

RULES & CONSTITUTION OF PENANG CHINESE CHAMBER OF COMMERCE

1. NAME

The Association shall be styled “Dewan Perniagaan Tionghua Pulau Pinang”.
(Penang Chinese Chamber of Commerce) hereinafter referred to as “the Chamber”.

2. ADDRESS

Its registered address shall be 9th Floor, Penang Chinese Town Hall Building, No. 22, Jalan Masjid Kapitan Keling, 10200 Penang or at such other place(s) as may be decided by the General Committee. The registered address shall not be changed without the prior approval of the Registrar of Societies.

3. OBJECTS

The objects of the Chamber shall be:

- (a) to improve and develop trade and industry.
- (b) to collect, collate and disseminate commercial information and to issue certificates of authentication.
- (c) to arbitrate and settle trade and industrial disputes.
- (d) to collect and compile trade statistics.
- (e) to organise trade exhibitions, seminars and human resource development programmes either on its own or in collaboration with other institution(s).
- (f) to support charitable, cultural and educational institutions.

4. MEMBERSHIP

(1) Ordinary Members

- (a) Ordinary Individual Member
- (b) Ordinary Firm or Company Member
- (c) Ordinary Commercial Association Member

(2) Life Members

- (a) All life members admitted before 11.9.1995 shall continue to be life members.
They shall not be required to pay annual subscription.
- (b) Effective from 11.9.1995 the Chamber had ceased to admit life members.

槟州中华总商会章程

1. 名称

本会定名为 **〔槟州中华总商会〕**

国文为：DEWAN PERNIAGAAN TIONGHUA PULAU PINANG

英文为：PENANG CHINESE CHAMBER OF COMMERCE

2. 注册会址

本会会址设於槟州吉宁甲必丹回教堂路门牌廿二号，槟州华人大会堂大厦九楼或随时由董事会议决的地方。未获得社团注册官批准，不得更换地址。

3. 宗旨

本会之宗旨为：

- (a) 共谋改善及发展工商业。
- (b) 汇集、整理及传达商业资讯，同时办理及签署各种证明书。
- (c) 调查及排解工商业纠纷。
- (d) 收集并编纂商业统计表。
- (e) 单独或与其他机构联合举办商展、研讨会及人力资源发展课程。
- (f) 协助慈善、文化及教育机构。

4. 会员

(1) 普通会员

- (a) 普通个人会员
- (b) 普通商号或公司会员
- (c) 普通商团会员

(2) 永远会员

- (a) 所有在 1995 年 9 月 11 日前入会的永远会员将继续保留为永远会员。彼等无需缴付年捐。
- (b) 自 1995 年 9 月 11 日起，商会经停止接受永远会员之申请。

5. QUALIFICATION OF MEMBERS

- (1) The following individual, firm, company and commercial association, agreeing to abide by the Rules of the Chamber, may apply to become a member:
 - (a) Any businessman, trader, industrialist or professional who is a Malaysian of Chinese origin and has attained the age of 21.
 - (b) Any firm or company registered or incorporated in Malaysia the major equity of which is controlled by Malaysians of Chinese origin.
 - (c) Any registered commercial association the membership of which consists predominantly of Malaysians of Chinese origin.
- (2)
 - (a) A firm, company or commercial association shall, when applying for membership, produce the following document(s) respectively:
 - i) Firm – Certificate of Business Registration and Form PNA 23.
 - ii) Company – Certificate of Incorporation and Form 49 under the Companies Act.
 - iii) Commercial Association – Certificate of Registration under the Societies Act.
 - (b) Firm, company and commercial association shall, when applying for membership, nominate a representative who shall be registered with the Chamber’s Secretariat. A firm shall be represented by the sole-proprietor or a partner, a company by a director or a manager and a commercial association by a committee member. Every representative must be a Malaysian of Chinese origin.
 - (c) Nomination of a manager as representative of a company shall be supported by the official letter appointment to the managerial post signed by the authorised officer(s) of the company.
Nomination for a committee member as representative of a commercial association shall be supported by a letter signed by the president and secretary of the association.

6. ADMISSION AND RIGHTS OF MEMBERS

- (1) Every application for membership must be proposed by one member and seconded by another. All application forms submitted shall be posted in the secretariat for 14 days and thereafter scrutinised by the Executive Committee. Admission shall be by ballot at a General Committee Meeting. Anyone whose application is opposed by a simple majority of those present and voting shall not be admitted as member and no reason shall be assigned. A disqualified applicant shall not be eligible to apply again until a period of six months from the date of balloting shall have elapsed.
- (2) Every member shall have the rights to:
 - (a) participate in discussion and vote at any meeting they are entitled to attend.
 - (b) elect and be elected a member of the General Committee, provided that his or its membership has taken effect 90 days before the election.
 - (c) enjoy such privileges as provided by the Rules and Constitution.
 - (d) utilize such facilities and services as provided by the Chamber subject to payment of prescribed fee or charges, if any.
 - (e) submit motions which the General Committee shall present for deliberation by General Meeting if they are not against the Rules and Constitution, Federal Constitution or any laws currently in force.

5. 会员资格

- (1) 凡下列个人、商号、公司或商团，愿意遵守本会章程者，均可申请为本会会员：
 - (a) 年满廿一岁之马来西亚籍华裔商家、工业家及专业人士。
 - (b) 由马来西亚籍华商控制、并在本国注册之商号或公司。
 - (c) 会员以马来西亚籍华裔为主之注册商团。
- (2) (a) 商号、公司或商团之入会申请书，必须附上下列文件：
 - i) 商号－商业注册证书及 PNA23 表格。
 - ii) 公司－公司注册证书及 49 表格。
 - iii) 商团－社团注册证书。
- (b) 商号、公司或商团申请入会时，须委一名代表由秘书处登记。
商号须由东主或一名合伙人为代表，公司须由一名董事或经理为代表，商团则由一名理事为代表，每个代表必须是马来西亚籍华人。
- (c) 公司若委经理为代表，须呈一份由公司授权者签署之有关经理委任状，以资佐证。
商团若委理事为代表，须呈一份由商团会长及总务签署之有关理事委任信，以资佐证。

6. 入会手续及会员权利

- (1) 申请入会须由一名会员介绍，另一名会员赞成。所有申请书须标贴於秘书处十四天，然后由执行董事会审查，才呈董事会投票取决。申请书若遭与会及投票之董事以简单多数票反对，申请者则不得入会，并无需声明理由。凡被拒绝入会者，由投票日起六个月内不得再次申请入会。
- (2) 会员权利如下：
 - (a) 参与有权参加之会议，并拥有发言及表决权。
 - (b) 入会九十天后，可投票选举董事及被选为董事。
 - (c) 享有章程所规定之一切权益。
 - (d) 利用本会之设备与服务，但若有征费者，须缴付所规定用费。
 - (e) 提呈提案，若不抵触本会章程，联邦宪法及目前实施法令，则由董事会呈予会员大会讨论。

7. ORGANISATION

- (1) Subject to the provisions of this Rules and Constitution, the supreme authority of the Chamber shall be the General Meeting of members. The General Committee shall be entrusted to carry out the executive duties and functions.
- (2) The General Committee shall consist of 51 members, 42 from individual members and/or representatives of firm and/or company members and 9 from representatives of commercial association members.
- (3) After the election of General Committee, a date (within 14 days of the election) shall be fixed for a meeting of the incoming committee to elect by ballot from among themselves, an Executive Committee comprising a President, a Deputy President, 3 Vice-Presidents, an Hon. Secretary, an Hon. Treasurer, a Public Officer and 6 committee members who shall chair the various working committees to be appointed by the General Committee.
- (4) The elected representative of a firm, company or a commercial association shall not be eligible for office of President, Deputy President, Vice-President, Hon. Secretary, Hon. Treasurer or Public Officer of the Chamber.
- (5) An Hon. Auditor shall be elected in the same General Committee Meeting.

8. DUTIES OF OFFICE-BEARERS

(1) President

The President shall during his term of office preside at all General Meetings and meetings of General Committee & Executive Committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting votes and shall sign the minutes of each meeting at the time they are approved.

(2) Deputy President

The Deputy President shall assist the President in carrying out his duties and shall deputise for the President during the latter's absence.

(3) Vice-Presidents

The Vice-Presidents shall assist the President in carrying out his duties. When both the President and Deputy President are absent or on leave, the first, second or third Vice-President shall act on behalf of the President as the case may be depending on their availability in the ranking order.

(4) Honorary Secretary

The Honorary Secretary shall conduct the business of the Chamber in accordance with its rules, and shall carry out the instructions of the General Meetings and of the committee. He shall be responsible for conducting all correspondence and keeping all books documents and papers except the accounts and financial records. He shall maintain a membership register with particulars of name, age, identity card number, occupation and addresses of every member.

7. 组织

- (1) 在不违反本章程条文规定下，本会的最高权力在于会员大会。执行本会职务之权力则由董事会负责。
- (2) 本会董事由五十一名会员组成，即个人、商号及公司会员代表四十二名，商团会员代表九名。
- (3) 董事选妥后，须在 14 天内从董事中票选出下列职员组成执行董事会：会长一名，署理会长一名，副会长三名，义务秘书一名，财政一名，公共代表一名及六名在董事会所设立各工作组中担任主席之执行董事。
- (4) 商号、公司及商团代表不得被选担任会长、署理会长、副会长、义务秘书、义务财政或公共联络职位。
- (5) 当天董事会也须票选一名义务查账。

8. 职委任务

(1) 会长

会长在其任期内须主持所有会议，包括董事及执行董事会议，并负责上述会议依正确程序召开。会长须拥有决定票及签署每次会议覆准之议案。

(2) 署理会长

署理会长须协助会长执行任务，并在会长出缺时，代理其职权。

(3) 副会长

副会长须协助会长执行其任务。当会长及署理会长双双同时出缺或告假时，第一、二或三副会长须视情况需要，按序代表会长执行职务。

(4) 义务秘书

义务秘书须依据商会章程处理商会日常会务，并执行会议议决工作。其须负责处理来往书函及保管档案和文件，惟不包括账目及财务记录，其亦须保存一份详列每名会员姓名、年龄、身份证号码、职业及地址的会员名录。

He shall attend all meetings and record the proceedings. He shall within 60 days after the holding of its Annual General Meeting submit the annual returns of the Chamber to the Registrar of Societies as required under the Section 14(1) of the Societies Act 1966.

(5) Honorary Treasurer

The Honorary Treasurer shall be responsible for the finances of the Chamber. He shall keep accounts of all the financial transactions and shall be responsible for their correctness.

(6) Public Officer

The Public Officer shall be responsible for the public relations between the Chamber and other public and private organisations/ bodies.

(7) Executive Committee Members

The Executive Committee Members will organise and supervise the day to day activities of the chamber and make decisions on matters affecting the chamber.

(8) General Committee Members

The General Committee Members will assist in the running of the Chamber.

9. ELECTION OF GENERAL COMMITTEE

- (1) The General Committee shall be elected by ballot (secret voting) once every three years at an Annual General Meeting (The year in which elections are held shall be referred to as an "Election Year").
 - (a) An individual member shall be present and cast his ballot in person. He must sign attendance and produce membership card or identity card for checking before collecting ballot paper.
 - (b) A registered representative of firm, company or commercial association shall also comply with (a) above when casting ballot.
 - (c) Every member shall be entitled to only one vote. However, an individual member may, apart from his own vote, represent one firm or one company or one commercial association to vote. A representative of a firm or a company or a commercial association may also represent another firm or another company or another commercial association to vote. In any case, a person shall not cast more than two votes.
 - (d) Subject to Rule 5(2)(b) and (c), any change of representative for purpose of voting in an election must be in writing and submitted to the secretariat 14 days before the date of election.

义务秘书也须出席所有会议并记录会议经过。其必须在常年会员大会召开后 60 天内，按据一九六六年社团注册法令第 14 (1) 项呈报社团注册官与商会有关的年报表。

(5) 义务财政

义务财政负责掌管商会财务，并记录所有来往账项，以确保无讹。

(6) 公共联络

公共联络须负责商会与其他公共及私人机构 / 团体的对外联系工作。

(7) 执行董事

执行董事将筹划及督导商会的日常活动及对商会有影响的事务做出决定。

(8) 董事

董事将协助商会的会务操作。

9. 选举董事

(1) 每届第三次常年大会 (简称“选举年”)，会员须在大会当天以秘密投票方式选出五十一名董事。

(a) 个人会员必须亲临投票，签名领取选票时须出示会员证或身份证，以便检查及登记。

(b) 商号或公司及商团会员之登记代表，亦须循照 (a) 项规定手续投票。

(c) 每个会员只可拥有一张选票，个人会员，除本身一票外，可代表一商号或一公司或一商团投票。商号或公司或商团代表亦可代表另一商号或公司或商团投票，然在任何情况下，一人不可拥有超过两张选票。

(d) 更换代表投票，须符合章程第 5 条 (2) (b) 及 (c) 项规定，并于选举日十四天前，以书面通知秘书处。

- (e) All members are eligible to be nominated as candidate for the election. The nomination must be proposed by one member, seconded by another and consented to by the nominee who shall affix their signatures on the nomination form.
 - (f) In the event of a tie of votes secured by two or more candidates for the last position in the election of the 42 individual, firm or company members and/or in the election of the 9 commercial association members of the General Committee, it shall be determined by drawing lots.
- (2) The General Committee shall, at least two months before the expiry of its term of office, appoint an Election Committee. The Election Committee shall be fully responsible for matters concerning the election, such as to fix time and place of election, formulate rules of balloting and conduct the election within the provisions of the Rules and Constitution. Only members of the Chamber shall be appointed to the Election Committee. A member of the Election Committee shall vacate his office if he intends to stand for election.

10. TERM OF OFFICE

The term of office of the General Committee shall be three (3) years. All are eligible for re-election but no President or Deputy President shall hold office for more than two (2) consecutive terms.

11. RELINQUISH OF DUTIES BY OUTGOING GENERAL COMMITTEE

The outgoing General Committee shall not relinquish its duties until the incoming General Committee shall have assumed office.

12. VACANCIES IN COMMITTEE

- (1) Any vacancy in the General Committee, Office Bearers and Executive Committee shall be filled by a General Committee Meeting.
- (2) Repealed

13. WORKING COMMITTEES ETC

- (1) The President shall, with the concurrence of the General Committee, establish relevant working committees or sub-committees or ad-hoc committees as may be necessary to accomplish the objectives of the Chamber and also to carry out the duties as provided under the Rules and Constitution of the Chamber.
- (2) The Chairman and Deputy Chairman of such committees shall be appointed by the President with the concurrence of the General Committee.
- (3) The members of such committees shall be appointed by the Chairman of the respective committee with the concurrence of the President.

14. ENTRANCE FEE, ANNUAL SUBSCRIPTION AND ANNUAL SECRETARIAT FEE

- (1) The entrance fee and annual subscription payable shall be as follows:

(e) 每个会员皆有权被提名为候选人，提名须由一名会员推荐，另一名会员赞同，并在提名表格上签名。

(f) 在选举 42 名个人会员、商号或公司代表或 9 名商团代表为董事时，若有两名或两名以上候选人得票相等，谁应中选为最后一名董事，则以抽签方式决定之。

(2) 董事会在任满前至少两个月，成立一个选举委员会负责选举事宜，如决定选举时间、地点及拟定选举条规。只有商会会员才可被委为选举委员会成员，选举委员会委员若欲参加竞选，须辞却委员职位。

10. 董事任期

董事任期为三年，连选得连任，惟会长及署理会长任期不得超过两届。

11. 旧董事会卸任

董事会任期届满，须待新董事会就职后，方可卸责。

12. 董事出缺

(1) 董事会及执行董事会包括职委之空缺，应由董事会委人递补之。

(2) 删除

13. 工作组

(1) 会长在董事会同意下，得视工作需要设立各工作组、小组或特别小组，以贯彻本会宗旨及执行本会章程所涵盖之职责。

(2) 各工作组之正副主任由会长在董事会同意下委任。

(3) 各工作组之组员由工作组主任在会长同意下委任。

14. 入会费、年捐及常年秘书处费

(1) 入会基金及年捐如下：

(i) **Ordinary Member**

(a) **Ordinary Individual Member:**

Entrance Fee RM 200.00

Annual Subscription RM 240.00

(b) **Ordinary Firm or Company Member:**

Entrance Fee RM 200.00

Annual Subscription RM 240.00

(c) **Ordinary Commercial Association Member:**

Entrance Fee RM 200.00

Annual Subscription RM 240.00

(ii) **Life Member**

Life member shall not be required to pay annual subscription.

- (2) The General Committee shall have the power to impose on all members (including life members), an annual secretariat fee of not more than RM 240.00. The fee may be revised from time to time by the General Committee but any revised fee shall not exceed the said maximum of RM 240.00
- (3) The entrance fee shall be submitted together with application. The said fee shall be refunded if the application is unsuccessful. Successful applicant shall within one month from the date of notice of approval, pay the subscription for the period from date of approval to end of the current year at the rate of RM 20.00 per month or fraction of a month. Membership shall take effect from the date of payment of the said subscription.
- (4) Any fees paid by the members shall not be refundable.
- (5) All annual subscriptions and annual secretariat fees shall be due and payable on 1st January and shall be paid not later than 30th June each year.

15. ARREARS OF ANNUAL SUBSCRIPTION/ANNUAL SECRETARIAT FEE

Any ordinary member who fails to pay annual subscription and/or secretariat fee and any life member who fails to pay annual secretariat fee by 30 June shall be notified in writing by the secretariat (such notice shall be sent by despatch or registered mail) and shall in default of payment within one (1) month of such notice automatically cease to be a member.

16. EXPULSION OF MEMBER

- (1) In case the conduct of a member shall, in the opinion of the General Committee, be injurious to the image or detrimental to the interest of the Chamber, the General Committee shall direct the Executive Committee to hold an inquiry with opportunity of being heard in defence of such conduct be afforded to the member. The Executive Committee shall prepare a report of the inquiry to be submitted to the General Committee for deliberation and decision. Any decision to expel the member shall be by the passing of a resolution. Such resolution shall take effect after it has been communicated to the member concerned.

(i) 普通会员

(a) 普通个人会员

入会基金 RM200.00

年捐 RM240.00

(b) 普通商号会员

入会基金 RM200.00

年捐 RM 240.00

(c) 普通商团会员

入会基金 RM 200.00

年捐 RM 240.00

(ii) 永远会员

永远会员免缴年捐。

- (2) 董事会有权向全体会员 (包括永远会员) 征收不超过 RM240.00 之常年秘书处费，董事会亦有权随时调整秘书处费，惟不得超过 RM240.00。
- (3) 入会基金须与入会申请书一并提交商会，倘若申请不获批准，入会基金将退还。获批准之申请者，须於批准通知书日期算起一个月內，缴清年捐；即从批准日期至当年年底以每月 RM20.00 计算，不满一个月亦以一个月计算。会籍由缴清年捐日期开始生效。
- (4) 会员支付予商会之任何收费均不退还。
- (5) 所有年捐及常年秘书处费於每年一月一日到期及缴交，最迟不超过六月卅日必须悉数付清。

15. 拖欠年捐/常年秘书处费

凡普通会员未在每年六月卅日之前缴交年捐及/或秘书处费，或原有永远会员未缴交常年秘书处费，秘书处将发出通知书 (以手递方式或挂号信寄出)，在接获通知书后一(1)个月內仍未缴清欠款者，将自动丧失会籍。

16. 开除会员

- (1) 会员之行为若被董事会认为有损商会形象或利益，董事会将指示执行董事会进行调查并给予是名会员申辩机会后，执行董事会将准备一份报告提呈董事会讨论及作出决定。任何开除会员之决定须通过一项议案执行，该议案将在转达有关会员后生效。

- (2) The member so expelled shall have a right to appeal to the General Committee within fourteen (14) days thereof. The member concerned shall be given an opportunity to defend before the General Committee. The decision of the General Committee hereunder shall be final and binding on the member concerned. There shall be no further appeal.

17. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held once a year not later than 30th of September. At the meeting, the Report of the General Committee and the Audited Statement of Accounts for the preceding year shall be presented.

18. SPECIAL GENERAL MEETING

- (1) The President or the Executive Committee shall, notwithstanding anything in the Rules and Constitution, upon the requisition of at least 100 members or 25 General Committee members, forthwith proceed to convene a Special General Meeting.
- (2) The requisition shall state the objects of the meeting and shall be signed by all the requisitionists and deposited at the registered office of the Chamber.
- (3) If the President or the Executive Committee does not within 30 days of the date of the requisition convene the meeting, the requisitionists or more than one-half of them may, having regards to Rule 22, proceed to convene the meeting themselves. Rule 21 shall not apply to the Special General Meeting so convened and members present may elect from among themselves a Chairman of the meeting. All facilities of the Chamber must be provided for the requisitionists to convene such a meeting.

19. COMMITTEE MEETINGS

- (1) The Executive Committee Meeting shall be held at least once a month.
- (2) The General Committee Meeting shall be held at least once in two months.

20. SPECIAL COMMITTEE MEETINGS

- (1) A Special Executive Committee Meeting shall be held within 7 days upon written requisition by 7 committee members which may be sent by facsimile transmission.
- (2) A Special General Committee Meeting shall be held within 7 days upon written requisition by 17 committee members which may also be sent by facsimile transmission.
- (3) The President may convene a Special Executive Committee Meeting or a Special General Committee Meeting whenever occasion arises.

- (2) 被开除之会员有权在十四 (14) 天内向董事会上诉, 有关会员可获机会在董事会前申辩, 董事会较后作出之决定, 就是对该会员所作之最后决定, 不可再进一步申诉。

17. 常年会员大会

常年会员大会须於每年九月卅日以前召开, 开会时应将上年之会务报告及经查核之账目, 提出公布。

18. 特别会员大会

- (1) 如有不少过 100 名会员或不少过 25 名董事要求召开特别会员大会; 会长或执行董事会在不抵触章程任何条文之下, 立即进行召开大会。
- (2) 要求召开大会之书函须志明召开大会的目的, 并由全体有关会员或董事签名后, 呈交商会秘书处。
- (3) 若会长或执行董事会没有在 30 天内召开大会, 全体或超过一半要求开会者, 可依据第 22 条文自行召开大会, 届时大会主席人选可不照第 21 条文规定, 而由与会者从彼等当中推选一人为主席。商会须提供其一切设施与方便, 供召开大会。

19. 董事会议

- (1) 执行董事会议至少每月召开一次。
- (2) 董事会议至少每两月召开一次。

20. 董事特别会议

- (1) 七名执行董事联函要求时, 得以七(7)天内召开特别执行董事会议, 联函亦可以传真呈达。
- (2) 十七名董事联函要求时, 得以七(7)天内召开特别董事会议, 联函亦可以传真呈达。
- (3) 有紧急事故须开特别执行董事会议或特别董事会议时, 可由会长随时召开。

21. CHAIRMAN OF MEETINGS

The President or, in his absence, the Deputy President or any one of the Vice-Presidents, shall take the Chair at every meeting. In the absence of the President, Deputy President and all the Vice-Presidents, the Committee Members present shall elect a Chairman. The Chairman shall have a casting vote in case of a tie.

22. GENERAL PROVISION ON NOTICES & ETC

- (1) 14 days' notice is required for an Annual General Meeting or a Special General Meeting and such notice shall be advertised in one Chinese and one English or Malay local newspaper.
- (2) 5 days' notice is required for any of the General Committee or Executive Committee meetings. Such notices may be sent by either post, e-mail or facsimile transmission.
- (3) The business to be transacted in the proposed meetings must be specified in such notices.
- (4) The posting of any letter/notice/document and addressed to the last known address of any member shall be sufficient service of such letter/notice/document.

23. QUORUM AT MEETINGS

- (1) The quorum for the Annual General Meeting shall be at least one-half of the total membership of the Chamber or twice the total number of members of the General Committee, whichever is lesser.
- (2) The quorum required for the General Committee and Executive Committee shall be half the total number of the General Committee and Executive Committee respectively.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting, if convened upon requisition shall lapse, but in any other case it shall stand adjourned to the same day next week at the same time and place. If at such adjourned meeting a quorum is still absent, those present shall form a quorum and may transact business for which the meeting was originally called.

24. ATTENDANCE AT GENERAL MEETING

- (1) Individual member shall attend Annual General Meeting or Special General Meeting in person.
- (2) A firm, company or commercial association member shall be represented by its registered representative (i.e. sole-proprietor or partner for a firm; director or manager for a company; committee member for a commercial association).
- (3) Any change of representative must conform to Rule 5(2)(b) and (c) and be submitted in writing to the secretariat 7 days before the date of the general meeting.

21. 会议主席

所有会议，概以会长为主席，倘遇会长缺席，以署理会长或一名副会长取代，若会长、署理会长及副会长同时缺席，则由出席董事中推举一人担任主席。凡遇表决票数相等，主席可运用其表决权加以决定。

22. 通告/通知信

- (1) 所有会员大会的通知书必须在会议召开的 14 天前刊登在本地一家华文报及另外一家英或国文报。
- (2) 董事会及执行董事会的会议通知书必须在会议召开的 5 天前通过邮寄、电邮或传真发出。
- (3) 会议通知书必须注明会议的议程。
- (4) 信函/通知书/文件以邮寄到会员的最后知悉的地址将被当成是已经有效的传递予有关会员。

23. 会议法定人数

- (1) 会员大会的法定人数至少须有商会会员总数的一半或董事会成员双倍人数，视何者为低。
- (2) 董事会及执行董事会的法定人数则分别须有董事会及执行董事会成员人数的一半。
- (3) 超过规定开会时间半小时，仍不足法定人数，倘属联函要求召开者，应即取消。其他会议则须展期於下星期同一日，同一时间及同一地点召开。若该展期会议仍然不足会议法定人数，赴会者不论人数多寡，可按原定召集会议议程进行讨论，而议决事项概作有效。

24. 出席大会

- (1) 个人会员须亲自出席大会。
- (2) 商号、公司及商团会员须由其登记代表（即商号之东主或合伙人，公司之董事或经理，商团之理事）亲自出席。
- (3) 若更换代表，须符合章程第五条(2)(b)及(c)所规定条件，并於开会 7 日前，以书面通知秘书处。

25. REPEALED

26. FUNDS

- (1) The Chamber shall not lend or borrow money unless sanctioned by a resolution passed at a meeting of the General Committee and subsequently confirmed by a general meeting of the members.
- (2) All monies received by the Chamber shall be deposited in licensed Financial Institutions approved by the General Committee.
- (3) All cheques and withdrawals from licensed Financial Institutions shall be jointly signed by any three (3) of the following Office-bearers namely, the President, Deputy President, Vice-Presidents, Honorary Treasurer and Honorary Secretary.
- (4) The Hon. Treasurer may not at any time keep more than RM 1,000.00 as petty cash.

27. RECEIPTS

All receipts of the chamber shall bear the signature of the Hon. Treasurer.

28. DISBURSEMENT

Except salaries, rates and taxes, all disbursements exceeding RM 2,000.00 shall be sanctioned as follows:

- | | |
|--|---|
| (1) Exceeding RM 2,000.00 but not RM 5,000.00 | Sanctioned by President or Honorary Treasurer |
| (2) Exceeding RM 5,000.00 but not RM 20,000.00 | Sanctioned by Executive Committee |
| (3) Exceeding RM 20,000.00 | Sanctioned by General Committee |

29. TRUSTEES

The number of trustees shall not be more than 12 or less than 6. The trustees shall be appointed at a general meeting. Only individual members who have served as General Committee member for two terms of office shall be eligible for appointment as trustees.

30. RESIGNATION OF TRUSTEES

A Trustee may, at any time, tender his resignation of his office by sending a written notice to the Chamber.

31. DISQUALIFICATION OF TRUSTEES

A Trustee shall vacate his office if he be convicted of any serious criminal offence; if he be adjudicated bankrupt; if he should become insane; or if he should be absent from the State of Penang for more than a year without the approval of the General Committee or he should cease to be a member of the Chamber.

25. 删除

26. 款项

- (1) 非经董事会议通过，并经会员大会核准，本会不得借入或贷出款项。
- (2) 本会所有一切收入，均须存入经董事会批准之拥有执照金融机构。
- (3) 所有银行支票或拥有执照金融机构提款申请书，须有会长、署理会长、副会长、义务财政及义务秘书之中任何三(3)人联同签署。
- (4) 不论何时义务财政手中不得有超过壹千元之零用款项。

27. 收款单据

本会所有收款单据，必须附有义务财政之签名。

28. 开销

除薪金，税银外，所有逾二千元之开销，批准程序如下：

二千元以上至五千元 一 由会长或义务财政批准。

五千元以上至二万元 一 由执行董事会批准。

二万元以上 一 由董事会批准。

29. 信理员

本会信理员，不得超过十二名或少过六名，信理员须由大会委任。只有个人会员，曾任职本会董事两届者，方可选为本会信理员。

30. 信理员辞职

信理员可随时以书面通知，向本会辞职。

31. 取消信理员资格

信理员倘犯严重刑事罪，报穷，精神病患，或未经董事会批准而离开本州一年以上或停止为商会会员者，即取消信理员资格。

32. IMMOVABLE PROPERTY

- (1) All immovable properties of the Chamber shall be registered in the name of Penang Chinese Chamber of Commerce.
- (2) All instruments relating or any dealing of immovable properties of the Chamber shall be executed by the President, the Honorary Secretary and the Honorary Treasurer whose appointment shall be authenticated by a certificate issued by the Registrar of Societies and affixed with the seal of the Chamber.

33. SALE OR CHARGE OF IMMOVABLE PROPERTY

No immovable property belonging to the chamber shall be sold, conveyed, transferred, charged, pledged or assigned by the Trustees without the consent of three-fourths of the members present at a special general meeting convened for the purpose.

34. REPEALED

35. REPEALED

36. AMENDMENT OF RULES

The Rules of the Chamber shall not be repealed, added to, or amended except by a majority of at least two-thirds of those present at a special general meeting (called for the purpose) after at least fourteen days' notice of the proposed repeal, addition or amendment has been given and publication of such notice of the special general meeting is placed in the press. Such repeal, addition or amendment shall take effect from the date of their approval by the Registrar of Societies.

37. MATTERS NOT PROVIDED FOR

The General Committee shall have the power to deal with any matter within the context and spirit of the provisions herein which are not specifically provided and any decision made and/or action taken thereof shall be final and binding on all members.

38. INTERPRETATION OF THE RULES & CONSTITUTION

The General Committee shall be the sole authority for the interpretation of these Rules and Constitution and their decision upon any question of interpretation shall be final and binding on all members.

39. DECISION TO BE FINAL AND CONCLUSIVE

The decision of the Chamber or the General Committee on the affairs of the Chamber shall be final and conclusive and such decision shall not be challenged, appealed against, reviewed, quashed or called in question in any court on any ground.

32. 产业

- (1) 本会之所有不动产得在本会名下注册。
- (2) 所有有关处理本会不动产之法律文件得由本会会长、义务秘书和义务财政联名签署，其法定身份须由社团注册官以证书证明并以本会印章签盖方为有效。

33. 售卖或抵押不动产

本会所有不动产，除非经过专为此事而召开之特别会员大会讨论，并得四份之三出席会议之会员同意，否则信理员不得售卖、托付、转让、抵押或过户所保管之产业。

34. 删除

35. 删除

36. 修改章程

本会章程，非经专为此事召开之特别会员大会讨论，并得出席会员三份之二多数票通过，不得删除，增加或更改。特别会员大会通告，须将所拟删除，增加或更改之各项条文列入，并须於最少十四(14)日以前，发予所有会员，同时刊登报章。所有删除、增加或更改之条文，须经社团注册官批准后，方为有效。

37. 章程未列事项

董事会有权处理本会任何在章程范围内未有明文规定之事项，全体会员须遵从其所作之最终决定及/或行动。

38. 章程条文之阐释

董事会对本章程内的任何条文的阐释将是最后的裁决，全体会员须遵从。

39. 商会事务之最后决定

本会或是董事会对于商会事务的决定将是最后的决定，不能在法庭提出诉讼。

RULES FOR THE REGULATION OF PROCEDURE AT MEETINGS

- 1.** When the minutes of the previous meeting have been read, the question of the confirmation shall be put, but no debate shall be allowed thereupon except as to the accuracy of the minutes.
- 2.** Any member desiring the minutes to be corrected, shall propose such correction immediately after the minutes are read and such corrections shall be forthwith admitted or rejected.
- 3.** If two or more members rise to speak at the same time the Chairman shall call on the one who, in his opinion, is entitled to speak first.
- 4.** In the debate on any subject, the speaker shall be as brief, clear and relevant as possible.
- 5.** No speaker shall be allowed to speak more than once, except to give an explanation, but the proposer or opposer of a motion and his seconder may be allowed to speak a second time to emphasize their points.
- 6.** No debate on any motion or amendment thereof shall be allowed until it has been seconded.
- 7.** An amendment to a motion after having been proposed and seconded shall be considered before the original motion.
- 8.** Notice of any motion if not given at a meeting, must be sent in writing to the Secretary at least four clear days before the date of the meeting at which the motion is intended to be moved.
- 9.** The following motions may be made without notice:
 - (a) Any motion for the confirmation of the minutes of a previous meeting or for the adoption, modification, or rejection of the report of any Committee.
 - (b) Any motion for the adjournment of a meeting or postponement of discussion on any subject.
 - (c) Any motion for the reference of any matter to a Committee or Sub-Committee.
 - (d) Any motion, the urgency of which is admitted by the Chairman and two-thirds of the members present.
- 10.** The Chairman may at any time suspend or adjourn any meeting.
- 11.** No member shall converse aloud or make any noise so as to disturb any member who is addressing the meeting.
- 12.** No member shall interrupt a speaker except on a point of order.
- 13.** After a question has been put to vote by the Chairman, no further discussion thereupon shall be allowed.

会议规则

1. 前期议案经宣读后，即须提议覆准。除与原议不符之处应行更正外，不得辩论。
2. 任何会员认为前期议案需要更正者，须於宣读后立即提议，并即时议决应否更正。
3. 如遇二人或数人同时起立发言，主席可照已见，指定发言之先后次序。
4. 无论辩论何事，发言者务求简明，就题内发挥意见。
5. 每论一事，每人可发言一次，解释内容者不在此限，惟提议者或反对者及其附议人，则准再次发言，以答覆辩论时所提之事项。
6. 对任何提议或修正案提出异议者，必须有人附议，始能讨论。
7. 每一项动议，经有人提议修正，并有人附议后，应在原动议前提出讨论。
8. 任何未在议程列出之动议，必须於会议前至少四日函达秘书，始能提出。
9. 下列各动议，得免预先提述：
 - (a) 覆准前期议案或接受，修改，拒绝任何委员会之报告。
 - (b) 动议会议展期或展延讨论任何课题。
 - (c) 动议将任何一项事务移交一委员会或小组委员会办理。
 - (d) 主席及出席会员三份二认为切要之动议。
10. 主席可随时中止会议或展延任何会议。
11. 有人即席发言时，不得高谈或喧哗以扰乱之。
12. 除引述会议规则外，不得干预别人发言。
13. 主席将问题在会议上付诸表决后乃最终之决定，不得再行讨论。