

**PERSATUAN PENGEDAR BAHAN-BAHAN BINAAN  
MALAYSIA  
CONSTITUTION OF  
(BUILDING MATERIALS DISTRIBUTORS ASSOCIATION  
OF MALAYSIA)**

**ARTICLE 1**

**Name**

1. The name of the Association shall be The Building Materials Distributors Association of Malaysia (BMDAM), hereinafter referred to as “the Association”. Its name in Bahasa Malaysia shall be “Persatuan Pengedar Bahan-Bahan Binaan Malaysia”.

**ARTICLE II**

**Address**

1. The official address and place of meeting of the Association shall be at P4.02, 4<sup>th</sup> floor, BICMA Building, Lot 2, Jalan 243/51A, 46100 Petaling Jaya or at such other place as may be decided from time to time by the Executive Committee, with the prior approval of the Registrar of Societies.

**ARTICLE III**

**Objectives**

1. To unite, promote, protect and watch over the welfare of persons, firms and companies whether corporate or non-corporate which are engaged in the business of supply and distribution of building materials.
2. To represent the views of building materials suppliers and distributors to manufacturers of building materials and to thereby create and foster better relationship in the industry.
3. To act as mediator in disputes (other than trade disputes) between members of the Association and to seek and create avenues of compromise (with the consent of both parties concerned) in the spirit of common aims and aspirations in the industry.

4. To devise means and methods for the purpose of protecting and safeguarding the rights and interests of members.
5. To represent, express and give effect to the opinion and representations of building material suppliers and distributors as regards matters directly or indirectly affecting their interests other than trade disputes and to this extent to make recommendations to and seek representation in Government or Quasi-Government bodies.
6. To originate, initiate, promote and support improvements in the law, legislation and regulations directly or indirectly affecting the building materials suppliers and distributors' industry and in particular to promote and support any regulation which will further the objects of the Association and vice versa.
7. To advise and guide members the institution and prosecution, promotion of or defence or opposition to litigation in any cases affecting the interests of members so far as may be legally done without infringing the rules of law against maintenance and champerty and to take such steps as may from time to time appear to the Association to be necessary in the interests of such members.
8. To collect and diffuse among members and the public and particularly among persons engaged in the said industry statistics and other information on all matters affecting or concerning such owners and users and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary matter as may be conducive to any of these objects.
9. To promote agreement between members with a view to obtaining the greatest possible efficiency in the services provided by members.
10. To establish, subsidise, promote, amalgamate, co-operate or affiliate with, receive into union, become a member or act as or appoint trustees, agents or delegates to control, manage, afford monetary assistance to or assist in any other manner any bodies, associations and institutions whether corporate or un-incorporate with objects altogether or in part similar to

those of the Association.

11. To establish, undertake, administer and contribute to any charitable or benevolent institution or fund whose objects are to assist deserving persons who may be or have been engaged in the said industry or the dependants of such persons and to contribute towards or otherwise assist any other charitable or benevolent institutions or undertakings.
12. To assist in furthering the aims and ambitions of the Government, Industry and the private sector in the context of the Government's economic policies and development plans.
13. To assist members in trade matters relating to customer relationship including matters relating to credit facilities and advances.
14. To undertake and execute any trusts which may seem to the Association conducive to any of its objects and to collect receive and hold funds and other property voluntary contributions, subscriptions, gifts and legacies for the objects of the Association or any of them as donors may direct.
15. To establish, form and maintain a library and collection of models, designs, drawings and other articles of interest in connection with the development and improvement of all forms of building materials used for commercial purposes.
16. To provide facilities or events for social interaction between the members of the Association and their friends.
17. To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges necessary or convenient for the purposes of the Association and to construct, alter and maintain any buildings required for the purpose of the Association.

18. To collect and receive entrance fees and subscriptions and contributions of and to borrow or raise any money that may be required for the purpose of the Association and to secure the payment of money borrowed on such terms and on such security as may be deemed advisable.
19. To acquire, purchase, sell, manage, transfer, mortgage, lease, dispose of or to develop or turn into account any land or otherwise deal with any land belonging to the Association.
20. To invest the money of the Association not immediately required for the purposes of the Association in or upon such investments securities or property as may be thought fit.
21. To do all such other lawful things as may be deemed incidental or conducive to the attainment of any of the above objects.
22. To create a code of conduct and ethics for members of the Association in particular and in the industry in general.

#### **ARTICLE IV**

##### **Patron**

The Executive Committee shall have power to invite and to elect such persons as it considers suitable to be its Patron or Patrons.

#### **ARTICLE V**

##### **Membership**

1. The following shall be eligible for membership.
  - (a) All persons, firms, organisations, partnerships or companies invited to membership by the Executive Committee.
  - (b) Any firm, organisation, partnership or company whether registered under the Business Registration Ordinance, 1956 or incorporated under The Companies Act, 1965 carrying on business of supply and distribution of building materials, provided:

- (i) Such firm, organisation, partnership or company is invited by the Executive Committee to apply for membership; or
  - (ii) Such firm, organisation, partnership or company is a distributor of building materials by reason of direct appointment as such by a manufacturer thereof.
- (c) The First Members shall be those whose representatives attended the Meeting on the 29<sup>th</sup> day of May, 1976 at which the Resolution to form the Association was passed PROVIDED HOWEVER that a consent to that effect is signed.

## **2. CATEGORIES OF MEMBERSHIP**

- (a) There are four categories of membership namely:-
- (i) Honorary Membership
  - (ii) Associate Membership
  - (iii) Life Membership
  - (iv) Ordinary Membership

### **Honorary Membership**

Residents of the community who have performed outstanding services for it or in the industry upon whom the Association may desire to confer special distinction. Such members shall not be entitled to Life, Ordinary or Associate Membership nor be eligible to hold office in the Association nor to vote.

### **Associate Membership**

The Executive Committee may invite such persons, firms, organisations, partnerships or companies as it deems proper who or which are inter-related to the activities of the Association and whose participation in the affairs of the Association through Associate Membership would be to mutual benefit.

**Life Membership**

Life Membership shall be conferred upon ordinary members who convert their Ordinary Membership after completion of three years into Life Membership by lump sum payment of RM6,000.00.

**Ordinary Membership**

Ordinary Membership shall be limited to those firms organisations, partnerships or companies specified in Clause 1(b) and (c) hereof.

- (b) The status of Honorary Membership, Associate Membership, Life Membership and Ordinary Membership under Article V Clause 1 (b) (i) shall be acquired by invitation only.

**3. POWER TO APPOINT REPRESENTATIVES**

- (a) Any member may from time to time appoint one (1) of its Directors or persons in its permanent employ at the time of such appointment to act as its representative.
- (b) Any member may from time to time remove such representative.
- (c) Any such appointment or removal shall be in writing and served on the Association and shall take effect from the time of receipt by the Association of such notification.
- (d) Every such representative may as between himself and the Association exercise the rights and privileges of the member appointing him (including the right of voting at General Meetings and appointing proxies but not of receiving notices which shall continue to be given to the member) so long as he shall continue to represent such member as aforesaid.

#### **4. (a) APPLICATION FOR HONORARY AND ASSOCIATE MEMBERSHIP**

Membership shall be acquired by invitation only. Nominations shall be made on blanks provided by the Executive Committee and shall be signed by a member in good standing who shall act as sponsor. No prospective new member shall be invited to join the Association until this nomination has been approved in the following manner: The sponsoring member shall present the completed "Proposal for Membership" form of the prospect to the Executive Committee. If this approval is granted, then the prospect can be invited to become a member of the Association under the appropriate category.

#### **(b) APPLICATION FOR ORDINARY MEMBERSHIP**

- (i) The application for membership shall be made in the prescribed form for this purpose as determined by the Executive Committee.
- (ii) The application for membership shall be proposed by one member and seconded by another member.
- (iii) All applicants desiring to be members shall declare in their application forms the following:
  - (a) Name and style under which it carries on the business of building materials supplier and/or distributor.
  - (b) Date of registration with the Registrar of Businesses or under The Companies Act, 1965.
  - (c) Full particulars of its registration and certificate of registration in respect of (b) above.
  - (d) Name, address and identity card numbers of proprietors, partners or directors of the applicant as the case may be.
  - (e) The application for membership shall be forwarded to the Hon. Secretary of the Association who shall table it for consideration at the next Executive Committee Meeting.
  - (f) Any application for admission to membership of the Association may be refused by the Executive Committee without assigning any reason

therefor and such refusal shall be final.

## **5. RIGHTS AND PRIVILEGES OF MEMBERS**

- (a) Honorary and Associate Members of the Association shall have the rights and privileges of Ordinary Members of the Association as are mentioned below except that such members shall not be entitled to:
  - (i) The right to vote at meetings
  - (ii) The right to hold office in the Association
- (b) Life Members shall have all the rights and privileges of Ordinary Members.
- (c) Ordinary Members of the Association shall have the following rights and privileges:
  - (i) The right to vote at meetings
  - (ii) The right to hold office in the Association, and
  - (iii) The right to enjoy such benefits of the Association as there may be from time to time.

## **6. REGISTER OF MEMBERS**

The Hon.Secretary shall keep at the Registered Office of the Association a Register to be called "The Register of Members of the Building Materials Distributors Association of Malaysia". The Register shall contain the following particulars:-

- (a) The name and address of each member.
- (b) The date on which a member was elected to membership.
- (c) The date on which a member ceased to be a member.
- (d) The name and address of every representative appointed under the provisions of Rule 3.
- (e) Such particulars as the Executive Committee may from time to time direct.

All entries in the Register and all amendments to entries therein shall be subject to the approval of the Executive Committee and the Registrar shall be open to inspection of Members of the Association during the normal hours of business at the Registered Office of the Association.

**ARTICLE VI**  
**Entrance Fees**

1. Every applicant for membership except for Honorary and Associate Membership shall pay an Entrance Fee of RM1,000 which shall accompany the application, except in the case of an applicant for Life Membership.

**ARTICLE VII**  
**Subscription**

1. The Annual Subscription payable by all categories of membership to the Association shall be RM600.00 except in the case of Life and Honorary Members.
2. All subscriptions shall be payable in advance and shall be paid on or before 30 June of every calendar year.

**ARTICLE VIII**  
**Subscription in Arrears**

1. If any member fails to pay the annual subscription after it has become due, the Hon.Secretary shall, if so directed by the Executive Committee send to the member a notice calling his attention that if he does not pay the amount within 14 days on receipt of the notice, that Member shall be posted up as a defaulter. If on the expiration of the 14 days notice, the subscription still remains unpaid, the Hon.Secretary shall then, if so directed by the Executive Committee give a final notice to the member stating that if the subscription be not paid within 30 days from the date of the final letter, he shall cease to be a Member of the Association unless a satisfactory explanation is given to and accepted by the Executive Committee.

**ARTICLE IX**  
**Reinstatement of Defaulting Member**

1. The Executive Committee shall have power to reinstate such member upon payment of all arrears of subscription or monies due by him to the Association or to waive all or part of such arrears of subscription or monies upon a satisfactory explanation being given by the defaulting member and upon such terms and conditions which the Executive Committee may think fit.

**ARTICLE X**  
**Trustees**

1. All immovable property that are or may hereafter be owned by the Association shall be vested in the names of (4) Trustees who shall have been appointed by the members at a General Meeting. The Trustees of the Association shall hold, sell, transfer, lease, mortgage, charge or otherwise dispose of, encumber or deal with the immovable property in such manner as the Members of the Association shall direct at a General Meeting. Trustees shall be respectable persons and shall remain in office for a period of two years.

**ARTICLE XI**  
**Executive Committee**

1. The management of the Association (except as provided for hereinafter) shall vest with an Executive Committee consisting of 12 Office bearers namely 1 President; 1 Vice-President; 1 Hon.Secretary; 1 Hon.Treasurer and 8 Ordinary Committee Members who shall be elected at the alternate Annual General Meeting. They hold office for 2 years each.
  - (a) As far as possible all members of the Executive Committee and every officer performing executive functions in the Association shall be Malaysian citizens.
2. The election of office bearers shall be decided by majority vote.

3. In the event of two or more candidates receiving an equal number of votes, the matter shall be decided by a poll.
4. Members of the Executive Committee elected during any one Annual General Meeting shall relinquish their respective office two years from the election date.
5. The Executive Committee shall have the power to appoint a member of the Association to fill any vacancy in the Executive Committee as is caused during the year but such appointment shall be valid only until the next Annual General Meeting and any members so appointed shall retire at the forthcoming Annual General Meeting but shall be eligible for election as a member of the Executive Committee at such meeting.
6. The Executive Committee may from time to time appoint from amongst its members and/or from amongst the members of the Association such Sub-Committee as it may deem necessary and expedient to the execution and fulfilment of the Association's objectives and to such extent may assign such powers and duties as the Executive Committee may determine to such Sub-Committee. Such Sub-Committee shall report their proceedings to the Executive Committee and shall conduct their business in accordance with the directions of the Executive Committee.
7. The Executive Committee shall from time to time pass, repeal and amend such by-laws and regulations of the Association as it shall deem fit and expedient for the internal management and well being of the Association provided, however that such by-laws and regulations shall not in any way be inconsistent with the Articles and Rules of this Constitution. All by-laws and regulations passed by the Executive Committee under this Article shall be binding upon the members until repealed by the Executive Committee or set aside by a Resolution of a General Meeting of the Association.
8. The Executive Committee shall determine the duties and power of the Sub-Committee of the Association.

9. (a) The President shall during his term of office preside at all general meetings and all meetings of the Executive Committee and shall be responsible for the proper conduct of all such meetings. He shall have a casting vote and shall sign the minutes of such meeting at the time they are approved.
- (b) The Vice-President shall act and carry out all the above functions in the absence of the President.
- (c) The Hon. Secretary shall conduct business of the Association in accordance with its rules and shall carry out the instructions of the general meeting and of the Executive Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings and record the proceedings. In conjunction with the President, Vice-President and the Hon. Treasurer he shall be a co-signatory to all cheques on behalf of the Association. He shall maintain the membership register containing particulars as stated in Article V Clause 6 of this Constitution.
- (d) The Hon. Treasurer shall be responsible for the finances of the Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall, in conjunction with the President, Vice-President and the Hon. Secretary be a co-signatory to all cheques on behalf of the Association.
- (e) Other members of the Executive Committee shall assist office bearers.

## **ARTICLE XII**

### **Finance**

1. The Executive Committee shall have absolute discretion in administering either directly or indirectly the finance of the Association for the advancement of the aims and objectives of the Association.

2. The President, Vice-President, the Hon-Secretary and the Hon.Treasurer of any two of them shall operate the Association's Bank Account in the name and on behalf of the Association and all cheques drawn on the said account or accounts shall be signed by at least two of the aforesaid persons.
3. Not more than RM1,000.00 in cash shall be held at any one time by the Hon.Treasurer as Petty Cash.
4. Save as specified in Article XII Clause 3 hereinabove all funds, subscriptions, collections and any money whatsoever shall be deposited in the Bank Account of the Association.
5. The Financial Year of the Association shall end on the 30<sup>th</sup> June in each year to which year the accounts of the Association shall be balanced.
6. The accounts shall as soon as practicable after the end of the Financial Year be audited as the Executive Committee may determine by a professional Accountant. The Auditors shall audit the accounts of the Association not less than 21 days before the Annual General Meeting. A vacancy occurring in the office of the Auditor during the year shall be filled by an Auditor appointed by the Executive Committee. The Auditors shall retire at the next Annual General Meeting but be eligible for re-appointment.
  - (a) The Executive Committee shall be empowered to borrow on behalf of the Association such amount of money either at one time or from time to time not exceeding in the aggregate RM50,000.00 and to give such security as shall be specified by the Executive Committee as it may deem proper.
  - (b) If at any time the Association in General Meeting shall pass a resolution authorising the Executive Committee to borrow money, the Executive Committee shall thereupon be empowered to borrow on behalf of the Association such amount of money in excess of RM50,000.00 either at one time or from time to time and

to give such security as shall be specified by a resolution of a General Meeting at such instances as it may deem proper for giving security for such loans and interest. All members of the Association after the passing of such resolution, shall be deemed to have assented to the same as if they had voted in favour of such resolution.

7. No expenditure exceeding RM1,000.00 at any one time shall be incurred by the President, Vice-President, Hon.Secretary and Hon.Treasurer without the prior sanction of the Executive Committee and no expenditure exceeding RM50,000.00 at any one time shall be incurred without the prior sanction of a general meeting.

### **ARTICLE XIII** **Meetings**

1. The Annual General Meeting of the Association shall be held at any time before end November in each year upon a date and at a time to be fixed by the Executive Committee for the following purposes:-
  - (a) To receive from the Executive Committee a Report, Balance Sheet and Statement of Accounts for the preceding financial year; an estimate of the receipts and expenditure for the current financial year.
  - (b) To elect a President, a Vice-President, a Hon.Secretary, a Hon.Treasurer, and 8 Ordinary Committee Members once in two years.
  - (c) To discuss matters of interest in furtherance of the aims and objectives of the Association.
  - (d) To decide any resolution that may be submitted to the meeting as provided herein.
2. Any member desirous of having any resolution passed at the Annual General Meeting shall give notice thereof in writing to the Hon.Secretary not less than one week before the date of such meeting.

3. Fourteen days at least before the Annual General Meeting a notice of such meeting and of the business to be transacted thereat together with the annual audited accounts of the Association shall be sent to every member and no business other than that of which notice has been so given shall be brought forward at such meeting.
4. The Executive Committee may at any time for any special purpose shall call for Extraordinary General Meeting and they shall do so forthwith upon the requisition in writing of any 15 Ordinary Members stating the purpose for which the meeting is required.
5. Fourteen days' notice of such meetings and the business to be transacted thereat shall be sent to every member and no business other than that of which notice has been so given shall be deliberated at such meeting.
6. If there be no quorum up to one hour after the time fixed for an Annual General Meeting or an Extraordinary General Meeting the Executive Committee shall postpone the meeting to a date at least 7 days but not more than 14 days ahead and the Agenda shall be the same as proposed for the original date of the meeting.
7. At all General Meetings of the Association, the President and in his absence the Vice-President and in the absence of both a member selected by the General Meeting shall take the chair.
8. The Executive Committee shall meet at least once in every month to examine the accounts and arrange the affairs of the Association. Minutes shall be taken of all the proceedings of the Executive Committee and shall be open to the inspection of any member of the Association applying to the Hon. Secretary therefor.
9. Five days at least before the Executive Committee Meeting a notice of such meeting shall be sent to every Committee Member.

10. An Executive Committee Member's failure to attend 3 consecutive Executive Committee meetings may result in expulsion of such member, if such absence be without reasonable excuse.

## **ARTICLE XIV**

### **Quorum of Meetings**

1. The Quorum for the Annual General Meeting or Extraordinary General Meeting shall be 24 Ordinary/Life Members or one-third of the total Ordinary/Life membership, whichever is the lesser, present and voting.
2. The Quorum for the Executive Committee Meeting shall be half the total Executive Committee membership including office bearers.
3. Any number of members present at a postponed Annual or Extraordinary General Meeting shall be deemed to constitute a quorum, provided that a General Meeting without the required quorum as stipulated in Clause 1 of this Article shall have no power to amend the rules of the Association or make any decision relating to the property of the Association.
4. The Quorum of the Sub-Committee shall be determined by the Executive Committee.

## **ARTICLE XV**

### **Voting**

1. Voting may be by secret ballot or by show of hands as may be determined by the Executive Committee.
2. Every Life and Ordinary Member shall be eligible to vote at all meetings of the Association provided the member is not in arrears of not more than one year's subscriptions. Each member shall have one vote whether on a show of hands or on a poll.

3. The Chairman at any meeting shall, if he be eligible, be entitled to vote as a member of the meeting.

**ARTICLE XVI**  
**Miscellaneous**

1. All members of the Association shall be bound by the Constitution and by such amendments thereto as may be made from time to time.
2. All members of the Association shall abide by the By-laws, Standing Orders and Regulations that may be passed from time to time by the Executive Committee.
3. The Executive Committee shall have power to take disciplinary action in any form on any member of the Association including Life Members who in the opinion of the Executive Committee acts or has acted in a manner derogatory of or prejudicial to the interests of the Association.
4. It shall be the duty of the Executive Committee, if at any time it shall be of the opinion that the interests of the Association so require, to invite by letter any member including a Life Member to withdraw from the Association within a time specified in the letter and in default of such withdrawal to consider the question of its expulsion and to make such decision thereon as the circumstances demand. In the case of the expulsion of a Life Member the Executive Committee shall be at liberty to refund such part of the lump sum of the RM6,000.00 paid by such Life Member under Article V Clause 2(a) as it may in its absolute discretion determine.
5. Any member dissatisfied with the decision of the Executive Committee as aforesaid shall have the right to refer the matter to the Association in Extraordinary or Annual General Meeting. At such meeting, the member whose expulsion is under consideration shall be allowed to offer an explanation of its conduct verbally or in writing and if thereupon two-thirds of the members present shall vote for its expulsion, it shall thereupon cease to be a member of the Association, provided however that the voting at any

such meeting shall be by ballot.

6. No member shall, except for professional services rendered at the request of the Executive Committee, receive any profit, salary or emoluments from the funds or transactions of the Association.
7. Every member of the Association shall from time to time communicate to the Hon. Secretary its address and all notices posted to such address shall be considered as having been duly given on the day following the date of posting.
8. The Executive Committee shall be the sole authority for the interpretation of the Constitution and of the By-laws and Regulations made thereunder and the decision of the Executive Committee shall be final and binding on the members unless countermanded by the decision of a General Meeting. The Constitution may be added to, repealed or amended by resolution at any Annual or Extraordinary General Meeting provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds of the members present at the meeting. No amendment shall come into force without the prior approval of the Registrar of Societies.

## **ARTICLE XVII**

### **Dissolution**

1. If at any General Meeting a resolution for the dissolution of the Association shall be passed by a majority of the members present then such resolution shall at an Extraordinary General Meeting held not less than one month thereafter at which not less than one-third of the members shall be present, be confirmed by a resolution passed by a majority of two-thirds of the members present at the meeting. The Executive Committee shall thereupon or at such future dates as shall be specified in such resolution proceed to realise the property of the Association and after the discharge of all liabilities shall divide the same in proportion to the amount each member had paid in Entrance Fee and Subscriptions among all the Ordinary and Life Members and upon the completion of such division the Association shall be dissolved.

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President

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Hon. Secretary

**ARTICLE XVIII**  
**Prohibition**

1. Neither the Association nor its members shall attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Ordinance 1959.

