PERTUBUHAN AKITEK MALAYSIA
MALAYSIAN INSTITUTE OF ARCHITECTS

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PAM/SA/01/04/18-1 06 March 2018

TO ALL PAM MEMBERS

EXTRAORDINARY GENERAL MEETING OF PERTUBUHAN AKITEK MALAYSIA TUESDAY, 20 MARCH 2018, AT DEWAN PRESIDEN, LEVEL 2, PAM CENTRE, 99L JALAN TANDOK, 59100 KUALA LUMPUR.

NOTICE IS HEREBY GIVEN that pursuant to Clause 20 of the PAM Constitution, the Council has decided to convene an Extraordinary General Meeting (EGM) of Members to be held on **Tuesday 20 March 2018, at 10.00 a.m. Dewan Presiden, Level 2, PAM Centre, 99L Jalan Tandok, 59100 Kuala Lumpur**.

The purpose of the Extraordinary General Meeting is to table to Members the following Resolution for amending the Constitution and Bye-Laws, to be approved by a two-third majority of Corporate Members present at the EGM. Once the Resolution is passed by Members at the EGM, the amendments shall be submitted to the ROS for approval before adoption by PAM.

PREAMBLE

On 27 February 2018, PAM Council 2017-2018 received a requisition from 51 Corporate Members of PAM for the calling of an EGM pursuant to Clause 7.4(a) of the PAM Constitution to resolve and adopt the following motions:

Resolution 1

To amend the PAM Constitution to insert the following provision on allowance and remuneration of Council Members as Clause 10.0(d) :

> *Council Members shall be entitled only to be reimbursed for direct expenses incurred or receive a token honorarium as deemed appropriate and approved by the Council for any services to PAM, not forming part of his/her usual duties, responsibilities and obligations as Council Member pursuant to the PAM Constitution and Bye-Laws and the Societies Act 1966, and for which a minimum of 3 quotations for such services had prior been sought.*

Resolution 2

It is clear from a mere reading and from a legal stand-point that the word "of' used in the Clause 7.4(c) is a glaring typo, and will most likely be construed as such in a court of law. The provision itself should read as "amending of the constitution or such other business…."

As a general rule insofar as meetings of organizations are concerned, the Annual General Meeting is the supreme authority of an organization, where Members have the opportunity to question the relevant decision makers/executive about the management of the organization. In accordance with general practice, the constitutions of such organizations will also provide for special members' meetings to be convened to deal with issues requiring a decision of the members that arise between annual general meetings (referring to EGMs). This general rule is trite, suggesting where there is no provision in the constitution or bye-laws of the

organization for the requisitioning of such a special meeting, the ability to call such a meeting will be implied into the constitution.

PAM's Constitution and Bye-Laws should therefore reflect the general practice and correct this constitutional anomaly.

Should Resolution 1 be adopted by this EGM, we the Corporate Members (who submitted to Council the requisition) *further requisition for discussion, putting to vote and in the event of success, adoption of the following consequential motion which arises out of the adoption of Resolution 1:*

The rescinding of the Council's decision to appoint Ar. Ang Chee Cheong as Director of KLAF 2018 (Kuala Lumpur Architecture Festival 2018) and the payment of the large honorarium amounting to one hundred thousand ringgit (RM100,000.00) as payment for said services. In the alternative, the resignation of Ar. Ang Chee Cheong as Council Member due to the conflict of interest as Council Member and breach of the newly adopted provision in the PAM Constitution which prohibits exorbitant and unreasonable allowance and remuneration for services provided to PAM not forming part of the usual duties of a Council Member.

PAM Council's Response to the Requisition

PAM Council 2017-2018, at its meeting on 2nd March 2018, agreed to call for an Extraordinary General Meeting (EGM) on 20 March 2018, in accordance to Clause 7.4 of the PAM Constitution, to deliberate on Resolution 1.

However, Resolution 2 is not for the amending of the PAM Constitution, and as such it will not be tabled at the EGM. However, PAM Council has agreed that the proposed Resolution 2 to be included in the agenda for the Annual General Meeting on 21 April 2018.

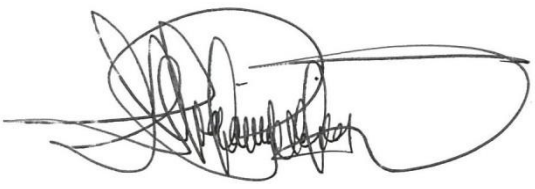
The following is the resolution for amending the PAM Constitution and Bye-laws for Resolution 1, to be approved by a two-third majority of Corporate members present at the EGM:

Resolution 1:
It is hereby resolved that the amendments to PAM Constitution: '*To amend the PAM Constitution to insert the following provision on allowance and remuneration of Council Members as Clause 10.0(d)*' (refer to Appendix 1) are approved by PAM members at the PAM Extraordinary General Meeting on 20 March 2018.

Once the resolutions are passed by members at the EGM, the amendments shall be submitted to the Register of Societies (ROS) for approval before adoption by PAM.

Thank you.

for **PERTUBUHAN AKITEK MALAYSIA**



Ar. ALICE LEONG PEK LIAN
Honorary Secretary

Enclosure: Appendix 1