be exceeding 50%.
 - b) The representative of the member firms shall be Malaysian Citizen of Chinese origin. Each representative can only represent one (1) business entity or corporation.

第六条： 凡属本县华商持有营业执照或注册商团，願遵守本会章程均得申请加入本会为会员：

- a) 凡华人占股一半以上者。
- b) 凡会员代表必是马来西亚公民的华人，且一人仅能代表一商号或商团。

7. Every application for membership shall be by means of a prescribed form and shall in each case be proposed and seconded by two existing members. The applicant shall become a member only upon approval of its application by the Management Committee and upon full payment of the entrance fee and annual subscription. The Management Committee may reject any application without assigning any reason thereof.

第七条： 凡欲加入本会为会员，须先填入会志願书，並得本会二名会员介绍，经理事会审查通过，缴清入会基金及年捐者，方能成为会员。倘理事会不接纳，将无须说明理由。

8. Any member who intends to resign from the Association shall give notice in writing to the Management Committee for approval and pay up the annual subscription, contribution, donation or other dues then payable or shall become payable. No refund shall be made of the entrance fee, annual subscription, contribution and donation previously paid to the Association.

第八条： 会员如欲退出本会，须致函声明並须缴清会费及所认捐款项后，经理事会批准之。至于以前缴交之入会基金，年捐及特别捐概不退还。

9. Any member who 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 Management Committee deems fit. Before the Management Committee expels or suspends the member, the member shall be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and absolve himself in person. In the event the member concerned should disagree with the decision of the Management Committee, he may make an appeal in an Annual General Meeting.

第九条： 会员如有不遵守本会章程，危害本会名誉，经理事会决定后，可能被开除或暂停会籍，理事会在执行此项决定前，须以书面通知有关会员，並给予机会亲身解释，如有关会员不接受是项决定，可向会员大会申诉。

10. ENTRANCE FEE, ANNUAL SUBSCRIPTION AND DONATION

The entrance fee payable by each member shall be the sum of Ringgit Malaysia Fifty (RM50.00) only and annual subscription Ringgit Malaysia Sixty (RM60.00) only. Donation for a particular purpose may be solicited from members by the Management Committee.

第十条： 入会基金，年捐及特别捐

入会基金为马币伍拾元，年捐为马币陆拾元，本会遇有特别事故，理事会得请会员额外捐助。

11. Annual subscription shall be payable on or before the 30th day of June each year. If any member shall default in payment of annual subscription within fourteen (14) days after receipt of a final notice in writing from the Secretariat, its membership may be terminated by the Management Committee without prejudice to the right of the Association to demand payment of all dues.

第十一条：会员年捐应在当年六月卅日之前缴清，倘经秘书处最后函催于十四天内未缴清者，理事会有权取消其会籍，其积欠年捐仍须缴清。

12. Through resolution of a General Meeting, the Association is empowered to levy any Special Annual Subscription for a particular purpose upon members. Any member who fails to pay such Special Annual Subscription may render him tantamount to default in payment of annual subscription.

第十二条：经会员大会批准，本会有权向会员征收特别年捐作某特别用途，若会员拖欠该项捐款，则以拖欠年捐论。

13. OBLIGATION AND PRIVILEGES

a) Obligations:

All members shall abide by the Rules and Constitution of the Association and any breach or breaches thereof by any member may result in termination of his membership by the Management Committee.

b) Privileges:

All members except those in arrears of annual subscription shall have the right to speak, vote, elect and be elected at a general meeting and enjoy all privileges provided by the Association.

第十三条：义务与权利

a) 义务：本会会员有遵守本会章程及一切议决案之义务，若会员有违反章程，理事会有权取消其会籍。

b) 权利：本会会员在大会中享有发言，表决，选举与被选权，並享有本会所提供之一切权利，但未缴清年捐者，不得享受上述权利。

14. All newly joined members of the Association are eligible to be elected as members of the Management Committee only after he has become a member of the Association for more than three (3) months.

第十四条：凡新加入之会员，须经三个月后才有被选权。

ARTICLE IV : ORGANISATION 第四章：组织

15. The supreme authority of the Association shall be vested in a general meeting and all affairs of the Association following the general meeting shall be managed by the Management Committee.

第十五条：本会以会员大会为最高权力机构，会员大会闭会后，由理事会处理一切的会务。

16. MANAGEMENT COMMITTEE

The Management Committee shall consist of twenty one (21) members elected in a General Meeting. The Management Committee may subsequently co-opt not more than four (4) Committee Members if it deems necessary.

第十六条：理事会一由本会会员大会中选出廿一名理事组成，必要时，理事会有权委任不超过四名之理事。

17. The elected Committee Members shall within two (2) weeks after being elected thereto elect amongst themselves in such manner as they may decide the following :

- One (1) President
- One (1) Deputy President
- Two (2) Vice Presidents
- One (1) Secretary & One (1) Assistant Secretary
(To be proposed by the President and endorsed by the Management Committee)
- One (1) Treasurer & One (1) Assistant Treasurer
- One (1) Officer for General Affairs
- Others shall be Ordinary Committee Members

第十七条：当选理事须在两星期内复选出下列职员：

- 会长一名
- 署理会长一名
- 副会长二名
- 正副秘书长各一名（由会长提名经理事会通过）
- 正副财政各一名
- 总务一名
- 其余为理事
- 复选办法由当选理事拟定之

18. The Management Committee may if it deems necessary appoint sub-committees to assist in the performance of various matters.

第十八条：理事会于必要时，得设专案小组以协助会务之推进。

ARTICLE V : GENERAL MEETING 第五章：会员大会

19. The annual general meeting shall be held in or before November each year to transact the following business:

- a) To receive the Annual Report and Audited Accounts of the Association.
- b) To adopt budget for the following year.
- c) To appoint a Public Accountant as auditor.
- d) To elect members of Management Committee and appoint an internal auditor (Election to be conducted biennially).
- e) To appoint Honorary Presidents (if necessary).
- f) Such other business as shall have been communicated in writing to the Secretariat ten (10) days before the general meeting for the endorsement of the Management Committee to be included in the agenda.

第十九条：本会常年会员大会于每年十一月或之前召开，以便处理下列事项：

- 1) 接受会务报告及经会计师查核之财务报告。
- 2) 批准下年度财政预算案。
- 3) 聘请会计师为查账员。
- 4) 选举理事及稽核一名（每两年选举一次）
- 5) 推选永久名誉会长（如有必要）
- 6) 其他提案：如有其他事项，须在大会十天前以书面交至本会秘书处，经理事会审查后，列入大会议程。

20. Management Committee of the Association shall be elected biennially. Casting of votes is to be carried out before commencement of the General Meeting, and counting of votes is to be conducted during the General Meeting to determine the elected members of the Management Committee for the following term. An Ad Hoc Committee shall be appointed by the Management Committee to decide on the rules and mode of election and these rules and mode of election shall be conveyed to members together with notice of Annual General Meeting.

第二十条：本会理事选举，每两年举行一次，在会员大会前进行投票，并在该年会员大会中开票揭晓初选下届理事，初选细则，由理事会设专案小组拟定之，并将选举细则与会员大会通告一起寄给会员。

21. Notice of Annual General Meeting shall be conveyed to all members at least twenty-one days prior to the meeting. The quorum at an annual general meeting shall be at least one-half (1/2) of the total members of the Association or twice the number of the Management Committee members whichever is lesser. In the event the meeting cannot commence after a lapse of one hour from the scheduled time due to insufficient quorum, the meeting shall be cancelled, and to be convened again after seven days at the same time and place. If a quorum is still not formed within the allowable time, the meeting may proceed after a lapse of another hour, taking the number of members present as legitimate quorum. Nevertheless, such meeting shall not be allowed to amend the constitution of the Association or to pass any resolution on matters detrimental to the well being of the members or matters defamatory to the Association, or to sell, charge mortgage or transact any properties of the Association.

第廿一条：常年会员大会通告，须于大会前廿一天传达所有会员，大会法定人数为会员总额之半数，或理事会人数之一倍，取其少数为合法，如在指定大会时间过后一小时仍不足法定人数，则宣告流会，而在七天后在同样时间与地点重新召开，如仍然在规定时间内不足法定人数，则延迟一小时后召开，以所出席人数为合法，但无权修改章程或通过不利本会会员利益或有损本会名誉及出售，抵押或处置本会财产之议决案。

22. a) Extraordinary General Meeting : The Management Committee shall convene the meeting whenever it deems desirable or upon a joint requisition by at least fifty (50) members of the Association to call for an Extraordinary General Meeting stating in details the subject matter and reasons for such meeting. Upon receipt of the requisition, the Management Committee shall proceed to convene the meeting within thirty (30) days.

b) Notice of an Extraordinary General Meeting shall be conveyed to all members at least seven (7) days prior to the meeting. The quorum of an Extraordinary General Meeting shall be one-half (1/2) of the total members of the Association or twice the number of the Management Committee members whichever is lesser. The Notice shall also be published in at least two (2) local Chinese Newspapers and posted at the premises of the Association or the place of meeting. At least one-half (1/2) of the members making the joint requisition for the meeting ought to be present to validate the meeting.

c) Extraordinary General Meeting By Joint Requisition of Members : If a quorum is not formed within one (1) hour from the time scheduled for the meeting, the meeting shall be declared cancelled and no Extraordinary General Meeting shall be requisitioned again by any members for the same purpose and reasons within six (6) months from the date hereof.

第廿二条：a) 特别会员大会之召开：须经理事会研讨通过或至少五十位会员联名要求及详列所要讨论之课题及原因，理事会于接获联名书后须于三十天内召开该大会。

b) 特别会员大会通知：须于大会前七天发出，出席大会之法定人数为会员名额之二分之一或理事会人数之一倍（取少数者为合法）。特别会员大会通知书除须刊登于本州之二份华文报章外，且须公布于会所或会议地点，同时要求召开特别会员大会之会员，至少须有二分之一出席方为有效。

c) 由会员联名要求召开之特别会员大会：如于指定之会议时间内一小时后，仍不足法定人数，则该大会将被宣布取消，而不得展期，同时任何会员不得于该大会取消后六个月内以同一目的及理由再次要求召开特别会员大会。

ARTICLE VI : MANAGEMENT COMMITTEE 第六章：理事会

23. Tenure of the Management Committee of the Association shall be for a term of two (2) years. Other than the Treasurer who is not eligible to hold the same post successively, and the President is only eligible for re-election into the same post not more than three (3) consecutive terms, all other office bearers are eligible for re-election to their respective offices.

第廿三条：本会理事任期以两年为一任，除财政不能连任及会长连选连任最多三届外，其他职位得连选连任。

24. A hand-over procedure shall be conducted between the incoming and outgoing office-bearers within one (1) month subsequent to the election at a general meeting. The official seal and documents handed over to the incoming office-bearers shall be properly recorded.

第廿四条：新旧理事须于选举后一个月内办理移交手续，移交之印，信，重要文件等物须记录在案。

25. The Management Committee may co-opt any members of the Association to fill up any vacancy in the Management Committee until the term expires.

第廿五条：理事如有出缺，可由理事会委任会员递补至任满为止。

26. In the case that a business entity or corporation changes its representative who has been serving in the Management Committee before the term expires, the substituted representative cannot replace his predecessor to serve in the Management Committee. Decision on replacement of the vacated post shall rest upon the Management Committee.

第廿六条：凡商团或商号之理事任期未满，如该商团或商号更换代表，则该新代表不能代替理事会职位，该职位得由理事会取决之。

27. The meeting of the Management Committee shall be convened by the President at least once every two (2) months. The President shall call for a meeting as and when he deems necessary. If any five (5) or more members of the Management Committee jointly requisition for a Management Committee meeting stating in writing subject matter to be discussed and reasons for such meeting, the President is then obligated to call for such meeting within two (2) weeks after receipt of such requisition. If the meeting is still not called for within the time frame so specified, the members requisitioning the meeting may jointly gather all the other members of the Management Committee to convene the meeting in the conference room of the Association. But such meeting shall be deemed to be aborted and not permitted to be postponed to another date if any of the members of the joint requisition fails to turn up at the meeting after a lapse of more than fifteen (15) minutes.

第廿七条：理事会议由会长召开之，每两个月至少召开一次，遇有必要时，会长得随时召开会议。倘若理事中有五人或以上联名函请召开理事会议，书明欲议何事及详细理由，会长须在接获有关函件后两星期内召开之。逾时仍未召开，则该联名理事得联名召集全体理事在本会会议厅举行之，但该联名理事中如有缺席或超过开会时间十五分钟仍未到会者，则不得开会，亦不得再改期召开。

28. Notice of Meeting shall be dispatched to members of the Management Committee at least three (3) days prior to the meeting. One-half (1/2) of the members of the Management Committee present shall constitute a quorum.

第廿八条：召开理事会议通告，须在会议不少过三天前发出，出席会议法定人数为理事名额之半数。

29. The Management Committee is empowered to appoint Honorary Presidents or advisers for a tenure same as the Management Committee.

第廿九条：本理事会有权敦聘名誉会长或顾问，任期与理事会同。

30. Any member of the Management Committee absents from three (3) consecutive meetings without any written apologies is deemed to have resigned from the Management Committee. The decision to replace such vacancy shall rest upon the Management Committee.

第三十条：凡理事不经书面请假而连续三次不出席理事会议者，当自动辞职论，该职位得由理事会取决之。

31. All members of the Management Committee ought to be Malaysian citizens.

第卅一条：所有理事必须为本国公民。

ARTICLE VII : DUTIES AND POWERS OF OFFICE-BEARERS 第七章：职权

32. (1) PRESIDENT

- a) To represent the Association on all external affairs and dealings.
- b) To manage and supervise the business of the Association.
- c) To engage or dismiss salaried staff of the Association.
- d) To preside in all General and Management Committee Meetings.

第卅二条：

- 1) 会长：
 - a) 对外为本会代表。
 - b) 领导及监督本会会务之进行。
 - c) 聘请或辞退本会受薪职员。
 - d) 为本会会员大会及理事会议之当然主席。

(2) DEPUTY PRESIDENT

The Deputy President shall in the absence of the President perform the duties of the President.

- 2) 署理会长：当会长缺席时，代行会长之职权。

(3) VICE PRESIDENT

The Vice President shall in the absence of the President and the Deputy President perform the duties of the President.

- 3) 副会长：当会长与署理会长缺席时，代行会长之职权。

(4) SECRETARY

- a) Upon the instruction of the President and the Management Committee attend to the affairs of the Association.
- b) To keep in custody all the important documents of the Association.
- c) To maintain the membership register and keep minutes of all meetings.
- d) To supervise the work of salaried staff.

- 4) 秘书：
 - a) 在会长或理事会指示之下处理会务。
 - b) 保管一切重要文件。
 - c) 管理会员名册及负责一切会议记录。
 - d) 督促受薪职员工作。

(5) ASSISTANT SECRETARY

The Assistant Secretary shall assist the Secretary in carrying out his duties and in the absence of the Secretary deputise him.

- 5) 副秘书长：协助秘书一切会务，遇秘书缺席或告假时则代行其职权。

(6) TREASURER

- a) To manage the monetary affairs of the Association and keep in custody the official receipts and cheques of the Association.
- b) To prepare Monthly Statement of Accounts and report the same in the Management Committee meeting.
- c) To prepare Statement of Accounts for the financial year to be audited by Public Accountants before submitting to the Management Committee for acceptance, and subsequently tabled in the Annual General Meeting for adoption.
- d) To prepare the Budget for the following year to be tabled in the Annual General Meeting for adoption.
- e) To deposit all monies received into bank accounts of the Association as the Management Committee may direct.

- 6) 财政：
 - a) 管理本会款项，契据及账目。
 - b) 每月结进支表向理事会报告。
 - c) 造具全年总结经会计师查核交理事会接受，然后提交常年会员大会通过。
 - d) 造具下年度财政预算案，提交常年会员大会通过。
 - e) 所有收入款项，须随时以本会名义存入理事会指定之银行。

(7) ASSISTANT TREASURER

The Assistant Treasurer shall assist the Treasurer in carrying out his duties and shall in his absence deputise him.

7) 副财政：协助财政办理本会之财政事务，遇财政缺席时代行其职权。

(8) OFFICER FOR GENERAL AFFAIRS

The Officer for General Affairs shall take charge of the general affairs of the Association.

8) 总务：处理本会之一切什务。

(9) ORDINARY COMMITTEE MEMBERS

The Ordinary Committee Members shall generally carry out such duties as assigned by the President or the Management Committee.

9) 理事：推行由会长或理事会所委任之任务。

ARTICLE VIII : FINANCIAL MANAGEMENT 第八章：财政处理

33. (a) The fiscal year of the Association shall commence on the 1st day of October and end on the 30th day of September the following year. The Treasurer shall finalize the accounts of the financial year and submit to the Public Accountants for audit.

(b) The Treasurer is only allowed to hold petty cash not exceeding the sum of Ringgit Malaysia Five Hundred (RM500.00) only at any one time.

(c) The President, Secretary and Treasurer may jointly sign and authorize any payment not exceeding RM1,000.00 (Ringgit Malaysia One Thousand Only) to a maximum cumulative sum of RM3,000.00 (Ringgit Malaysia Three thousand only) a month. Any payment in excess of RM1,000.00 but below RM10,000 (Ringgit Malaysia Ten Thousand Only) will require the prior approval of the Management Committee. For any payment in excess of RM10,000.00, approval from a General Meeting is mandatory.

(d) All funds of the Association shall be deposited in a bank or banks approved by the Management Committee, and all bank accounts shall be opened in the name of the Association.

(e) All bank cheques or bank documents of the Association shall be signed jointly by the President, the Secretary and the Treasurer. In the absence of any of these persons, the Management Committee shall appoint one of its members as substitute.

(f) At the end of each financial year, the preparation of the Statement of Receipts and payments and the Balance Sheet shall be expedited for submission to the Auditors appointed under Clause 19(C) of the Constitution. The audited accounts shall then be submitted for the approval in the 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.

第卅三条： a) 财务年为每年十月一日至明年九月三十日止，财政须总结账目交会计师查核。

b) 财政只许在任何时期保管现金不超过伍佰元作本会零用开销。

c) 会长，秘书及财政联合签署下，每次有权批准不超过壹仟元之付款，惟每月不可超过三千元，若一次超过壹千元而不超过壹万元之付款，则须由理事会通过批准方可动用，若一次超过壹万元之付款，则须呈交会员大会批准之。

d) 所有本会款项须存入由理事会所指定之银行户口，银行户口须以本会名义为合。

e) 所有支票或契据须经会长，秘书及财政签署，如有任何一人不在，可由理事会另委一位理事代之。

- f) 每财务年终，须从速结妥进支表及资产负债表并经本会章程第十九条 3) 所指定之会计师查核，交常年会员大会通过并备副本在本会注册会议厅供会员索阅。

ARTICLE IX : TRUSTEES 第九章：产业信托人

34. The President, the **Deputy President and the two Vice Presidents** shall be the trustees of the association responsible for safeguarding of all fixed assets of the Association under the provision of the Law of Trust. Except by a resolution passed at a general meeting of the Association, the Trustees shall have no power to sell, charge, mortgage or otherwise dispose of any fixed assets of the Association. Upon the death, removal or resignation of a trustee, decision to replace such vacancy shall rest upon the Management Committee.

第卅四条：本会产业信托人为会长，**署理会长及二位副会长**为当然产业信托人，依据政府受托条例负责保管本会之一切不动产业，除非得到本会常年会员大会或特别会员大会同意或授权，否则产业信托人不能变卖，转让或抵押本会之一切不动产业，产业信托人因死亡，辞职或被解职而造成空缺时，该产业信托人得由理事会取决之。

ARTICLE X : DISMISSAL 第十章：解职

35. Any member of the Management Committee and Trustee maybe removed from office under any of the following circumstances :-

- a) Upon death or is reported missing for a period of twelve (12) months.
- b) Certified officially to be mentally unsound.
- c) Convict of any criminal offence by the Court of Law.
- d) Pronounced bankrupt by the relevant authority.
- e) Migrated to a foreign country permanently or has been absent from Malaysia for a period of twelve (12) months.
- f) Refuses to carry out duties in accordance with the resolution passed at an Annual or Extraordinary General Meeting.
- g) Default in payment of membership dues or any other reasons leading to the termination of membership.

第卅五条：理事及产业信托人在下列情形下可被解职：

- a) 不幸逝世或失踪达一年之久。
- b) 被证实神经错乱。
- c) 犯刑事而被法庭定罪。
- d) 破产而被判入穷籍。
- e) 永远迁居外国或离开马来西亚达一年之久。
- f) 不愿执行常年会员大会或特别会员大会议决案。
- g) 因不还会费或其他原因而取消会籍。

ARTICLE XI : EDUCATION, SOCIAL WELFARE. 第十一章：教育，社会福利

36. EDUCATION

第卅六条：教育

(1) SABAH CHINESE HIGH SCHOOL

巴华中学

- a) The Association took over the management and custody of Sabah Chinese High School from Sabah Chinese Association on 20th March 1965.
1965年3月20日由婆华公会移交本会接管。
- b) The school shall establish its own Board of Governors and draw up its own By-laws to exercise its absolute power to implement school policies and manage school affairs.
该校另设董事会及另订章程全权执行校政及处理校务。

- c) The Board of governors shall consist of twenty one (21) members. The chairman, the First and Second Vice Chairmen shall be appointed by the Management Committee of the Association. Other remaining members shall be selected from the Management Committee or members of the Association or members of the community by the Board Chairman, Vice Chairmen together with representatives of the Management Committee of the Association. The recommendation of which is to be forwarded to the Management Committee for endorsement and appointments. The tenure of office shall be for a term of two (2) years, same as that of the members of the Management Committee of the Association.

董事会共有董事廿一名，董事长，第一及第二副董事长由本会理事会委出，其他董事，则由正副董事长与本会理事代表磋商后，从本会理事或本会会员或社会人士中推荐，交由本会理事会同意后委任之。其任期与本会理事相同，每届两年。

- d) Drafting of the Constitutions of the school or any amendments thereof shall be approved by the Management Committee of the Association before adoption.
该校章程之拟订或修改，须经本会理事会通过后方可实行。

(2) SEKOLAH JENIS KEBANGSAAN (SJK) KUNG MING 公民学校

- a) The Association took over the management and custody of the school from the former Board of Governors of SJK Kung Ming on 28th March 1997.
1997年3月28日由公民学校董事会移交本会接管。

- b) The school shall establish its own Board of Governors and draw up its own By-laws to exercise its absolute power to implement school policies and manage school affairs.
该校另设董事会及另订章程全权执行校政及处理校务。

- c) The Board of governors shall consist of **at least ten (10), but not more than** fifteen (15) members. The Chairman, the First and Second Vice Chairman shall be appointed by the Management Committee of the Association. Other remaining members shall be appointed by the Management Committee or members of the Association or members of the community by the Board Chairman, Vice Chairmen together with representatives of the Management Committee of the Association. The recommendation of which is to be forwarded to the Management Committee for endorsement and appointments. The tenure of office shall be for a term of two (2) years, same as that of the members of the Management Committee of the Association.

董事会共有董事十五名，董事长，第一及第二副董事长由本会理事会委出，其他董事，则由正副董事长与本会理事代表磋商后，从本会理事或本会会员或社会人士中推荐，交由本会理事会同意后委任之。其任期与本会理事相同，每届两年。

- d) Drafting of the Constitutions of the school or any amendments thereof shall be approved by the Management Committee of the Association before adoption
该校章程之拟订或修改，须经本会理事会通过后方可实行。

37. SOCIAL WELFARE

Cemetery : The duty of the Association in respect of the cemeteries under its custody is to ensure the cleanliness and pleasantness of the cemeteries by way of proper maintenance and upkeep. The Association shall collect maintenance fees from family members coming to service the tombs of the deceased annually during Qingming festival. Additionally, the Association shall arrange to provide and levy charges for the burial lots to the recent deaths and the collections of which shall be used to develop, maintain, upgrade, beautify the cemeteries as well as for other welfare and educational purposes.

第卅七条： 社会福利

义山：由本会管辖下之义山，其任务为维修义山之整洁美观，每年清明节向扫墓者征收维修费，另为新逝世者安排墓位安葬，同样酌情征收墓地费，以备发展，维修，增加建设，美化旧义山及其他福利，教育等用途。

ARTICLE XII : SUPPLEMENTARY RULES 第十二章：附则

38. a) Constitution of the Association shall not be amended except by resolution at an Annual General Meeting or Extraordinary General Meeting carried by majority votes of at least one-half (1/2) of the members present.
- b) Such amendment shall take effect upon approval of the Registrar of Societies.
- c) Any matters in respect of the Association which are not explicitly stated in the Constitution shall be determined and dealt with by the Management Committee as it deems fit.
- d) English version of the Constitution of the Association approved by the Registrar of Societies shall be the ultimate basis for interpretation.

- 第卅八条： a) 本会章程不得修改，除非经过常年会员大会或特别会员大会出席会议超过半数投票赞成才可通过修改。
- b) 有关修改之条例，须经社团注册官批准才可生效。
- c) 本会事务如章程未有明文规定者，理事会得权宜处理之。
- d) 本会章程以社团注册官核准之英文本为根据。

39. PROHIBITIONS

- a) The Association shall not be affiliated or having any connection with any foreign associations.
- b) Illegal gambling shall be strictly prohibited in the premises of the Association.
- c) Premises of the Association shall strictly be prohibited for use to indulge in illicit drugs, prostitution or carry out any acts detrimental to the interest of the community.
- d) Neither the Association nor its members shall strictly be prohibited to be involved in any illegal Trade Union activities or price maneuver as defined in the Trade Ordinance, 1959.
- e) The Association strictly prohibits the use of its name or name of its members to organize any kind of lottery activities.

第卅九条：禁例

- a) 本会严禁附属外国社团或与之有所关连。
- b) 本会会所严禁一切非法赌博。
- c) 本会会所内严禁吸毒，色情交易以及一切有损公益之败坏行为。
- d) 本会及本会会员，严禁参与任何在一九五九年职工会法令所列之活动及涉及任何之商业活动，或价目之定夺。
- e) 本会严禁以本会或以会员之名称主办任何彩票之活动。

40. AUDITORS

- (i) Internal Auditors
- (a) One (1) Internal Auditor, who is not a staff or Management Committee of the Association, shall be appointed in the Annual General Meeting.
- (b) The Internal Auditor shall be required to check the accounts of the Association for the year before submission to the licensed public accounting firm appointed by the Association to prepare a certified report for the Annual General Meeting. The Internal Auditor may also be required by the President to audit the accounts of the Association from time to time during his tenure of office and prepare a report for submission to the Management Committee.
- (ii) External Auditor
- (a) A licensed public accounting firm shall be appointed as the External Auditor of the Association in the Annual General Meeting.
- (b) The External Auditor shall be required to audit and certify the accounts of the Association for the year for presentation in the Annual General Meeting and submission to the Registrar of Societies.

第四十条：查账员

- (i) 内部稽查
- (a) 在會員大會中推選一位非本會職員/理事者為內部稽查。
- (b) 此位內部稽查將對本會之財務加以查核後,提呈于本會所聘請之會計公司以準備一份

報告提呈與會員常年大會。如有需要，會長可要求內部稽查在任何時期對本會之財務進行查核及提呈報告于理事會。

(ii) 外聘稽查

- (a) 在會員大會中通過聘請一間合格會計公司為本會外聘查賬。
- (b) 此會計公司須處理本會之年終結賬並準備一份完整財政報告提呈與常年會員大會及社團註冊局。

41. INTERPRETATION OF RULES

- a) Subsequent to an Annual General Meeting, the Management Committee shall abide by the Constitution of the Association in carrying out their duties. In the case an event is not being bound by any clause of the Constitution, the Management Committee shall deal with it diligently.
- b) Except where they are contrary to or inconsistent with the policy resolved in the General Meeting the decisions of the Management Committee shall be binding on all members of the Association unless and until countermanded by a resolution of a general meeting.

第四十一条： 常规引用

- a) 在常年会员大会过后，理事会须遵照本会章程条文行事，如有某事项不受任何条文所限，理事会得权宜处理之。
- b) 除非是与会员大会所通过之政策有相反或矛盾，全体会员都须遵守理事会之一切决定，直至这些决定在会员大会中通过修改为止。

41. DISSOLUTION

- a) Dissolution of the Association shall require a resolution of not less than three-fifths of the total membership at a General Meeting specially convened for this purpose.
- b) In the event the Association is being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds or assets shall be disposed of in such manner as may be decided upon by a general meeting.
- c) Notice of dissolution shall be given within 14 days of the dissolution to the Registrar of Societies.

第四十一条： 解散

- a) 本会之解散，须得到出席此项特别会员大会五分三会员通过，方为有效。
- b) 本会解散时，除偿还所欠一切合法债务后，倘有余款或资产，应依会员大会之决定处理之。
- c) 解散通知须在十四天内寄达社团注册官。