

CONSTITUTION

MAJLIS PERKHIDMATAN MINYAK, GAS DAN TENAGA MALAYSIA (THE MALAYSIAN OIL, GAS AND ENERGY SERVICES COUNCIL)

CLAUSE 1 NAME

1. The Association shall be known as

MAJLIS PERKHIDMATAN MINYAK, GAS DAN TENAGA MALAYSIA (THE MALAYSIAN OIL, GAS AND ENERGY SERVICES COUNCIL)

Hereinafter referred to as "the Association".

2. Meaning of name :

3. Level : **Kebangsaan**

CLAUSE 2 ADDRESS

1. The registered address is

**UNIT 22-3A, BINJAI 8, PREMIUM SOHO, NO. 2, LORONG BINJAI,
50450 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

or at such other place as may from time to time be decided by the Committee; and
the postal address is

**UNIT 22-3A, BINJAI 8, PREMIUM SOHO, NO. 2, LORONG BINJAI,
50450 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR**

2. The registered and postal addresses shall not be changed without the prior approval
of the Registrar of Societies.

CLAUSE 3 OBJECTIVE

Aims and Objectives:

(a) To promote the development the Malaysian Oil, Gas and Energy services sector
by representing the interests of members and promoting their core competencies
and expertise.

(b) To work positively and collaborate constructively with the authorities, clients,
industry players and industry stakeholders to represent and promote member's
interest for the overall development the Malaysian Oil, Gas and Energy industry.

(c) To create awareness on the products and services of Malaysian Oil, Gas and
Energy services providers.

(d) To position Malaysia as a quality and competitive hub for resources, products and services for the global oil, gas and energy industry thus creating awareness for Malaysian Oil, Gas and Energy Service providers overseas.

(e) To facilitate smart partnerships in order to establish value added business relationships for members.

(f) To facilitate networking by providing an effective platform for discussion, sharing of experiences, soliciting constructive ideas, exchange information and developing relationships in order to provide and promote value added business relationships for members.

(g) To encourage and support Malaysia Oil, Gas and Energy services providers to venture overseas by participating in exhibitions and conferences, sourcing for information on foreign business culture/environmental, foreign clients and projects overseas.

(h) To engage and collaborate with overseas business organisations to promote the activities of member companies and encourage potential strategic alliances between Malaysians and foreign companies.

(i) To upgrade, promote, improve business skills and practical knowledge of members through technical talks, forums, dialogue sessions, seminars, and meetings.

(j) To positively contribute towards nation building through the development of the Malaysian Oil, Gas and Energy service providers.

CLAUSE 4 MEMBERSHIP

Membership:

(1) Membership of the society shall comprise of the following classes:

(a) Corporate Members

Membership of this category shall be opened to all corporate organizations carrying out any activity in the oil, gas and energy industry and which subscribe to the aims and objectives of this Society.

Each corporate member shall be entitled to nominate two (2) nominees to utilise the Society's facilities and attend every function. All nominees shall be the senior officers of the corporation.

Each corporate member shall be entitled to ONE (1) vote only.

(b) Associate Members

Membership of this category shall be open to:

(i) Any company which is indirectly involved in the oil, gas and energy industry.

(ii) Any company directly involved in the oil, gas and energy industry not incorporated with ROC but is registered with MIDA or other Government agencies.

(iii) Individual who is a Malaysian Citizen or foreign national above the age of 18 years involved in the oil, gas and energy industry that has been retrenched or retired and no longer employed by a company.

(iv) Student or academic faculty member, who is a Malaysian Citizen or foreign national above the age of 18 years pursuing diploma/degree/post graduate course in the tertiary education Institution or University with a desire to be involved in the oil, gas and energy industry after graduation.

(v) Individual who is a Malaysian Citizen or foreign national above the age of 18 years involved in the oil, gas and energy industry pursuing their career as independent or freelance basis.

(vi) Individual who is a Malaysian Citizen or foreign national above the age of 18 years involved in the oil, gas and energy industry affiliated with MOGSC through its official capacity as a panel, or body for government agencies.

Associate members shall have no voting right.

Associate members shall be entitled to utilize the Society's facilities, participate and attend every function.

(c) Honorary Members

(i) The EXCO will choose eminent persons from the oil, gas and energy industry to be appointed as Honorary members of the Society. Such Honorary members will be chosen unanimously by the EXCO. Honorary Members shall have no voting rights.

CLAUSE 5 RESIGNATION AND TERMINATION

Resignation & Termination

(1) Any member who wishes to resign from the Society shall give two weeks' notice in writing to the Secretary and shall pay up all dues.

Any member who fails to comply with the rules of the Society or has acted in the manner to bring disrepute upon the Society may be expelled or suspended for a period of time as the Committee deems fit. Before the 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 clear itself by its nominees represented in the Society. Such suspension or expulsion shall be enforced unless otherwise reversed by a general meeting upon appeal by the said member.

CLAUSE 6 SOURCE OF INCOME

Entrance fees, subscriptions, other dues and commercial activities which align with the Association's mission and values. Such proposed commercial activities shall be subject to the review and approval of the members at AGM / EGM. Such commercial activities shall not be in conflict of interest with the members.

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

(i) Corporate Members

a. Public Listed Companies and Subsidiaries of Public Listed Companies (listed in Malaysia or in other countries):

Entrance Fee RM2,000.00

Annual Subscription RM1,800.00

b. Companies that do not fall under the description above:

Entrance Fee RM2,000.00

Annual Subscription RM1,200.00

(ii) Associate Members – Company

Entrance Fee RM1,000.00

Annual Subscription RM1,200.00

(iii) Associate Members – Individual

Entrance Fee RM250.00

Annual Subscription Fee RM200.00

(iv) Associate Member – Student

Entrance Fee RM100.00

Annual Subscription Fee RM100.00

For new members joining prior to 31st October, the annual subscription payable upon joining will be pro-rated to the remaining calendar year relative to the month of joining.

For new members joining after 31st October, the annual subscriptions payable upon joining will comprise of:

(i) The annual subscription payable pro-rated to the remaining calendar year relative to the month of joining.

(ii) The annual subscription payable for the following year after joining.

(2) All annual subscription shall be payable to the Treasurer by 31st January of each calendar year of membership.

(3) Any member who allows his arrears to exceed two months shall receive a written notification signed by or on behalf of the Secretary, and shall be denied the privileges of membership until he settles his account.

(4) Any member who is in arrears exceeding three months shall be referred to the Committee. The Committee has the absolute right to make the decision on retaining or expelling the member. The decision of the Committee is final in such cases.

(5) The Committee shall have the power to fix a re-entrance fee for any member who has allowed his membership to lapse through arrears.

Special subscriptions or levies for particular purposes may be raised from members by resolution of the general meeting of the Society. If any member fails to pay such subscription within such period as may be resolved, the amount due shall be treated in the same way as arrears of annual subscription.

CLAUSE 7 GENERAL MEETING

General Meeting:

(1) The Supreme authority of the Society is vested in a general meeting of the members at least one-half (1/2) of the voting membership of the Society or the voting members present representing twice the total number of Committee members whichever is the lesser must be present at a general meeting for its proceedings to

be valid and to constitute a quorum.

(2) If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding thirty (30) days) to be decided by the Committee and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have the power to proceed with the business of the day but shall not have the power to alter the rules of the Society or make any decision affecting the whole membership.

(3) An Annual General Meeting of the Society shall be held as soon as possible after the close of each financial year but no later than April on a date and a time and place to be decided by the Committee. The agenda of the Annual General Meeting shall be: -

- (a) To receive the minutes of the previous Annual General Meeting;
- (b) To receive the Committee's report on the working of the Society during the previous year;
- (c) To receive the Treasurer's report and the audited accounts of the Society for the previous year;
- (d) To elect if applicable, Committee and to appoint auditors for two (2) years;
- (e) To deal with such other matters as may be put before it.

(4) The Secretary shall send to all members at least 10 days before the meeting an agenda including copies of minutes and reports together with the audited accounts of the Society for the previous year. Copies of these documents will also be made available at the registered place of business of the Society for the perusal of members.

(5) An Extraordinary General Meeting (EGM) of the Society shall be convened:

(a) Whenever the Committee deems it desirable; or

(b) At the joint request in writing of not less than twice the number of Committee members, stating the objects and reasons for such meeting.

(6) An Extraordinary General Meeting requisitioned by members shall be convened for a date within thirty (30) days of the receipt of such requisition.

(7) Notice and agenda for an Extraordinary General Meeting shall be forwarded by the Secretary to all members at least fifteen (15) days before the date fixed for the meeting.

(8) Paragraphs 7(1) and 7(2) of this rules regarding the quorum and the postponement of an Annual General Meeting shall apply also to an Extraordinary General Meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed Extraordinary General Meeting requisitioned by the members, the meeting shall be cancelled, and no Extraordinary General Meeting shall be requisitioned for the same purpose until the lapse of at least six months from the date thereof.

(9) The Secretary shall forward to all members a copy of the draft minutes of each annual and Extraordinary General Meeting as soon as possible after its conclusion.

CLAUSE 8 COMMITTEE

Committee

(1) A Committee consisting of the following, shall be elected at the annual general meeting every two (2) years and the elected committee shall hold office for a period of two (2) years (hereinafter referred to as “the Term”)

A President
A Vice-President
A Honorary Secretary
An Assistant Honorary Secretary
A Treasurer
Five (5) Ordinary Committee Members

(2) The following Committee members, which shall be termed the office bearers of the Society, can only hold the same position for a maximum of three (3) consecutive Terms.

President
Vice-President
Honorary Secretary
Assistant Honorary Secretary
Treasurer

All office bearers of the Society and every officer performing executive functions in the Society shall be Malaysia citizens. In addition, the President can select up to FIVE (5) persons from amongst the Society members and co-opt to be Committee members. Such Committee member requires approval from the EXCO.

The Committee shall if deems fit and necessary appoint qualified person to be the Advisor or Patron of the Society. The person appointed must be give his consent in writing.

The immediate Past President of the Society shall automatically be appointed as an advisor of the Society SUBJECT to a maximum period of two (2) Terms. He shall be invited to every Committee meeting but shall have no voting right or executive power saves for those approved and delegated by the Committee.

(3) All office bearers of the Society and every officer performing executive functions in the Society shall be resident in Malaysia.

(4) The committee is not to have more than one (1) individual from a member company represented. Multiple individuals from a member company may be proposed and contest in the election for the different positions, however, only one (1) of the individuals with a simple majority and the highest position will be elected. The same applies for more than 1 member company who seek to be elected where they are affiliated to each other as subsidiaries, parent, affiliates, associates, in which only one (1) of the individual with a simple majority and the highest position will be elected. Any person with affiliations to multiple companies that are eligible to vote shall disclose all affiliations in writing 14 days prior to the date of the vote.

(5) Names for the officers in paragraphs 8(1) shall be proposed and seconded and election will be biennially by a simple majority vote of the members at the Annual General Meeting.

(6) The function of the Committee is to organize and supervise the day-to-day activities of the Society and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. It shall furnish a report to each Annual General Meeting of its activities during the previous year.

(7) The Committee shall meet at least once every three (3) months. A 7-days notice of each meeting shall be given to the members. The President acting alone or not less than three of its members acting together may call for a meeting of the Committee to be held at any time. At least six (6) Committee Members must be present for its proceedings to be valid and to constitute a quorum.

(8) 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 a 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 set out in the circular and forwarded to all members of the Committee;

(b) At least one-half (1/2) of the members of the Committee must indicate whether they are in favour or against the proposal; and

(c) The decision must be by a majority vote.

Any decision obtained by circular letter shall be reported by the Secretary to the next Committee meeting and recorded in the minutes thereof.

(9) Any member of the Committee who fails to attend three (3) consecutive meeting of the Committee without satisfactory explanation shall be deemed to have resigned from the Committee.

(10) In the event of the death or resignation of a member of the Committee, the Committee shall have the power to co-opt any other member of the Society to fill the vacancy until the next election of office bearers.

(11) The Committee shall give instruction to the Secretary and other officers for the conduct of the affairs of the Society. It may appoint such officers and such staff, as it deems necessary. It may suspend or dismiss any officer or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Committee, or for any other reason, which it deems good and sufficient in the interest of the Society.

(12) Any member of the Committee which is determined by the Committee not able to carry out their duties, convicted for criminal offence or fraud and dishonesty that will impact MOGSC negatively or bring down the reputation of MOGSC may be terminated from their position. The Committee shall if deems fit and necessary appoint a replacement Committee member amongst the Society members. Such Committee member requires approval from the Committee.

(13) The Committee shall seek the approval of the members under an Extraordinary General Meeting for any excess of expenditure over the total revenue collected for the current financial year. The Society as a good corporate citizen is allowed to take part in Corporate Social Responsibility (CSR) activities and such CSR activities and expenditures shall be duly approved by the Committee. The maximum donation allowed is RM50,000.00 per annum.

(14) In furtherance to clause 8(12) herein and in the event the members do not approve the request for whatsoever reason, the Committee Members shall be jointly liable in equal proportion to reimburse the Society for such excess.

CLAUSE 9 DUTIES OF OFFICE BEARERS

Duties of Office Bearers

(1) The President shall during his term of office preside at all general meetings, all meetings of the Committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved.

(2) The Vice-President shall deputise for the President during the latter's absence and shall automatically be Acting President in the event the President shall retire or resign for whatsoever reason, for the remaining duration of the Term.

The Committee shall be empowered to appoint any Committee member to be Acting Vice-President in the event the Vice President shall become Acting President under the provision herein and may further co-opt any member to fill the vacancy in the Committee.

In the event there is no nomination for the post of President during the election of Committee Members, the Vice-President shall offer himself to be nominated for the post of President.

(3) The Secretary shall conduct the business of the Society in accordance with the rules, and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and paper except the accounts and financial records. He shall attend all meetings, and record the proceedings. He shall keep a membership register consisting of details such as name, identity card numbers, date and place of birth, occupation, name and address of employer and residential address. He shall file annual returns within 60 days from the date of the general meeting to the Registrar of Societies.

(4) The Assistant Secretary shall assist the Secretary in carrying out his duties and shall act for him in his absence.

(5) The Treasurer shall be responsible for the finances of the Society. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President or the Secretary sign all cheques on behalf of the Society.

CLAUSE 10 FINANCIAL PROVISION

Financial Provisions

(1) Subject to the following provisions in the rules, the funds of the Society may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its office bearers and paid staff, and the audit of its accounts. But they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

(2) The Treasurer may hold a petty cash advance not exceeding RM3,000.00 at any one time. All money in excess of this sum shall within seven (7) days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of the Society.

(3) All cheques or withdrawal notices on the Society's account shall be signed jointly by any two consisting of the President, the Vice President, the Secretary, the

Treasurer or the Committee Member nominated to be a signatory.

(4) No expenditure exceeding RM20,000.00 at any one time shall be incurred without prior sanction of the Office Bearers and no expenditure exceeding RM100,000.00 in any one month shall be incurred without prior sanction of a general meeting with the exception of income generating activities and any expenditures relating to Corporate Social Responsibility (CSR) including donations where MOGSC becomes the party to receive fund from various stakeholders. The President together with the Secretary or the Treasurer may incur expenditure less than RM20,000.00 at any time for the benefit of the Society.

(5) As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under the clause 11. The audited accounts shall be submitted for the approval of the next Annual General Meeting and copies shall be made available at the registered place of business of the Society for the perusal of members.

(6) The financial year of the Society shall commence on the 1st January and end on the 31st December every year.

CLAUSE 11 AUDITORS

Audit

(1) Two (2) persons who shall not be office-bearers of the Society shall be appointed biennially by the Annual General Meeting as Honorary Auditors. They shall hold office for one (1) Term and shall not be re-appointed.

OR

The Annual General Meeting shall appoint a qualified Accountant (or firm of Accountant) who shall not be a member of the Society. The Auditor thus appointed shall hold his appointment until he resigns or until his appointment is otherwise terminated by the general meeting.

(2) The Auditors shall be required to audit the accounts of the Society for the year and to prepare a report or certificate for the Annual General Meeting. They may also be required by the President to audit the accounts of the Society for any period within their tenure of office, at any date, and to make a report to the Committee.

CLAUSE 12 PROPERTY ADMINISTRATOR / TRUSTEES

Trustee

(1) Three (3) Trustees, who must be over 21 years of age, may be appointed at the Annual General Meeting and may hold office at the pleasure of the Society. They may hold office for a duration of two (2) terms (4 years) where at the end of their tenure, to be re-elected as the Society's Trustees or for new Trustees to be appointed at the Annual General Meeting.

(2) The Trustees shall be vested in them all immovable properties whatsoever belonging to the Society upon execution of a Deed of Trust. They shall, not sell, withdraw or transfer any of the property of the Society without the consent and authority of a general meeting of members.

(3) A Trustee may be removed from office by a general meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other

reasons, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of trustee, the vacancy shall be filled by a new Trustee appointed by a general meeting.

(4) Trustees is only to be appointed when the need arises to fulfilled clause 12(2) above.

CLAUSE 13 INTERPRETATION

Interpretation

(1) Between Annual General Meetings, the Committee shall interpret the rules of the Society and when necessary, determine any point on which the rules are silent.

(2) Except where they are contrary to or inconsistent with the policy previously laid down by the general meeting, the decisions of the Committee shall be binding on all members of the Society unless and until countermanded by a resolution of a general meeting.

CLAUSE 14 ADVISOR / PATRON

(1) The Committee shall if it deems fit and necessary appoint qualified persons to be the Advisor or Patron of the Society. The person appointed must give their consent in writing.

(2) An advisor / Patron accepts responsibility for keeping informed about activities of the organisation and for advising the Committee of the Society on the appropriateness and general merits of policies and activities.

(3) However, Advisors / Patron are not responsible for the actions or policies of the Society. Advisors should be accessible and interested and should provide counsel to the Committee or its members might seek within reason.

(4) In the event of the death, resignation, bankruptcy, becoming of unsound mind or if the Advisor / Patron takes permanent residence outside of Malaysia or convicted for criminal offence or fraud and dishonesty, which in the opinion of the Committee renders them unsuitable to continue as an Advisor / Patron, the Committee may remove them from their position.

CLAUSE 15 PROHIBITION

Prohibitions:

(1) Neither the Society 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 defined in the Trade Union Act, 1959.

(2) "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the Society to any of its member.

CLAUSE 16 AMENDMENT OF CONSTITUTION

Amendments of Rules

(1) These Rules shall not be amended except by resolution of a general meeting.

Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

CLAUSE 17 **DISSOLUTION**

Dissolution

(1) The Society may be voluntarily dissolved by a resolution of not less than three fifths of the voting membership present in a general meeting.

(2) In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.

Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.

CLAUSE 18 **FLAG, LOGO AND BADGE**

1. Flag

-

Description

N/A

2. Logo



Description

-

3. Badge

-

Description

N/A