

CONSTITUTION OF THE  
**PERSATUAN KEJURUTERAAN TISU MALAYSIA**  
(TISSUE ENGINEERING SOCIETY OF MALAYSIA)

**NAME**

1. The name of the society shall be **PERSATUAN KEJURUTERAAN TISU MALAYSIA (TISSUE ENGINEERING SOCIETY OF MALAYSIA)** and abbreviated as TESMA and thereafter referred to as the ‘Society’.

**PATRON**

2. Any distinguished person may be initiated by the General Meeting to be the Patron of the Society.

**PLACE OF BUSINESS**

3. The place of business of the Society shall be at the **Department of Physiology, Faculty of Medicine, Universiti Kebangsaan Malaysia, Jalan Raja Muda Abdul Aziz, 50300 Kuala Lumpur, Malaysia** or at such other place or places as may from time to time be decided on by the Committee and the registered address should be changed with prior approval of the Registrar of Societies.

**OBJECTIVES**

- (a) The purpose of the Society shall be the worldwide advancement of both the science and technology of tissue engineering.
- (b) To bring together an international community of persons engaged or interested in the field of tissue engineering and promote education and research within the field of tissue engineering through regular meetings and other forms of communication.
- (c) To promote the informed discussion of the scientific challenges and the therapeutic benefits of the development and application of tissue engineering technologies
- (d) To foster a stronger and more active fellowship and comradeship among its members, upholding the dignity and ethics in the practice of the discipline.

## MEMBERSHIP

(e) The Society shall consist of the Honorary, Ordinary, Associate, Student and Corporate membership.

i. Ordinary membership

1. Open to all **Malaysian citizens** affiliated with the field of Tissue Engineering

ii. Associate membership

1. Open to all interested or associated in the field of Tissue Engineering

iii. Corporate membership

1. Corporate membership shall be open to such companies registered under the Companies Act, University Departments, Research Institutions and other organizations which, being associated with the study and science of Tissue Engineering are approved from time to time by the Committee. A Corporate member in good standing shall be entitled to **name 3 representatives**, and shall be entitled to receive such benefits as may be formulated in the Rules of the Society for the time being in force, but always excepting the right to vote in the conduct of the affairs of the Society.

iv. Honorary membership

1. May be **conferred** on persons who have rendered meritorious service in the field of Tissue Engineering in Malaysia.

v. Student membership

1. Shall be open to all students who are pursuing a degree in Science, Medicine, Engineering as well as related subjects and such membership **ceases on termination or completion of their studies.**

vi. Application for membership

Application for Ordinary, Associate, Corporate and Student membership shall be made in writing to the Honorary Secretary in a prescribed form. The application for membership shall be subject to **approval by the Committee.**

- vii. Honorary members shall be elected at the General Meeting on the recommendation of the Committee. Upon approval, the member shall be informed of his election in writing and he/she shall pay the entrance fee and annual subscription within 4 weeks of the date of notice of election to membership. In default of payment of entrance fee and subscription, the election shall lapse and a fresh application of membership shall be submitted.

## MEMBERSHIP AND SUBSCRIPTION FEES

- (f) The fees shall be subjected to review as and when required by members at the Annual General Meeting. The current membership fees shall be as follows:

- i. Membership fees

- 1. Ordinary and Associate members – RM50.00
- 2. Corporate members – RM400.00
- 3. Student members – RM20.00
- 4. Honorary members – exempted

- ii. Annual subscription fees

- 1. Ordinary and Associate members – RM30.00 (Life membership – RM400)
- 2. Corporate members – RM200.00
- 3. Student members – RM20.00
- 4. Honorary members – exempted

- (g) Subscription due date

All subscription shall become due and payable on the 1<sup>st</sup> of January of each year and payable to the Honorary Treasurer by the 28<sup>th</sup> December of that year.

- (h) Any member who is 1 (one) year in arrears of subscription shall be notified in Writing by the Honorary Treasurer and should his subscription remain unpaid by the end of the financial year, shall be suspended until all arrears are paid in full.

- (i) Any Ordinary member or Associate member who leaves the country for a period of more than 12 months shall be exempted from payment of subscription if the Committee is so notified in writing.

- 10. (a) Upon payment of requisite fees, Ordinary members shall be entitled to all the benefits and privileges of the Society.

- (b) Associate, Honorary, Corporate and Student Members shall be entitled to all the benefits and privileges of Ordinary members except that they shall not be eligible to vote or hold office.

## **TERMINATION OF MEMBERSHIP**

- 11.
  - (a) Any member may resign from the Society by giving the Honorary Secretary notice in writing to the effect
  - (b) Any member who is convicted of a criminal offence in any court of law shall cease to be a member.
  - (c) Any member shall be deprived of his membership if a simple resolution is passed at the General Meeting by simple majority that his continued membership is a discredit to or not in the interest of the Society.

## **RENEWAL OF MEMBERSHIP**

- 12.
  - (a) Any member whose membership has been terminated shall be readmitted upon payment of entrance fee and subscription.

## **GENERAL MEETING**

- 13. The highest authority of the Society shall be the General Meeting presided over by the President or in the absence of both the President and the Vice President, a member appointed by the General Meeting.
- 14. The Annual General Meeting shall be held as soon as possible after close of each financial year but not later than April on a date and at a time and place to be decided by the Committee. When it is not possible to hold the Annual General Meeting before the prescribed date, then an Extra-Ordinary General Meeting shall be held and such meeting shall have all the powers of the Annual General Meeting.
- 15. Notice of the Annual General Meeting
  - (a) A notice together with the audited annual accounts shall be given to the members at least 4 (four) weeks before the Annual General Meeting.

- (b) The business of the Annual General Meeting shall be to :
- (i) Receive the report of the Committee and review it.
  - (ii) Receive and pass the accounts of the previous financial year.
  - (iii) Elect biennially the Committee and appoint Auditors.
  - (iv) Amend the rules or regulations of the Society.
  - (v) Consider all other business on the agenda.
- (c) The quorum for the Annual General Meeting shall be one half of the total voting membership of the Society or twice the total number of Committee members whichever is the lesser.

16. Agenda of the Annual General Meeting

A member wishing to submit items to be included on the agenda of the Annual General Meeting may do so provided he gives notice to the Honorary Secretary at least 14 days before the date of the Annual General Meeting. The agenda including copies of minutes and Reports together with the Audited Accounts of the Society of the previous year shall be sent to all members at least 7 days before the date of the Annual General Meeting.

17. Quorum for Annual General Meeting

In the event of there being no quorum, the Annual General Meeting shall be adjourned to a day and date, not earlier than 14 days to be appointed by those present and should the members then be insufficient again to form a quorum, those present shall be considered quorum, but they shall not have the power to amend the existing constitution or to make decisions affecting the whole membership.

18. Election of Executive Committee shall be held biennially

## EXTRAORDINARY GENERAL MEETING

19. An Extra-Ordinary General Meeting shall be convened by the Committee at any time or for any special reasons within a month of receiving a return request from a third of the total number of voting members or 4 members of the Committee.

20. Notice of summoning the Extra-Ordinary General Meeting shall be sent to all members at least 14 days before the date is fixed for such a meeting and the notice shall state the business of the meeting.
21. An Extra-Ordinary General Meeting shall deal with business other than that for which it is specially convened.

**22. Quorum for Extra-Ordinary General Meeting**

The quorum for an Extra-Ordinary General Meeting shall be **at least half of the total voting membership of the Society.**

23. (a) In the event of a lack of quorum at a Extra-Ordinary General Meeting summoned for the request of a third of the total number of members, the President shall declare the meeting dissolved and no Extra-Ordinary General Meeting shall be convened for a period of 6 months.
- (b) Minutes of the General Meeting shall be circulated to all members **within 3 months** and shall be taken as adopted if there are no objections from members who attended the meeting **within 2 weeks of the date of the circular.** Any amendments to the minutes shall be circulated and considered at the next Annual General Meeting.

**EXECUTIVE COMMITTEE**

24. The Society shall be managed by an Executive Committee consisting of the following:
  - (a) A President
  - (b) A Vice President
  - (c) An Honorary Secretary
  - (d) An Honorary Assistant Secretary
  - (e) An Honorary Treasurer
  - (f) An Honorary Assistant Treasurer
  - (g) An Honorary Editor
  - (h) Four Ordinary Committee Members**
25. (a) All office bearers of the Society and every officer performing

executives functions in the Society shall consist of Ordinary Members and shall be Malaysians Citizens.

- (b) Members of the Committee shall be elected at a General Meeting. All elections shall be by secret balloting and shall be a simple majority vote of the members.
- (c) All officers shall be eligible for immediate re-election.

26. A member absent at a General Meeting shall not be elected to the Committee unless his consent in writing has been obtained.

27. Committee Meeting

The Committee shall meet at least once every month and a copy of the agenda of the next meeting and minutes of the Committee meeting shall be sent to every members of the Committee at least 7 days before the meeting.

28. The quorum of the Committee shall be 5.

29. Where any urgent matter requiring the approval of the Committee arises and it is not possible to convene a meeting the Secretary may obtain such approval by means of circular letter. The following conditions must be fulfilled before a decision of the Committee is deemed to have been obtained.

- (a) The issue must be clearly stated in the circular and forwarded to all members of the Committee.
- (b) At least one half of the members of the Committee must indicate whether they are in favor or against the proposal.
- (c) The decision must be by a majority vote.
- (d) Any decision obtained by circular letter shall be reported by the secretary to the next Committee Meeting and recorded in the minutes thereof.

30. (a) Any members of the Committee absenting himself for 2 consecutive meeting without satisfactory explanation shall be deemed to have withdrawn from the committee.

30. Powers of the Committee

- (a) The Committee shall have the power to fill any vacancy in the Committee during its terms of office.

- (b) The Committee shall have the power to interpret the Constitution and when necessary determine any point on which the constitution is silent.
- (c) The Committee shall have the powers to take such action as is necessary, to achieve the objectives of the Society, such as appoint subcommittees who shall consist of Ordinary members and to extend from the Society funds, such as sums as are reasonably necessary.

### **DUTIES OF OFFICE BEARERS**

- 31. The duties of the office bearers are as follows;
  - (a) The President shall:
    - (i) Preside at all General and Committee Meetings of the Society.
    - (ii) Have a casting vote in addition to his own vote as a member.
    - (iii) Sign the minutes of each meeting at the time they are approved.
  - (b) The Vice President shall deputize for the President in his absence and shall have all the powers vested in the President under Rule 32(a).
  - (c) The Honorary Secretary shall:
    - (i) Keep all except financial records of the Society and be responsible for the correctness.
    - (ii) Record minutes of all General Meeting and Committee Meetings.
    - (iii) Attend to all correspondence relating to the Society.
    - (iv) Issue notice of meetings



- (v) Prepare the Annual Report of the Society's activities for presentation to the Annual General Meeting
  - (vi) Maintain a proper membership register of the members consisting of details such as name, identity card number, date of approval of membership, place of birth, occupation, name and address of employer, residential address, telephone and fax numbers.
- (d) The Honorary Assistant Secretary shall be responsible for the correctness of the Society records and shall perform all the duties of the Honorary Secretary in his absence.
- (e) The Honorary Treasurer shall be responsible for the finance of the Society and shall;
- (i) Keep an account of all monetary transaction and be responsible for the correctness.
  - (ii) Operate a petty cash account not exceeding RM 200.00 (two hundred) at any one time.
  - (iii) Table a statement of accounts at Committee meetings and prepare all audited annual balance sheets and statements of accounts at the end of the financial year for the presentation at the succeeding Annual General Meeting.
- (f) The Honorary Assistant Treasurer shall be responsible for the finance of the Society and shall perform all the duties of the Honorary Treasurer in his absence.
- (g) The Honorary editor shall;
- (i) Be responsible for the publication of the journal, magazines and reports on scientific meetings of the Society as specified by the Committee from time to time.
  - (ii) Be assisted by an editorial Board appointed by the Committee.
- (h) The Ordinary Committee members shall assist the Executive Members to ensure smooth functioning of the Society and they may be assigned specific duties by the Committee from time to time.

## **HONORARY AUDITORS**

33. (a) The Honorary Auditors who shall not be office bearers of the Society be appointed biennially by the Annual General Meeting. The Auditors shall audit the year's account and report to the Annual General Meeting. They shall hold office for two years and may be reappointed by members at the Annual General Meeting. They may be requested by the President to audit the Society's account for any period within their tenure of office and make a report to the Committee.
- (b) In the event of resignation, death or disqualification of any of the Honorary auditors, the Committee shall have the power to appoint one of the Ordinary Members to fill the vacancy till the next Annual General Meeting.

## **FINANCE**

34. (a) The financial year of the Society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.
- (b) The Association shall operate a current account in a bank nominated by the Committee. All monies of the Society exceeding the sum of RM200.00 (two hundred) shall be deposited with the bank. The Society may operate other bank accounts as deemed necessary by the Committee. The signatories of the accounts shall be the Honorary Treasurer and the President or the Honorary Secretary.
- (c) No expenditure exceeding RM 500.00 (five hundred) at any one time shall be incurred without the prior sanction of the Committee. Expenditure less than RM 500.00 (five hundred) may be incurred by the President together with the Secretary or the Treasurer.
- (d) As soon as possible after the end of each financial year, i.e. 31<sup>st</sup> of December, a statement of receipts and payments and a balance sheet for the year shall be prepared and audited by the auditors. The audited accounts shall be submitted for approval at the next Annual General Meeting and copies shall be made available at the registered place of business of the Society for perusal by the members.
- (e) Society funds may be used by the Committee to purchase properties, invest in shares or in fixed deposits upon approval of the Annual General Meeting.

## **PUBLICATIONS**

35. (a) The Society shall issue a publication which will be the official organ of the Association subject to prior approval of the authority concerned.
- (b) The publication shall be provided free charge to all members and may be sold to the public at a price to be decided by the Committee.
- (c) The Honorary Editor is empowered to appoint members of the Editorial Board consisting of an Honorary Business Manager and four other members.
- (d) The Editorial Board shall be responsible for any such publication as the Committee may decide.
- (e) The Honorary Business Manager shall be responsible for the business activities and transactions of the publication.

## **ADVISORY BOARD MEMBERS**

36. (a) Members sitting on the advisory board shall be nominated and elected during the annual general meeting by a two-third majority of Ordinary Members attending that General Meeting including votes of proxy.
- (b) The Advisory Board shall consist not more than twelve members.
- (c) The members of the Advisory Board are open to Malaysians and non-Malaysians.
- (d) Members of the Advisory Board shall serve as advisors on technical and administrative issues when required by the Committee.
- (e) Any or all of the members of the advisory board may participate in a meeting by means of conference telephone, by any means of electronic communication or in presence in person at the meeting.
- (f) Members of the Advisory Board shall serve for a period of four years and may be reappointed by members at the Annual General Meeting.
- (g) Members of the Advisory Board may be removed from office by the General Meeting on the grounds that, owing to ill health,

unsoundness of mind, or to be guilty of any felonious or criminal act, or misconduct in any professional respect or for any reason he is unable to perform his duties satisfactorily.

## **PROHIBITIONS**

37. (a) The premises of the Society shall not be used for any illegal or undesirable activities.
- (b) The Society shall not indulge in any political activities or allow its funds and or premises to be used for political purposes.

## **AMENDMENTS TO THE CONSTITUTION**

38. (a) Amendments to the rules of the Society shall only be made at a General Meeting and shall come into force after the approval by the Registrar of Societies.
- (b) Proposals for amendments to the rules shall be submitted in writing at least 14 days before the date of the Annual General Meeting to the Honorary Secretary, who will circulate them to all members at least 7 days before the date of the Annual General Meeting.
- (c) Any resolution proposing any amendment to the Constitution and rules of the Society shall be adopted only if it has been passed by a two-third majority of Ordinary Members attending that General Meeting including votes of proxy.
- (d) Any amendments to the rules shall be forwarded to the registrar of Societies with in 28 days of being passed by the General Meeting.

## **DISSOLUTION**

39. (a) The Society shall be dissolved only with the expressed consent of not less than two thirds of the existing voting members either in person or by postal vote.
- (b) In the event the Society be dissolved as provided under rule 39(a) all debts and liabilities legally incurred on behalf of the Society shall be fully discharged and the remaining funds shall be donated to such organization or institution as decided at the General Meeting convened to dissolve the Society or as described by postal vote.

- (c) Notice of dissolution shall be given within 14 days of the dissolution to the Registrar of societies.