

**PERLEMBAGAAN BAGI
PERTUBUHAN INDUK
PERSATUAN GAS MALAYSIA (MALAYSIAN GAS ASSOCIATION)
(PPM-007-14-21071986)**

CLAUSE 1 NAME

(1) The Association shall be known as

PERSATUAN GAS MALAYSIA (MALAYSIAN GAS ASSOCIATION)

Hereinafter referred to as the Association.

(2) Meaning of name :

(3) Level : LAIN-LAIN

CLAUSE 2 PLACE OF BUSSINESS

The registered address is

C/O PETROLIAM NASIONAL BERHAD, TOWER 1, PETRONAS TWIN TOWERS,
KUALA LUMPUR CITY CENTRE,
50088 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 15-3A-1, BINJAI 8
2 LORONG BINJAI
50450 KUALA LUMPUR
WILAYAH PERSEKUTUAN KUALA LUMPUR

CLAUSE 3 OBJECTIVE

3.1 The mission of the Association is to promote the advancement of a sustainable Malaysian gas industry through advocacy, communication and education on behalf of its members and the nation.

3.2 The objectives of the Association are:-

3.2.1 to be the advocate for gas-related issues that are the priorities of members and the gas industry and to contribute to the development of the associated

legislation, policies, and/or standards.

3.2.2 to advance knowledge and learning across the gas value chain on the safe, efficient and sustainable use of gas among members, gas professionals and students.

3.2.3 to provide a platform for thought leadership and to produce and maintain gas related information, insights and statistics on the gas industry.

3.2.4 to enhance understanding, of the general public on the role and uses of gas as a clean, safe and efficient energy.

3.2.5 to organise activities that facilitate networking among members and stakeholders involved in gas related activities.

3.3 The Association shall be a non profit organization.

3.4 In furtherance of its objectives, the Association may affiliate with any relevant international institution pursuing similar objectives.

3.5 The Association may enter into commercial transactions to the extent and for the purpose of pursuing its objectives as stipulated in this Article 3. The profits from collaborations or agreements entered with other parties including the incorporation of a company shall be channeled back to the association for the benefit of the Members.

CLAUSE 4 MEMBERSHIP

4.1 The Association shall consist of the following classes of members:-

4.1.1 Full Corporate Members

Open only to incorporated companies engaged in commercial production, separation, treatment, bulk distribution or wholesale of gas.

4.1.2 Ordinary Corporate Members

Open to any company or organization, whether incorporated or unincorporated, interested in the advancement of the gas industry in Malaysia.

4.1.3 Associate Members

Open to organizations, including government agencies, regulatory bodies, institutions of higher learning, which support the objectives of the Association.

4.1.4 Honorary Members

Such individuals as the Council may from time to time recognize as having contributed significantly to the objectives of the Association. The Council may invite such individuals to be Honorary Members of the Association.

4.1.5 Advisor

Council may appoint an individual as an Advisor to the Association.

4.1.7 Patron

Council may appoint a Patron for the Association.

4.2 Any company, organization or individual may apply to the Association for membership in the class to which they are eligible in the forms provided by the Association. Admission to the Association shall be at the sole discretion of the Council. The Council may at its discretion reject any application without assigning any reason thereof.

4.3 If any company wishing to join the Association is a subsidiary or an affiliate of another company which is already a Full Corporate Member, then the company applying for membership may only join as an Ordinary Corporate Member even though it may be entitled in all other respects to apply for Full Corporate membership. Should the company of which the applying company is a subsidiary or affiliate cease at a later date to be a Full Corporate Member, or should the applying company at a later date cease to be a subsidiary or an affiliate of another company which is a Full Corporate Member, and if the applying company is in all other respects still qualified to Full Corporate Membership, it may apply to the Council to be re-registered in the class of Full Corporate Member. Similarly, should any company, being a Full Corporate Member, at a subsequent date become a subsidiary of another Full Corporate Member, then the company so becoming a subsidiary shall forfeit its rights to Full Corporate membership but may be reclassified as an Ordinary Corporate Member. Should any two companies, being Full Corporate Member, at a subsequent date secure affiliates of each other, then they shall elect between them which company remains a Full Corporate Member and which becomes an Ordinary Corporate Member and pending such election neither company may exercise its rights to vote in General Meetings, or elections, nor may its Nominated Representatives stand for election to the Council. For the purpose of this Article a subsidiary shall mean any company in which another company has a direct or indirect holding in excess of 50% and an affiliate shall mean any company of which more than 50% of the shares are held directly or indirectly in common with 50% of those of another member by a third party.

4.4 Notwithstanding the provisions of Article 4.3, Petroliam Nasional Berhad (PETRONAS) and each of the subsidiaries of the PETRONAS Group involved in the gas business shall be entitled to Full Corporate Membership provided that PETRONAS and all the subsidiaries shall between them be entitled to cast only two votes at General Meetings of the Association or at elections to the Council. PETRONAS shall have the right to nominate by whom the said votes shall be cast.

4.4.1 Should any of the subsidiaries in the PETRONAS Group cease to be a subsidiary of PETRONAS then the provisions of Article 4.3 shall apply as regards to that company, as if it had been originally classed as an Ordinary Corporate Member by virtue of that Article.

4.4.2 If any of the subsidiaries of PETRONAS cease to be subsidiaries of PETRONAS but remain affiliates of each other, then the companies may remain as Full Corporate members, if in all other respects qualified, but may only cast one vote between them. The Council shall request their parent company to nominate one of the companies to cast the vote on their behalf and failing such nomination,

none of the companies may vote in the General Meetings or at elections to the Council.

4.4.3 Should PETRONAS cease to be a Full Corporate Member then each of the subsidiaries of PETRONAS shall, if in all other respects qualified, notwithstanding the provisions of Article 4.3, be entitled to Full Corporate Membership with normal voting rights.

4.5 Corporate Members whether Full or Ordinary, may each nominate up to five persons who for the period of such nomination shall enjoy the privileges of Ordinary Members except that they may not vote at General meetings nor stand in their right for election to the Council, except as provided for in Article 4.6. Nothing in the foregoing shall prejudice the right of individuals, being employees of Corporate Members, to apply for membership of the Association in their own right.

4.6 Corporate Members, whether Full or Ordinary, shall each name a person, who shall be the Nominated Representative of that Company, from amongst the persons nominated by them pursuant to Article 4.5. The Nominated Representative shall cast the vote of the Corporate Member at elections and at General Meetings and shall be eligible to stand as candidates for election to the Council.

4.7 Honorary Members, Advisor and Patron shall not vote at elections or General Meetings, nor may they stand as candidates for election to the Council.

4.8 No member shall issue statements or in any way purport to represent the Association other than in fulfillment of his role as an officer of the Association, as provided for in Article 7, or by express authority of the Council.

CLAUSE 5 RESIGNATION AND TERMINATION

5.1 Member shall abide by the Articles of the Association and to pay membership fees and other levies as and when due. Any member whose dues are in arrears by more than two full calendar years shall cease to be a member unless the Council expressly ruled otherwise.

5.2 The Council shall have the power to expel any member who shall be in breach of the Articles of the Association or whose conduct shall be in the opinion of the Council render him unfit for membership of the Association. Before any such member is expelled the Council shall inform him of the complaints made against him. No member shall be expelled without first having an opportunity of appearing before the Council and answering complaints made against him.

The decision of the Council shall be by a simple majority of the members of the Council then present.

5.3 Any member may resign his membership by giving to the Secretary General notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect from the receipt thereof. Provided that any member giving such notice after the 30th of November in any year shall be liable to pay his dues to the Association for the following year, unless the Council agrees otherwise.

5.4 Any person, company or other organization shall, upon ceasing to be a member of the Association, forfeit all right to and claim upon the Association and its property and funds.

CLAUSE 6 SOURCE OF INCOME

6.1 The annual membership fee shall be as follows:

Full Corporate Member RM6,000

Ordinary Corporate Member RM1,500

6.2 The Council may from time to time set such entrance fees, annual dues or special levies as it deems fit to ensure the viability of the Association. The Council shall have full discretion in this matter save that:-

6.2.1 The non profit nature of the Association shall be preserved.

6.2.2 The Council shall not make unwarranted provision reserves or other funds.

6.2.3 Entrance fees and annual dues shall always be in a decreasing scale in accordance with the classes of membership as set out in Article 4.

6.2.4 Honorary Members, Associate Members, Advisor and Patron shall not be charged any fees, dues or other levies.

CLAUSE 7 GENERAL MEETING

7.1 The Annual General Meeting of the members of the Association shall be held once in every calendar year anytime on or before 30th June, to transact the following business:-

7.1.1 To receive and if approved to adopt the annual report and an audited statement of the accounts to the end of the last preceding financial year.

7.1.2 To elect members of the Council.

7.1.3 To appoint an auditor or auditors.

7.1.4 To deal with any special matter which the Council desires to bring before the members and to receive and consider suggestions from the members for consideration by the Council.

7.2 Notice of the Annual General Meeting shall be posted to all members at least 8 weeks prior to the date of such meeting.

7.3 The Agenda for the Annual General Meeting shall be circulated together with the ballot papers and the audited accounts of the previous years to all members.

7.4 Any resolution for consideration at any Annual General Meeting must be received by the Secretary General not less than six weeks before the date appointed for the meeting. The Council may direct that any resolution which

appears to them to be scandalous or vexatious or contrary to the provision of the Articles of the Association shall not be placed upon the agenda or discussed at the meeting.

7.5 A quorum for the Annual General Meeting shall be at least one third of the Full Corporate Members, either by Nominated Representatives present or by properly attested proxies who shall themselves be Nominated Representatives of other Full Corporate Members or an individual designated under Article 4.6 by the company giving said proxy.

7.6 In the event of there being no quorum the meeting shall be adjourned to the same day in the following week and should the number be still insufficient then those present shall constitute the quorum but they shall have no power to alter, amend or make additions to any of the existing Articles.

7.7 Extraordinary General Meetings may be called by the President by written request of at least one quarter of the Full Corporate Members or whenever the Council deems it necessary. Notice of such meetings shall be posted to all members at least two weeks prior to the date of such meeting. Extraordinary General Meeting shall be held within thirty days of the receipt of the written request. The quorum at an Extraordinary General Meeting shall be same as for an Annual General Meeting.

CLAUSE 8 COMMITTEE

8.1 The Council shall consist of twelve members, seven of whom shall be elected by and amongst the Nominated Representatives of the Full Corporate Members and five of whom shall be elected by and amongst the Nominated Representatives of Ordinary Corporate Members. The so-elected Council may appoint up to two additional Council members who shall hold office until the next following Annual General meeting.

8.2 The Secretary General shall circulate to members, advising them of the nomination criteria, place and the date of the elections and requesting nominations for the election, at least eight weeks before the date of election. Nominations, which shall include a proposer and a seconder from amongst the relevant class of members, shall be lodged with the Secretary General at least six weeks before the date of the election. No member may propose more than one candidate nor second more than one candidate. At least two weeks before the date of elections, the Secretary General shall circulate to members a list of successful nominations together with the ballot papers.

8.3 Each Full Corporate Member shall have seven votes, which may be cast only for Nominated Representatives of Full Corporate Members seeking election and Ordinary Corporate members shall have three votes which may be cast only for Nominated Representatives of Ordinary Corporate Members. Not more than one vote may be cast by any member for the same candidates. In the event of a tie wherein there are more tied candidate than seats remaining, all members eligible to

vote for that class shall re-ballot for the tied candidates only, each member having as many votes as the number of seats remaining vacant. If the second ballot again results in a tie then the place or places vacant shall be decided by lot.

8.4 A member may vote either in person at the election or by a properly attested proxy who shall himself be a member of the class for which the vote is cast, or by post. The Association shall not be responsible for the safe arrival of such postal vote.

8.5 The Council shall have full authority for the administration of the Association. Decisions of the Council shall be by a simple majority of its members.

8.6 The Council may from time to time appoint from among its members or from other members of the Association such sub-committee as it may deem necessary or expedient and may depute or refer to them such of the powers and duties of the Council as the Council may determine. Sub-committees shall conduct their business in accordance with the directions of the Council.

8.7 On formation of the Association a first election to the Council shall be held and all the seats filled. If at the election there are insufficient members of one class to allow them to fill the seats allocated to them, then the members of the other class may as an interim measure be elected to fill the empty seats. At the Annual General Meeting in every subsequent year, half of the Council Members (of which at least three must be from Full Corporate members) shall vacate their seats. Selection of the seats to be vacated shall be by lot. The remaining members will hold office for one additional year. A Nominated Representative or an Ordinary Member who has vacated his seat in the Council shall be eligible for re-election.

8.8 The Council shall meet at least once in three months, or as often as may be necessary for the transaction of business, at a time and place to be fixed and seven (7) days notice of each meeting shall be given to the members. The President acting alone, or not less than three of the Council members acting together, of whom at least two shall be amongst those elected by the Full Corporate Members, may call for a meeting of the Council to be held at any time. Three members of the Council, of whom two shall be amongst those elected by the Full Corporate Members, shall form the quorum. Any member of the Council failing to attend three consecutive meetings of the Council without furnishing satisfactory reasons shall cease to be a member of the Council.

8.9 The Council shall have power to fill a casual vacancy in the Council. The person to be appointed shall be from the same class of members as the vacating Council member. The person so appointed shall hold office until the next following Annual General Meeting.

8.10 The Council shall give instructions to the Secretary General and other officers for the conduct of the affairs of the Association. It may appoint such organizers and such staff as it deems necessary. It may suspend or dismiss any organizers or member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decision of the Council, or for any other reason which it deems good and

sufficient in the interest of the Association.

8.11 Any member of the Council may appoint alternates who may act on his behalf with full authority in his absence. If more than one alternate is appointed, such appointment must state the order of seniority of the appointments. Not more than one alternate may act on member's behalf at any meeting and the senior alternate's authority shall prevail in the event of dispute. Appointment of alternates must be signed by the member and lodged with the Secretary General before the meeting.

CLAUSE 9 DUTIES OF OFFICE BEARERS

9.1 The Council shall elect from the total of 12 elected Council members, the following office-bearers of the Association:

A President

A Vice President

A Treasurer

9.2 The President shall hold office until the next elections to the Council and he shall be from a Full Corporate member.

9.3 The Vice-President and Treasurer, shall hold office until the next elections to the Council.

9.4 All officers shall, on expiry of their term of office, be eligible for re-election.

9.5 Elections of office-bearers shall be made at the Council Meeting immediately following the annual elections to the Council.

9.6 Should any office fall vacant during the period of the term, the Council shall elect a qualified member from amongst themselves to fill the post until the next elections.

9.7 Any officer may be removed from office on a vote of not less than two thirds of the members of the Council.

9.8 All office-bearers of the Association and every other officer performing executive function in the Association shall be Malaysian citizens. However, if required, the Council may appoint non-Malaysian citizen to hold such positions subject to the written approval from the Registrar of Societies.

9.9 The Secretary General shall be appointed by the Council for such term and upon such conditions as the Council may think fit and any Secretary General so appointed may be removed by them. The Council may from time to time by resolution appoint a temporary substitute for the Secretary General who shall be deemed to be the Secretary General during the term of such appointment.

9.10 The President shall be the official representative of the Association.

9.11 The President shall, if present, preside at all General Meetings, and all meetings of the Council and shall be responsible for the proper conduct of all such meetings. He shall sign the minutes of each meeting at the time they are approved.

9.12 In the absence of the President from any meetings, these duties shall be carried out by the Vice President or Treasurer, if present, or by a member of the Council elected amongst the Full Corporate Members present.

9.13 The Treasurer shall be responsible for the finances of the Association. He shall keep the accounts of all its financial transactions and shall be responsible for their correctness.

9.14 The Secretary General shall be responsible for the convocation of meetings of the Council as instructed by the President and of General Meetings of the Association as instructed by the Council, for the keeping of all statutory records other than financial and for the notification of members of the activities of the Association. He shall maintain an up to date membership register.

9.15 The Council Members shall undertake to attend all Council Meetings and contribute to the activities of the Association, including providing leadership to the Working Committees.

CLAUSE 10 FINANCIAL PROVISION

10.1 The financial year shall end on 31st December of each year.

10.2 The Council shall cause true accounts to be kept of the receipts, payments, assets, credits and liabilities of the Association and shall place before the members of the Association at each Annual General Meeting a properly audited Account and Balance Sheet made up to the end of the previous financial year. The Council shall have full authority over the expenditure of the Association.

10.3 All monies payable to the Association shall be received by the Treasurer or such other officer or such bank as shall be appointed to receive the same. All funds belonging to the Association shall (unless invested) be deposited in a banking account in the name of the Association and no sum shall be drawn from this account except by cheque signed by such person or persons as the Council shall direct. Any monies not required for immediate use may be invested by the Council.

10.4 The income and property of the Association and all money received by or on behalf of the Association shall be applied solely towards the furtherance, promotion and execution of the objects of the Association and no portion thereof shall be paid by way of dividend, bonus or profit to any member of the Association provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or employee of the Association, or to any member of the Association, or other persons or persons for services actually rendered by him or them to the Association.

10.5 Reasonable expenses for administration and office, travelling and subsistence expenses incurred by officers of the Association or by any person duly authorized by the Association may be paid by the Association. Rates of allowance shall be fixed by the Association from time to time. All claims for expenses must be sent to the Treasurer and he may require such information in regard thereto as he may think fit.

10.6 Authorisation of expenditure shall be governed by the Limits of Authority, approved by the Council, which include, among other things, authorization for requisition and procurement up to RM200,000 to be approved by Secretary General and above RM200,000 to be approved by the President.

CLAUSE 11 AUDITORS

The accounts shall be audited by an auditor or auditors appointed annually by members in Annual General Meeting till the following Annual General Meeting. The auditor or auditors shall audit the accounts at least once every year.

CLAUSE 12 PROPERTY ADMINISTRATOR / TRUSTEES

12.1 The trustees, who should be Nominated Representatives and/or ordinary members at the time of their appointment and who are over 21 years of age of whom two shall be elected by the Full Corporate Members, shall be appointed at the Annual General Meeting and shall hold office during the pleasure of the Association. They shall have vested in them all immovable property whatsoever belonging to the Association upon execution of a Deed of Trust.

12.2 The Trustees shall not charge, mortgage, sell or transfer any of the property of the Association without the consent and authority of the General Meeting of members.

12.3 A Trustee may be removed from office by the 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 so do satisfactorily. In the event of the death, removal from office or resignation of a Trustee the vacancy shall be filled by a new Trustee appointed pursuant to Article 11.1 at the next General Meeting.

CLAUSE 13 INTERPRETATION

13.1 Between Annual General Meetings, the Council shall interpret the rules of the Association and when necessary, determine any point on which the Articles are silent.

13.2 Except where they are contrary to or inconsistent with the policy previously laid

down by the general meeting, the decisions of the Council shall be binding on all members of the Association unless and until countermanded by a resolution of a general meeting.

CLAUSE 14 ADVISOR/PATRON

Under Article 4.1.7, the Council has the right to appoint a Patron for the Association.

CLAUSE 15 PROHIBITION

15.1 The Association may incorporate a company to undertake activities for and on behalf of the Association in pursuing and achieving its objectives as provided in Article 3.

15.2 The Association shall not indulge in any political or religious activity.

CLAUSE 16 AMENDMENT OF CONSTITUTION

16.1 Any amendment or alteration to the Articles of the Association shall be made at a General Meeting and shall require affirmative vote of:-

16.1.1 two thirds of all members present; and

16.1.2 two thirds of the Full Corporate Members present

16.2 Such amendments or alterations shall take effect from the day of approval by the Registrar.

16.3 Any amendment agreed upon at a General Meeting shall be sent to the Registrar for approval within 60 days from the General Meeting.

CLAUSE 17 DISSOLUTION

17.1 After consultation with the members, the Association may be voluntarily dissolved by a resolution of not less than three fifth's of the total Full Corporate Members.

17.2 In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be disposed of in such manner as may be decided upon at a General Meeting.

CLAUSE 18 FLAG, LOGO AND BADGE

Description

i) The Oil Drop represent Oil & Gas Industry, Industrial Icon represent the end users, industries and home while the impression of 'G' is for Gas.

ii) The combination also creates alphabets 'a' and 'm' which represents Association and Malaysia.

iii) Blue and red are chosen for the Corporate Signature as it signifies the colors of the Malaysian Flag. Black is introduced to give contrast to the logo.

LAMPIRAN

1. Bendera
 -
 - Keterangan
 -
2. Lambang
 -
 - Keterangan
 -
3. Lencana
 -
 - Keterangan
 -