

**MINUTES OF THE RECONVENED 55TH ANNUAL GENERAL MEETING OF PERTUBUHAN
AKITEK MALAYSIA, HELD ON SATURDAY, 24 APRIL 2021, AT 10.00 A.M. AT PAM
CENTRE, 99L JALAN TANDOK, BANGSAR, 59100 KUALA LUMPUR, MALAYSIA**

Present

Corporate

- | | |
|---|---|
| 1. Ar. Abu Zarim bin Abu Bakar (Chairman) | 28. Ar. Mohd Hisham bin Saihari |
| 2. Ar. Abdul Halim bin Suhor | 29. Ar. Mumtazah binti Mustajab |
| 3. Ar. Adrianta bin Aziz | 30. Ar. Norzakiah binti Arshad |
| 4. Ar. Almaz Salma binti Abdul Rahim | 31. Ar. Pulendran Ponniah |
| 5. Ar. Azim bin Tan Sri Abdul Aziz | 32. Ar. Paul Lai Chu |
| 6. Ar. Ahmad Fahmy bin Mohd Omar | 33. Ar. Rajasingam s/o Singarajah |
| 7. Ar. Ahmad Shahabuddin bin Abdullah | 34. Ar. Saifuddin bin Ahmad |
| 8. Ar. Ahmad Shuhemi bin Bahaudin | 35. Ar. Sarly Adre bin Sarkum |
| 9. Ar. Aimi Ramizah binti Roslan | 36. Ar. Serina Elizabeth binti Hijjas |
| 10. Ar. Chee Soo Teng | 37. Ar. Shafik bin Kamarulzaman |
| 11. Ar. Ching Chee Hoong | 38. Ar. Tan Ah Tee |
| 12. Ar. Tan Sri Esa bin Haji Mohamed | 39. Ar. Dr. Tan Loke Mun |
| 13. Ar. Farah Aliza binti Badaruddin | 40. Ar. Tan Meng Hooi, Joseph |
| 14. Ar. Goo Huey Kiam | 41. Datuk Ar. Tan Pei Ing |
| 15. Ar. Ho Sze Keen | 42. Ar. Tee Hoi Kau |
| 16. Ar. Husam bin Abdul Fatah Haron | 43. Ar. Teh Yee Neng |
| 17. Ar. Khaw Chin Im | 44. Ar. Teoh Wui Leng, David |
| 18. Ar. Khairiah binti Haji Noordin | 45. Ar. Thang Boon Ann, Steven |
| 19. Ar. Koh Yew Peng, Dexter | 46. Ar. Thirilogachandran a/l
Shanmugasundaram |
| 20. Ar. Lee Chor Wah | 47. Ar. Von Kok Leong |
| 21. Ar. Lee Inn Seong, Henry | 48. Ar. Wong Wai Choong |
| 22. Ar. Lillian Tay Wai Fun | 49. Ar. Yek Tak Wai, David |
| 23. Ar. Lim Eam Hooi | 50. Ar. Yong Chee Keat |
| 24. Ar. Lim Hai Seah, Alvin | 51. Ar. Zamri bin Ismail |
| 25. Ar. Lim Pay Chye | 52. Dato' Ar. Zulkhairi bin Md Zain |
| 26. Ar. Loo Chee Keong | |
| 27. Ar. Mat Rusdi bin Yusof | |

Graduate

1. Abd Muluk bin Abd Manan
2. Meor Mohd Haris bin Kamarul Bahrin
3. Muhammad Taufiq bin Nazarudin
4. Nor Hayati binti Hussain
5. Suffian bin Shahabuddin

In attendance

- | | |
|-----------------------|------------------------|
| 1. Zarina Ibrahim | Executive Secretary |
| 2. Victor Koo | Group Internal Auditor |
| 3. Nor Suryati Sulong | Project Executive |

INTRODUCTION

The 55th PAM Annual General Meeting (AGM) was reconvened on 24 April 2021, at 10.00 a.m. at PAM Centre, 99L, Jalan Tandok, Bangsar, 59100 Kuala Lumpur, Malaysia following the AGM called on 17

April 2021 attended by 35 Corporate Members did not garner sufficient quorum of 62 Corporate Members.

Ar. Abu Zarim Abu Bakar, Deputy PAM President and Chairman of the AGM, announced at 10.30 a.m. that there were 43 Corporate Members present. Pursuant to Clause 7.8, these Corporate Members present at the adjourned meeting shall constitute a quorum, and he called the meeting to order. He thanked all present for attending the AGM on a Saturday for the second time.

The Chairman informed that the PAM President, Datuk Ar Ezumi Harzani Ismail, was not able to be present in person at the AGM and was attending through video conferencing via the Zoom meeting app. The Chairman informed that the AGM was conducted using the hybrid mode to allow members in Chapters to attend the AGM as the government had enforced the interstate travel ban. However, their attendance to the AGM would not constitute a quorum and they were not entitled to cast votes.

The Chairman informed the meeting that Council had appointed Ar. Lim Pay Chye as the Election Officer and Ar. Joseph Tan Meng Hooi as the Deputy Election Officer for the 2021-2022 Elections. The Chairman invited 3 Corporate Members to volunteer as scrutineers for the verification of the results from the PAM Election website. The scrutineers were Ar. Sarly Adre Sarkum, Ar. Serina Elizabeth Hijjas and Ar. Teoh Wui Leng.

The Chairman then proceeded with the Agenda of the 55th PAM Annual General Meeting as follows:

1.1 CONFIRMATION OF MINUTES OF THE 54th ANNUAL GENERAL MEETING HELD ON 8th AUGUST 2020

The Minutes of the 54th Annual General Meeting held on 8th August 2020 were confirmed as correct records of the AGM, as proposed by Ar. Almaz Salma Abdul Rahim and seconded by Ar. Zamri Ismail, subject to the following comments:-

Page 11, item 6.4

Ar. Lillian Tay requested to delete the three false allegations from the Resolution 4 as the three examples given were unfounded, targeted specifically to Ar. Lillian Tay as the PAM President 2019-2020, the KLAF2019 Director and the Exhibition Convenor. She added that the Resolution was not carried as there was no majority of votes, and she suggested that false allegations should not be recorded in the minutes of meeting.

1.2 MATTERS ARISING FROM THE MINUTES OF THE 54th ANNUAL GENERAL MEETING HELD ON 8th AUGUST 2020

1.2.1 Page 8, Item 6.1, Resolution 1: To establish PAM Investment Committee responsible for monitoring the investment management policies of PAM and its subsidiary companies' assets in accordance with the objectives of the Institute and the provisions of PAM Constitution

The establishment of the PAM Investment Committee was resolved to be formed at the 54th PAM AGM held on 8 August 2020.

The members of the PAM Investment Committee appointed by the Council are Tan Sri Ar. Chan Sau Lai (Chairman), Tan Sri Ar. Esa Mohamed, Datuk Ar. Tan Pei Ing, Ar. Dr Tan Loke Mun, and Ar. Boon Che Wee.

The functions of this committee are as follows:

- To establish PAM Assets Management Policies to be approved by PAM Council;
- To form appropriate investment strategies in accordance with PAM Assets Management Policies to achieve the proper performance of the investment;
- To establish a measurable performance index in measuring the financial gains of the investments, professional developments and social improvement of its members;
- To ensure that the strategies selected are properly and efficiently implemented;

- To advise PAM Council in relation to PAM assets managements and investments;
- To actively monitor and evaluate PAM’s investment performance and the benefits to its members.

1.2.2 Page 10, item 6.3, Resolution 3: To approve a resolution for PAM Council to study and to take necessary actions to transform GreenBuildingIndex Sdn Bhd (GSB), a company majority owned by Pertubuhan Akitek Malaysia (PAM) into a foundation

The GreenBuildingIndex Sdn Bhd Foundation Task Force was resolved to be formed at the 54th PAM AGM held on 8 August 2020.

“PAM Council to study and to take necessary actions to transform GreenBuildingIndex Sdn Bhd (GSB), a company majority owned by Pertubuhan Akitek Malaysia (PAM) into a foundation.”

The Terms of Reference of the Green Building Index Foundation Task Force are as follows:

1. The five-member Task Force shall be appointed by PAM Council.
2. The Task Force elects its own Chairman.
3. The tenure of the Task Force is undefined.
4. The Task Force shall make a recommendation to Council.

Members of the Task Force appointed by Council are:

- Ar. Boon Che Wee (Chair)
- Datuk Ar. Ezumi Harzani Ismail
- Ar. Serina Hijjas
- Ar. Dr Tan Loke Mun
- Datuk Ar. Tan Pei Ing

The Task Force has considered the resolution of PAM AGM 2020 and PAM Council’s directions to the Task Force with the advice from Foong and Partners, whom the Task Force has invited to revisit this matter, following their advice on Greenbuildingindex Sdn Bhd in 2010 and in 2016.

The Task Force finally concludes with the recommendation to PAM Council for GSB to retain its status as a CLBS, subject to further amendments to the Shareholder Agreement and in the Constitution as recommend by Foong and Partners; to re-affirm GSB’s position as a non-profit organisation. The Task Force also recommends for PAM Council to revisit GSB as a CLBG with tax exemption status in the future, especially when the Trustees (Incorporation) Act 1952 is finally amended and updated to include additional monitoring and better administration of the incorporation of non-profit organisations trustees in the country.

1.2.3 Page 13, item 6.4, Resolution 4: To call for members to vote at the AGM for PAM President and all Council Members to make sworn declarations NOT to use their positions in PAM to promote their own practices and personal interests. In the event that they breach this declaration intentionally or otherwise, they have to resign from the PAM Council

At the Second Meeting of PAM Council 2020-2021 held on 25 September 2020, Council deliberated and decided that in accordance with the PAM Constitution, where it is stated that the quorum is based on those present as registered. As such the resolution was not carried because the number of votes agreed was less than half of the quorum. (61 registered, 23 agreed, 10 disagreed).

Ar. Lillian Tay requested that the three items on the false allegations recorded in the 54th AGM Minutes of meeting to be removed. The Honorary Secretary, Ar. Dexter Koh stated that the Minutes of meeting recorded the actual proceeding of the meeting and should be recorded as such.

2.0 REPORTS - To receive the Annual Report of the Council for 2020 - 2021

A copy of the Annual Report 2020-2021 had been circulated to all members and the hard copy is also available at the AGM. The AGM accepted the Annual Report of the Council 2020-2021, as reported by the Chairman, Deputy President Ar. Abu Zarim Abu Bakar, Honorary Secretary Ar. Dexter Koh Yew Peng and Honorary Treasurer Ar. Alice Leong Pek Lian; as proposed by Ar. David Teoh Wui Leng and seconded by Ar. Paul Lai Chu.

Comments from the floor:

1. Ar. Lillian Tay referred to the number of meeting held by the Awards and Competitions Committee (Page 5) that recorded only one meeting convened for the entire term. Ar. Lillian Tay questioned on the decisions allegedly made and reported to Council by the Committee as some of the decisions were substantive e.g. PAM Gold Medal and PAM Kington Loo Medal.

The Co-Chairman of Awards and Competitions Committee, Ar. Husam Abdul Fatah Haron clarified that there was no call for the meeting. Ar. Dexter Koh as the other Co-Chairman of Awards and Competitions Committee stated that the record on the number of meeting of the Committee was correct.

Tan Sri Ar. Esa Mohamed stated that the Committee met only once but the decisions made by the Committee were crucial. PAM members deserved an explanation on how it could happen. The Chairman, Ar. Abu Zarim informed that the Chairman of Awards and Competition Committee, Ar. Ang Chee Cheong was not present to answer the query. Ar. Abu Zarim explained that many Awards and Competitions were conducted for the term and, the juries were duly noted and elected based on the recommendations by the Convenors.

Ar. Dexter Koh responded to Ar. Dr Tan Loke Mun's query that only one meeting of the Committee was held and all coordination had become a one-man show. Ar. Dr Tan Loke Mun questioned how it could happen as the Committee is under the jurisdiction of the Council. Ar. Lillian Tay stated that the Committees' Annual Report for the PAM Council meeting was prepared by the PAM Secretariat and it did not show the number of meetings that were held. Ar. Lillian Tay suggested that the Committees' Annual Report to be improved. The conduct of the Chairman of Awards and Competitions Committee 2020-2021 is questionable and should be subject to an enquiry.

Ar. Husam informed that there were a few meetings held via Zoom but were not recorded.

2. Ar. Dr Tan Loke Mun suggested that there should be full disclosure of the awards and competitions' Convenor's fees. There was no record to show the amount paid to the competition's Convenor e.g. PAM + MRT Corp RTS Link Station Façade Design Ideas Competition or the Penang South Island International Masterplan Design Competition. It was discussed in the previous AGM that members should not use PAM as the platform to make money for themselves. He suggested that the Awards and Competitions Committee and PAM Council to ensure that the Convenor appointed does not determine the fee himself and there should be full disclosure of the fees paid to the Convenor.
3. Tan Sri Ar. Esa Mohamed noted that the Disciplinary Committee did not conduct any meeting for the whole Council term. The Chairman of Disciplinary Committee, Ar. Henry Lee Inn Seong explained that the Committee only met a few times on adhoc basis when there were cases brought to Council for disciplinary action. All decisions made by the Disciplinary Committee were reported to Council. The Chairman, Ar. Abu Zarim as the Co-Chairman of the Disciplinary Committee added that the Committee had their meetings as and when necessary if there were decisions to be made by the Disciplinary Committee.

Tan Sri Ar. Esa Mohamed suggested that for proper reporting to members, the Committee should record how many meetings were held.

Ar. Lillian Tay agreed that the Disciplinary Committee only convenes its meeting if there is a case. She supported Tan Sri Ar. Esa's suggestion to record all the meetings held for the

report purpose. Ar. Lillian Tay suggested that the Disciplinary Committee also look into the disciplinary enquiry to improve the process.

4. En. Muhammad Taufiq Nazarudin enquired why there were no meetings held for the PAM Graduate Sub-Committee for the Council term 2020-2021 and there was no activity for the Graduate members in 2020, even though there was a PAM Graduate Member on Council. Ar. Dexter Koh informed that there was no PAM Graduate Sub-Committee for the Council term 2020-2021. Ar. Alice Leong explained that the Graduate members activities were under the Membership, Youth and Events Committee.

En. Taufiq further queried why the PAM Graduate Member on Council did not take the lead to chair the PAM Graduate Sub-Committee. Ar. Alice Leong explained that because of the pandemic, it was difficult to organise any programmes or activities. The other challenge was to get all the Graduate members to participate in the activities. En. Taufiq pointed out that many meetings and programmes were held online. It was a missed opportunity and he hoped the PAM Graduate Sub-Committee could be revived.

Datuk Ar. Ezumi Harzani Ismail agreed that there was a failure in the representation of Graduate Member on Council for the Council term 2020-2021 because of the lack of participation by the representative and Graduate members. Datuk Ar. Ezumi hoped that the Graduate members could nominate their representative on Council who is willing to actively represent and contribute for the Graduate members. The current Graduate Member on Council was more focused on academia rather than as a Graduate member.

Ar. Abu Zarim advised that the next nominated Graduate Member on Council to sit in the Membership, Youth and Events Committee and take the lead on Graduate matters.

Ar. Lillian Tay highlighted that the nominated Non-Corporate Members on Council were not clear that they would automatically lead the respective membership category that they represented.

5. Ar. Paul Lai Chu pointed out that the PAM Chapters except for PAM Northern Chapter and PAM East Coast Chapter did not report the number of membership of their respective Chapters. The Honorary Secretary, Ar. Dexter Koh noted on the request made by Ar. Paul Lai Chu.
6. Ar. Goo Huey Kiam expressed concern on the Architect's right in the submission of the layout plan to the local authority. Referring to the report by the Professional Practice Committee (Page 91), there was no query received by the PAM Practice Bureau under the Category B - Permit Delivery I - Planning and Land Matters (Town & Country Planning Act, National Land Code etc). For the past 20 years, nobody had emphasized the Architect's right in the submission of the layout plan.

Ar. Goo informed that there were a series of obstruction given by the local authority which insisted the planner to submit the drawing or existing structure building. Ar. Goo hoped that the Professional Practice Committee could urgently address the matter.

Ar. Abu Zarim informed that the Panel members of the PAM Practice Bureau do not consist of the entire Professional Practice Committee members. The PAM Practice Bureau was established for the members to raise practice-related concerns. The summary of queries received and responded to by the Panel is the report on queries received from members. None of the PAM members had raised the issue highlighted by Ar. Goo to the PAM Practice Bureau. However, the matter had been raised many times by the various PAM representatives at various platforms. The matter has been resolved and accepted by PLANMalaysia. However, the local authorities and MIP persisted to push the issue favouring the position of the planners.

Ar. Dr. Tan Loke Mun commended the Professional Practice Committee 2020-2021 on their effort to revive the issuance of the Practice Notes. Ar. Dr. Tan stated that the meetings that PAM was represented were attended by the same faces and the matters discussed were all

the same and repeated. PAM needs more participation and involvement from knowledgeable members. If PAM could focus on a few important matters and set the task force to champion it, PAM could be stronger each year and more united. LAM is to govern the architectural profession and not supposed to fight for the regulations but PAM should fully strive for it.

Datuk Ar. Tan Pei Ing informed that she represented LAM in many meetings. LAM has been fighting for the planning issue at KPKT and PLANMalaysia. There was an agreed schedule approved by KPKT in a meeting held in September 2019. It was agreed that the right to do the planning submission is given to the Architects except for a few minor categories that involve micro-planning. All the other parts involving the building are supposed to be submitted by the Architects or other professionals. PLANMalaysia is supposed to give notice to all local authorities for implementation. However, until now, LAM is yet to receive the copy of the letter that PLANMalaysia claimed that they had sent out to local authorities on the implementation of the agreed schedule. PAM is also represented by a few representatives. There was also a task force formed under PEMUDAH to improve the delivery system.

Datuk Ar. Tan Pei Ing supported Ar. Dr. Tan's statement that PAM needs more members to sit and contribute in the various working committees. Ar. Abu Zarim reiterated that PAM needs the contribution from members to represent PAM or the architectural profession in various discussions with the government and outside bodies.

Ar. Goo commented that PAM needs to put priority on the matter of the Architect's right as it is PAM's duty to protect the interests of members. The local authority tends to ignore the direction and instruction given by KPKT, PEMUDAH etc. Another possible way is to carry out a judicial review and get the order from the court to impose the Architect's Act and implementation as directed by the government.

7. Ar. David Teoh Wui Leng requested that the statistic of PAM membership to be reported under the Membership, Youth and Events Committee's report. In the annual report, the statistic was only reported under the Gender Equity Committee Report. Ar. Abu Zarim suggested that the status of membership could also be reported in the Honorary Secretary's report.

3.0 ACCOUNTS - To receive, and approved, to pass the accounts for the year ended on 31st December 2020

The AGM accepted the PAM accounts for the year ended 31st December 2020 as proposed by Tan Sri Ar. Esa Mohamed and seconded by Ar. Lim Eam Hooi.

The Honorary Treasurer, Ar. Alice Leong Pek Lian reported that PAM together with its subsidiaries had a challenging financial year in 2020 due to the pandemic, with the Group reporting a deficit of RM1,028,349, as shown in Table 1.0 as compared to the previous year.

PAM had a surplus of RM707,556 in 2020 which is higher compared to RM183,990 in 2019. The higher surplus is attributed to dividend income received from Greenbuildingindex Sdn Bhd amounting to RM450,000. In addition, PAM received full membership subscription income at the beginning of 2020.

PBSB recorded a net loss of RM1,149,048 for the year 2020, compared to RM3,128,307 profit for 2019. The main factors contributing to the loss was the postponement of ARCHIDEX 2020 exhibition which was originally scheduled for July 2020 to 2021 due to the COVID-19 pandemic.

PEF reported a deficit of RM588,412 in 2020 mainly made up of depreciation of Fixed Assets (PAM Centre and Chapters' premises) amounting to RM496,607.

PTPAM experienced a deficit of RM58,471 in 2020 as compared to a surplus of RM 58,339 in 2019. Incomes and activities from PTPAM's various programs had decreased throughout the year in 2020.

ACSB's income is derived from the Building Inspections and Building Inspection Training Courses which contributed a surplus of RM473,572 in 2019 and is significantly lower in 2020 with the reported surplus of RM60,026. The pandemic has impacted the industry and its repercussions are seen over the year. This has also affected Architect Centre significantly and all subsidiary companies are in the same predicament.

The Honorary Treasurer concluded that overall, although PAM as a Group in 2020 reported a deficit, the financial and cash position remained strong. PAM to ensure continuation of efforts to secure incomes, programs and activities in the future. PAM to also remain prudent in its expenditures for the year 2021.

Comments from the floor:

1. Ar. Dr Tan Loke Mun stated that the COVID-19 pandemic is projected to end in seven years. As such, he suggested PAM consider to take action in ensuring PAM could sustain e.g. salary cut, reduce working hours etc.

Ar. Abu Zarim stated that the PAM Council had taken appropriate steps to ensure the cash reserves are well-invested so it could generate income for the institute.

4.0 ELECTION OF OFFICE BEARERS AND COUNCIL MEMBERS FOR 2021 - 2022

The Election Officer 2021, Ar. Lim Pay Chye, thanked Council for his appointment as the Election Officer and on behalf of Ar. Joseph Tan Meng Hooi as the Deputy Election Officer. He added that the three Scrutineers had vetted the results of the elections of Office Bearers and Ordinary Members of Council for 2021-2022 and proceeded to announce the election results as follows:

4.1 For the election of President 2021-2022:

Ar. Ang Chee Cheong received 182 votes;
Datuk Ar. Ezumi Harzani Ismail received 336 votes;
Datuk Ar. Ezumi Harzani Ismail was declared as the President.

4.2 For the election of Deputy President 2021-2022:

Ar. Abu Zarim Abu Bakar received 305 votes;
Ar. Zamri Ismail received 209 votes.
Ar. Abu Zarim Abu Bakar was declared as the Deputy President.

4.3 For the election of Vice President 2021-2022:

There was no contest and Ar. Alvin Lim Hai Seah was declared as the Vice President.

4.4 For the election of Honorary Secretary 2021-2022:

Ar. Dexter Koh Yew Peng received 253 votes;
Ar. Thirilogachandran a/l Shanmugasundaram received 266 votes.
Ar. Thirilogachandran a/l Shanmugasundaram was declared as the Honorary Secretary.

4.5 For the election of Honorary Treasurer 2021-2022:

There was no contest and Ar. Alice Leong Pek Lian was declared as the Honorary Treasurer.

4.6 For the election of not more than 13 Ordinary Members of Council 2021-2022:

1. Ar. Adrianta Aziz received 447 votes;
2. Ar. Anthony Lee Tee received 387 votes;
3. Ar. Steven Thang Boon Ann received 364 votes;
4. Ar. Au Tai Yeow received 353 votes;
5. Dato' Ar. Zulhairi Md Zain received 343 votes;
6. Ar. Hazri Abdul Aziz received 339 votes;

7. Ar. Mumtazah Mustajab received 337 votes;
8. Ar. Ng Chee Hin received 336 votes;
9. Ar. Aimi Ramizah Roslan received 326 votes;
10. Ar. Dexter Koh Yew Peng received 320 votes;
11. Ar. Husam Abdul Fatah Haron received 319 votes;
12. Ar. Shafik Kamarulzaman received 292 votes;
13. Ar. David Yek Tak Wai received 284 votes;
14. Ar. David Lim Yoke Hun received 253 votes;
15. Ar. Parama Nathan a/l S. Kandasamy received 230 votes;
- *28. Ar. Abu Zarim Abu Bakar received 338 votes (He relinquished the post as Ordinary Member of Council in favour of the post of an Office Bearer);
- *29. Ar. S. Thirilogachandran received 283 votes (He relinquished the post as Ordinary Member of Council in favour of the post of an Office Bearer)

Ar. Lim Pay Chye then announced the following as the duly elected Office Bearers and Ordinary Members of Council 2021-2022:

President	Datuk Ar. Ezumi Harzani Ismail
Deputy President	Ar. Abu Zarim Abu Bakar
Vice President	Ar. Alvin Lim Hai Seah
Honorary Secretary	Ar. S. Thirilogachandran
Honorary Treasurer	Ar. Alice Leong Pek Lian
13 Ordinary Members of Council	Ar. Adrianta Aziz Ar. Aimi Ramizah Roslan Ar. Au Tai Yeow Ar. David Yek Tak Wai Ar. Hazri Abdul Aziz Ar. Husam Abdul Fatah Haron Ar. Dexter Koh Yew Peng Ar. Anthony Lee lee Ar. Mumtazah Mustajab Ar. Ng Chee Hin Ar. Shafik Kamarulzaman Ar. Steven Thang Boon Ann Dato' Ar. Zulhairi Md Zain

Ar. Lim Pay Chye concluded the 2021 PAM Elections and thanked the Deputy Election Officer, Ar. Joseph Tan Meng Hooi, the Scrutineers, Ar. David Teoh Wui Leng, Ar. Sarly Adre Sarkum and Ar. Serina Hijjas, and PAM Secretariat.

The Chairman Ar. Abu Zarim Abu Bakar also thanked the Election Officer, Deputy Election Officer and the three Scrutineers.

4.7 The Chairman Ar. Abu Zarim Abu Bakar announced the five Chapter Representatives on Council for the term 2021-2022 as follows:

- i) Northern Chapter: Ar. Leow Kwong Choon
- ii) Southern Chapter: Ar. Ahmad Farik Abd. Ghaffar
- iii) Sarawak Chapter: Ar. Chai Si Yong
- iv) Sabah Chapter: Ar. Haji Shahrman Abdullah
- iv) East Coast Chapter: Ar. Hauzi Hashim

The AGM endorsed the above-mentioned Chapter representatives to PAM Council 2021-2022 as proposed by Datuk Ar. Tan Pei Ing and seconded by Ar. Lillian Tay.

5.0 ELECTION OF AUDITORS

5.1 To elect an Auditor

The Honorary Secretary, Ar. Dexter Koh reported that Messrs JB Lau Chartered Accountants has been the appointed auditor since 2015 and PAM Council had agreed to propose to retain them and

re-appoint them for the next Council term. The AGM agreed for Messrs JB Lau Chartered Accountants to be re-appointed as the auditor for PAM as proposed by Ar. Lim Pay Chye and seconded by Ar. Henry Lee Inn Seong.

6.0 TO TRANSACT ANY OTHER BUSINESS FOR WHICH DUE NOTICE HAS BEEN GIVEN IN ACCORDANCE TO THE RULES

6.1 Resolution 1 (Submitted by Ar. David Teoh Wui Leng and En. Suffian Shahabuddin dated 01 April 2021)

Ar. David Teoh Wui Leng briefed the AGM that there were 1,055 Graduate members in 2020 and 1,331 Graduate members in 2019. In 2020, the Graduate members were not represented at any levels as the PAM Graduate Sub-Committee was not convened. The Graduate members' interest was not properly represented as there was no available platform to do so.

En. Suffian Shahabuddin stated that the Graduate members are willing to contribute, provide their energy, assistance and their knowledge or skills that will enrich the profession. En Suffian informed that there were more than 200 digital signatures received from the Graduate members, that were keen and willing to be part of the institution. He requested for the AGM's support to vote for the Resolution so that the number of Graduate members can be increased, create a platform for the Graduate members and provide a pathway into Council post-graduation.

The Resolution:

- i) To allow for Graduate members to have a representative elected among Graduate Members to Council through a modification of the existing election system at PAM.
- ii) The representative Graduate Member on Council to have the right to vote in Council.
- iii) That the elected Graduate Member representative to become the Chairperson of a permanent 'Graduate Committee' (i.e. formerly called PAM:NEXT) with adequately allocated resources to reflect a large number of Graduate Members.
- iv) To promote continuity of participation by allowing new Corporate Members to be eligible for election as Ordinary Members of Council, provided they have been active participants in at least one committee for a year prior to becoming a Corporate Member.

Comments from the floor:

1. Tan Sri Ar. Esa Mohamed requested clarification on item (iii) on the term "Chairperson of a permanent 'Graduate Committee'". Ar. David Teoh clarified that the Graduate Members will vote for their representative on Council and the person voted will automatically chair the PAM Graduate Sub-Committee and the same process will continue for the following Council terms.
2. Datuk Ar. Tan Pei Ing agreed with the motion to encourage more Graduate members to get involved with PAM's affair. She opined that instead of having a separate Committee, the Graduate members should get involved and integrate with all PAM's Committees so that the Graduate members will become knowledgeable.
3. Ar. Chai Si Yong of the PAM Sarawak Chapter objected to the Resolutions proposed. There are not many Graduate members in the Chapters and it is difficult to separate the Committee for the Graduate members.
4. Ar. Haji Shahrman Abdullah of the PAM Sabah Chapter expressed support for the Resolutions.
5. Dato' Loh Chiak Eong of the PAM Northern Chapter shared that the Graduate members in their Chapter are very active and contributed a lot to the Chapter. The Chapter had good engagement with the Graduate members and had offered assistance to the Graduate members with programmes e.g. for Part III Examinations.

6. Ar. Lillian Tay commented that the present structure would not attract more members to be active in PAM. That would be the reason the Graduate members requested a permanent PAM Graduate Sub-Committee that directly address the Graduate members' concerns. Ar. Lillian Tay suggested the AGM to support the Resolutions.
7. En. Abd Muluk Abd Manan commented that the Graduate Member on Council does not have the voting right in Council. One vote by the Graduate Member on Council would not change anything in Council. En. Abd Muluk requested the AGM to support the Resolutions to empower the Graduate members and encourage them to be more active in PAM's programmes.
8. Ar. Azim Tan Sri Abdul Aziz expressed his support towards the Resolutions. He commented that it is time to prepare the young generation for the upcoming challenges and there is a need for continuity.
9. Ar. Dexter Koh noted that other allied institutions have their own Graduate Chapter/Committee e.g. MIP, ILAM, IEM etc. PAM could be considered as one of the last institutions not having its Graduate members' wing.

Five Corporate members requested for the voting to be carried out by secret ballot. The 5 Corporate members are Ar. Lillian Tay, Ar. Serina Hijjas, Datuk Ar. Tan Pei Ing, Ar. Azim Tan Sri Abdul Aziz and Ar. Sarly Adre Sarkum.

The Resolution as listed were put to a vote by secret ballot. 47 Corporate Members were registered as present at the AGM. 25 votes were required for the Resolution to carry. The results of the voting for the Resolution were as follows:

36 voted 'Agree'
 10 voted 'Disagree'
 1 spoilt vote.

The Resolution was carried.

6.2 Resolution 2 on Greenbuildingindex Sdn Bhd Conversion to a Non-Profit Organisation (Submitted by Ar. Michael Ching via email dated 01 April 2021): To approve a resolution for PAM Council to take the necessary actions to convert GreenBuildingIndex Sdn Bhd (GSB), a Company Limited by Shares majority owned by Pertubuhan Akitek Malaysia (PAM), into a non-profit organisation Green Building Index (GBI), a Company Limited by Guarantee.

Ar Michael Ching presented the resolution proposing that PAM Council to take the necessary actions to convert GreenBuildingIndex Sdn Bhd (GSB), a Company Limited by Shares majority owned by Pertubuhan Akitek Malaysia (PAM), into a non-profit organisation Green Building Index (GBI), a Company Limited by Guarantee.

1. Ar Michael Ching said last year at the 54th AGM, a resolution was passed by members to study and take necessary action to transform Greenbuildingindex Sdn Bhd (GSB) which is a Company Limited by Shares, a company majority owned by Pertubuhan Akitek Malaysia (PAM), into a foundation. The whole objective of last year's resolution was to change GSB to a non-profit organisation and it would be good if it was also able to get tax-free incentive as well. The Task Force had been formed and it was headed by Ar Boon Che Wee. Ar Michael Ching contended that according to the report submitted by the said Task Force formed by Council as directed by the AGM last year, there are three ways to form a non profit organisation in Malaysia, namely:
 - 1) as a company limited by guarantee (CLBG),
 - 2) as an organisation registered with the Societies Act, or
 - 3) as an organisation registered by the Trustees Act.

Ar Michael Ching added that in the same report, it was mentioned that the majority of non-profit organisations in Malaysia are registered as a CLBG, or registered under the Societies Act. The GSB is currently a Sendirian Berhad company, a company limited by shares, which is NOT a non-profit company.

Ar Michael Ching proposed that to turn GSB into a non-profit organisation as a CLBG, there are several ways that PAM could do and still maintain control of GSB:

- 1) As a CLBG, there will be no interruption in current operations;
- 2) GSB as a CLBG, PAM could still maintain the full control of GSB through the proportion of 60:40 Directors via the Memorandum of Agreement with its partner;
- 3) As a CLBG, GSB could still distribute funds through sponsorship;
- 4) As a CLBG, GSB is still able to be represented as a non-profit industry and stakeholder;
- 5) In the future, GSB may look into tax-free status when the the Trustees Act is amended, as mentioned in the report by the Task Force.

Ar Micheal Ching contended that the whole objective now is to transform GSB into a CLBG.

2. Ar Boon Che Wee (Boon CW) informed that he requested that morning to be present via Zoom Meeting to attend the AGM and that he would not comment on the Resolution which he would let the AGM to decide on; but he was concerned on the accuracy of the document that was circulated to members prior to the AGM. He requested confirmation that the document was authored and circulated by Ar Michael Ching to which Ar Michael Ching replied in the affirmative.
3. Ar Boon CW explained on the inaccuracy of the document circulated by Ar Michael Ching as follows:
 - 1) The resolution at the 54th AGM in 2020 as stated by Ar Michael Ching in the document (“To study and take necessary actions to transform GreenBuildingIndex Sdn Bhd (GSB) a company majority owned by PAM into a foundation (a company limited by guarantee – public company without share capital)” was incorrect and it was also verified as incorrect by Datuk Ar Ezumi Harzani (via video conferencing from Penang). The resolution at the 54th AGM was to form a task force to study for GSB to transform into a foundation.
 - 2) Secondly, Ar Boon CW was of the view that Ar Michael Ching stated that ‘the main objective to transform GSB into a non-profit organisation’ was Ar Michael Ching’s opinion as it was not a fact established from any document or deliberation at the AGM.
 - 3) Ar Boon CW highlighted that the other incorrect information in Ar Michael Ching’s document is the emphasis on ‘Tax-free status’ which in fact is not an emphasis in the Task Force’s deliberation. The Task Force had deliberated and stayed faithfully to the legal opinion provided by Foong & Partners, the appointed legal advisers. The ‘tax-free status’ was not the emphasis in the legal advice, not in the Task Force’s deliberation nor in the report by the Task Force.
 - 4) Ar Boon CW further clarified that the advice given by the legal adviser Foong & Partners to the Task Force was that there is currently no legal non-profit organisation (NPO) in Malaysia because according to the advice given, there is no legislation governing non-profit organisations in Malaysia unlike Singapore or some European countries that Foong & Partners had studied. How Malaysia interpret non-profit organisations depends on how the legislation governs the organisations in Malaysia. The Act with the most stringent control is the Trustee Incorporation Act which basically determines tax exemption purposes for entities that wish to apply as a Foundation (or other similar entities) or had established as a non-profit organisation. In the Task Force’s deliberation, the tax exemption purpose is a statutory instrument to establish control of that entity when it comes to collection of sponsorships, donations and other operations so that it could safely declare itself as a non-profit organisation. Although loosely CLBG has been spoken as NPO, but an NPO is not as stringent as a control when it has tax exemption purposes. The intention of the Task Force is not to study whether GSB should or should not have tax exemption. As such the statement by Ar Michael Ching in the resolution that tax exemption is a secondary consideration was not true. Ar Boon CW added that the Task Force was actually deliberating on the most

acceptable entity to convince both the council and members for GSB to transform into, in particular, a foundation. So it was accepted by the Task Force as advised by the legal adviser that the best entity that would safeguard all the visions and concerns that was raised at the last AGM for GSB to be transformed into a CLBG with tax exemption purposes. The tax exemption comes as part and parcel of the entire consideration.

4. Ar Serina Hijjas commented that the purpose of this resolution is to transform the GSB into a foundation and there are two mentions in brackets of the possible entities, ie a foundation (a company limited by guarantee or a public company without share capital).

Other point of clarification is that under SSM there is currently a provision that could be inserted in the (GSB) constitution to provide as a benchmark to act as an investment holding committee.

She added that the purpose of the resolution proposed by Ar Michael Ching is to form a CLBG to safeguard the interests of PAM members.

5. Datuk Ar Ezumi informed that the decision on the deliberation and findings of the Task Force was summarised in the Annual Report. Although it was not unanimous, a majority decision by voting was made. Next, he read a letter to PAM from the Mayor of Majlis Bandaraya Pulau Pinang, Dato' Ar. Yew Tung Seang, in support of the resolution to transform GSB into a non-profit organisation and why it is important for GSB to be independent and be a non-profit organisation (a copy of the letter is available upon request from the PAM Secretariat):

"I understand that the AGM will discuss and approve a resolution to convert Greenbuildingindex Sdn Bhd (GSB), a Company Limited by Shares with a majority owned by PAM, into a non-profit organisation. It will be a Green Building Index Company Limited by Guarantee (CLBG).

The City Council of Penang Island (MBPP) has supported the GBI rating system since 2009. We are the first local authority to enforce and implement GBI rating under Clause 38A in the uniform building by-law 1984 (UBBL). MBPP has made it mandatory for all developments to comply with Clause 38A of the UBBL, which is the cornerstone towards a green building. We may be the second smallest state in the country but we have the third largest GBI-certified footprint in Malaysia.

As the Mayor of MBPP, I am fully supportive of this resolution to convert GSB into a non-profit organisation and a CLBG. This is a good step towards transparency, independence and instilling confidence towards a green building benchmarking tool. This will enable the organisation to continue its work in encouraging and promoting sustainable design practices."

Datuk Ar Ezumi commented that PAM wishes to expand the business of GBI in Malaysia and getting the support of the Mayor or President of the City Council is extremely important. Datuk Ar Ezumi added that he appreciated the agenda of Dato' Yew and the Mayors of the other City Councils for pushing GBI as the main green rating tool as very important.

6. Ar Dr Tan Loke Mun commented that when GSB was set up by PAM, none of PAM members questioned the intention of setting up GSB as a non-profit organisation. ACEM was however, set up as a Company Limited by Guarantee (CLBG) and had the objectives as a business company and promote work for its members. In 2019, ACEM members started to question their Council at their AGM why only a selected few ACEM members are benefitting as a partner of GSB and that ACEM is wasting too much time at GSB without any profit, and they wanted ACEM to sell back their shares to PAM. Ar Dr Tan contended that if GSB becomes a CLBG, GSB might become something like ACEM, asking for payment in terms of dividend. He added that the Task Force concluded that GSB would improve the Shareholders Agreement and not allow for withdrawal of dividends and improve the perception of GSB as a non-profit making company.

Ar Michael Ching commented that he understood Ar Dr Tan's comments and clarified that GSB as a new CLBG need not be members-based. He suggested that it could be based on membership of 3 Directors from PAM and 2 Directors from ACEM.

7. Ar Lillian Tay suggested that the terms to commit GSB as a non-profit-making entity to be incorporated in the GSB Constitution. She clarified that the current Shareholder Agreement has a provision that protects the minority shareholder. PAM is not able to prevent ACEM their entitlement to withdraw dividends from the accrued assets of GSB as they have minority shareholder privilege. Ar Lillian Tay suggested to amend the terms in the GSB Constitution such that GSB has a tight control over the withdrawal of dividends and give the right to the entity to make investments.
8. Ar Fahmi asked whether PAM is having an issue with PAM's partner in GSB, i.e. ACEM. Responding to Ar Fahmi, Datuk Ar Ezumi said that PAM does not have an issue with ACEM. It is an internal issue within ACEM. Some of ACEM's members wanted to withdraw as a GSB shareholder while some wished to remain as shareholder of GSB.
9. Ar Boon CW shared a simple table of comparison on the entity options to transform GSB to a foundation. The most important criteria is who is the governing authority to the GSB if it is a Foundation or CLBG. He also asked does a Foundation owns the credibility. Each member of PAM has a right to comment on PAM's subsidiaries. None of PAM members question the intention of GSB as a non-profit organisation.

Ar Boon CW clarified that the entity as CLBG had already been discussed by the Task Force. Drawing parallels, a foreign Foundation cannot be compared with a Malaysian Foundation because they are operated and governed differently.

Ar Boon CW commented that there is a misconception that the idea of GSB as a Foundation was initiated ever since GSB was formed. He clarified that the idea of a Foundation was actually mooted by him before he completed his term as the President of PAM.

Ar Boon CW informed that the 5 members of the Task Force, after a lengthy deliberation, had to vote on which entity for GSB to transform into, and there were two votes for CLBG (one for CLBG and one for CLBG with tax exemption) and three votes for CLBS (Company Limited By Shares).

Ar Boon said that finally, on the material that was shared by Ar Michael Ching, the contents of the documents were similar to those discussed by the Task Force; however Ar Michael Ching was not a member of the Task Group. Ar Boon CW commented that CLBG is not that simple to form and members could refer to the documents that he had shared earlier on the complexity of the formation of a CLBG (a copy may be obtained from PAM Secretariat).

The Chairman of the AGM, Ar Abu Zarim, closed the deliberation and called for a decision on the Resolution.

The Resolution was put to a vote by secret ballot. 49 Corporate Members were registered as present at the AGM. 25 votes were required for the Resolution to carry. The result of the voting for the Resolution was as follows:

20 voted 'Agree'
19 voted 'Disagree'
4 votes were spoilt.

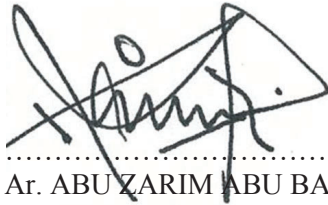
The Resolution was not carried.

7.0 ANY OTHER MATTERS

There were no other matters presented at the AGM.

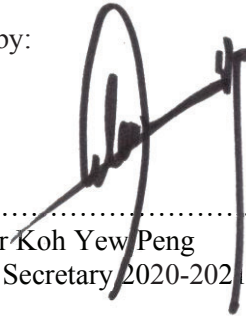
The AGM ended at 1.25 p.m.

Approved by:



Ar. ABU ZARIM ABU BAKAR
Deputy President 2020-2021

Prepared by:



Ar. Dexter Koh Yew Peng
Honorary Secretary 2020-2021

APPENDIX 1 (Submitted by Ar. David Teoh Wui Leng and En. Suffian Shahabuddin dated 01 April 2021)

The Issues

Graduate Members in our membership structure are those having recognised LAM Part 2 qualifications and have a LAM graduate registration number. These individuals, with the right mentorship and experience, would eventually obtain their LAM Part 3 and become Corporate members of the Institute. Currently the number of Graduate Architects registered with PAM numbers 1447. Graduates registered with LAM amounts to 2531, almost double the number under PAM. And this figure only represents a fifth of the actual number estimated to be active in the industry.

Issues of licensure, transformation of jobs, technology, the global market and many others are all issues that look at the role of youth leaders within niche segments of their respected specialist fields. These leaders that engage directly on topics of disruptive innovations, future forms of practices and strategies relating to the rapid technological advancement of 5G and beyond need to be identified, registered and represented.

It is important that PAM recognises this fact, as evident in developed economies where the youth and future innovations are synonymous. The World Bank Review of Malaysia to be high- income nation to include the following reforms which PAM as a national professional civic institution should lead by example.

The Graduate Members of PAM were previously only a represented through a sub-committee up to the 2019-2020 term – and not at all in the 2020-2021 term. Hence, there is currently no platform to discuss these issues to debate the multiple agendas of varying scale and future changing modes of practice. As graduates progress to Corporate Membership, they are further barred from becoming Members of Council until completing an additional two years as a Corporate Member, further discouraging active participation of younger members on council.

We seek a positive way forward for greater youth representation by submitting the following items for discussion and if agreeable to the floor, the resolutions to be adopted and acted upon by the incoming council term.

The Resolutions

1. To allow for Graduate Members to have a representative elected among Graduate Members to Council through a modification of the existing election system at PAM
2. The representative Graduate Member on Council to have the right to vote in Council.
3. That the elected Graduate Member representative to become the Chairperson of a permanent ‘Graduate Committee’ (ie. formerly called PAM:NEXT) with adequately allocated resources to reflect the large number of Graduate Members.
4. To promote continuity of participation by allowing new Corporate Members to be eligible for election as Ordinary Members of Council, provided they have been active participants in at least one committee for a year prior to becoming a Corporate Member.

End of Resolution 1.

APPENDIX 2 - Greenbuildingindex Sdn Bhd Conversion to a Non-Profit Organisation (Submitted by Ar Michael Ching via email dated 01 April 2021)

Resolution

To approve a resolution for PAM Council to take the necessary actions to convert GreenBuildingIndex Sdn Bhd (GSB), a Company Limited by Shares majority owned by Pertubuhan Akitek Malaysia (PAM), into a nonprofit organisation Green Building Index (GBI), a Company Limited by Guarantee.

Rationale

In 2009, PAM and the Association of Consulting Engineers Malaysia (ACEM) jointly formed GreenBuildingIndex Sdn Bhd, a private limited company with equity 60% held by PAM and 40% held by ACEM. To date GBI has registered nearly 1,000 projects and certified 25 million square meters of green building GFA, an area equivalent to more than 63 Petronas Twin Towers. The combined energy savings of GBI certified buildings currently reduces Malaysia's overall CO2 emissions by nearly 0.5% annually.

In an effort to consolidate these achievements and ensure GBI's continued success into the future, a task force was convened by resolution at the 2020 PAM AGM to consider all aspects & implications of converting GSB into a tax-free foundation. However, the path to GBI's ongoing success does not pertain foremost to issues of tax liability but more specifically to the organisation's non-profit status.

Above all else, a green building benchmarking tool must be independent, transparent & instill confidence that it is operated for the public good, not for profit. This is important not only for public perception, but also to consolidate the organisation's role within the building industry, its ability to liaise effectively with government authorities and to honour the efforts of the many hundreds of volunteers without whom the 18 tools and reference guides that form the core of GBI's portfolio would not have been possible.

Since its founding, GBI has always been intended as a non-profit organisation. It has consistently portrayed itself as such to both industry stakeholders, governmental concerns and its own volunteers. But until now GBI has remained incorporated, not as a non-profit organisation, but as a Company Limited by Shares (Sdn Bhd). It is time that we correct this long-standing oversight by converting GBI to a proper non-profit organisation in the form of a Company Limited by Guarantee (CLBG).

Adoption of this resolution will confirm PAM's intention to convert GSB to a CLBG and to coordinate accordingly with GSB's other Shareholder, ACEM. As a CLBG, PAM & ACEM would retain full control of the organisation and the terms of its constitution, establishing a solid foundation for GBI so that all profits, donations, proceeds etc... shall be utilized only for purposes related to the research & development of green building rating systems and the promotion of sustainable design practices.

End of Resolution 2.
