

APPENDIX 1 - RESOLUTION 1

1.0 PROPOSED AMENDMENTS TO THE CONSTITUTION AND BYELAWS RELATED TO LEGAL SUITS

No.	Clause	Existing	Proposed amendments	Rationale
1.1	3.3	To assist and advise Governments, local authorities, private or public bodies, and the general public, on questions relating to the art and science of architecture, architectural education, the development of property, town and country planning, the built environment and the design and construction of buildings generally.	To assist and advise Governments, local authorities, private or public bodies, and the general public, on <del>questions</del> <b>matters</b> relating to the art and science of architecture, architectural education, the development of property, town and country planning, the built environment, the design and construction of buildings, <b><u>and building contracts</u></b> generally.	To substitute word 'questions' with 'matters', to reinforce the spirit of this clause to enable PAM to contribute positively to the building and construction industry. To add 'building contracts'. As Architects are generally responsible for administering building contracts, it is only natural PAM to advise on matters related to building contracts including the rights, obligations and responsibilities of the contractual parties as well as the resolution of any disputes.
	3.22	To institute, carry or discontinue any legal proceedings in the name of the Institute or its Officers, Servants or Members for the recovery of any debts or demands claimed by or on behalf of the Institute or for the assertion of any actual or supposed rights or privileges of the Institute or any Member thereof and to defend any legal proceedings commenced against the Institute or any Member thereof in his capacity or representing the Institute and to pay out of the funds of the Institute any costs or charges incurred in connection with such legal proceedings.	N/A	For reference  This clause allows the Institute to defend members representing the Institute against legal proceedings.

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No.	Clause	Existing	Proposed amendments	Rationale
1.2	8.1	<p>Council</p> <p>The Council members shall consist of President, Immediate Past President, Deputy President, Vice President, Honorary Secretary, Honorary Treasurer and not more than thirteen ordinary members of Council and one representative from each Chapter as per Bye-Law; and may include not more than four Past Presidents who, other than the Immediate Past President, may be nominated by the newly elected Council. All members of the Council and every officer performing executive function in the Institute shall be Malaysian citizens. Non-citizen may hold office with the prior approval of the Registrar of Societies.</p>	<p>Council</p> <p>The Council members shall consist of President, Immediate Past President, Deputy President, Vice President, Honorary Secretary, Honorary Treasurer and not more than thirteen ordinary members of Council and one representative from each Chapter as per Bye-Law; and may include not more than four Past Presidents who, other than the Immediate Past President, may be nominated by the newly elected Council. All members of the Council and every officer performing executive functions in the Institute shall be Malaysian citizens. Non-citizen may hold office with the prior approval of the Registrar of Societies.</p>	
1.3	8.1A	NEW CLAUSE	<p><b>Ineligibility arising from conflict of interest</b></p> <p><b>A member of the Institute who has initiated legal proceedings against the Institute, its subsidiaries, its members and/or its officers for acting in their capacity of representing the Institute, shall be ineligible to be a member of the Council until the conclusion of such proceedings.</b></p>	<p>Under Clause 3.22, there will be a conflict of interest if a member who has initiated a legal proceeding decides to stand for election as a member of council either as an ordinary member or an office bearer. The Institute cannot effectively defend itself from a lawsuit initiated by a Council member whereby the plaintiff would have privileged access to discussions regarding the case.</p>

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No.	Clause	Existing	Proposed amendments	Rationale
1.4	8.3	<p>President</p> <p>The President shall be elected at the Annual General Meeting of the Institute; provided that no person shall be elected to such office until he has been a Corporate member of 5 years and shall have served 4 full terms as a member of Council; and provided further that he shall not hold office for more than two years in succession at a time. The President shall during the term of office preside at all meetings of the Council and shall be responsible for the proper conduct of all such meetings. He shall have a casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Deputy President or Honorary Treasurer, sign all cheques on behalf of the Institute.</p>	<p>President</p> <p>The President shall be elected at the Annual General Meeting of the Institute; provided that no person shall be elected to such office until he has been a Corporate member for at least 5 years and shall have served 4 full terms as a member of Council; and provided further that he shall not hold office for more than 2 years in succession at a time. <b>During his term of office, the President shall preside over all meetings of the Council and be empowered to maintain order and proper conduct during the meetings.</b> He shall have a casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Deputy President or Honorary Treasurer, sign all cheques on behalf of the Institute.</p>	<p>This amplification in the clause makes explicit, the President's powers to maintain order during Council meetings and allow for the objectives of the meeting to be met – this can be further amplified in the byelaws.</p>
1.5	8.5	<p><b>Deputy President and Vice President</b></p> <p>The Deputy President and the Vice President shall be elected at the Annual General Meeting of the Institute provided that no person shall be elected to such office until he has been a Corporate member of 4 years and shall have served 3 full terms as a member of Council and provided further that he shall not hold office for more than 4 years in succession at a time. The deputy President shall deputise for the President during the latter's absence. The Vice President shall deputise for the President during the absence of both the President and Deputy President.</p>	<p><b>Deputy President and Vice President</b></p> <p>The Deputy President and the Vice President shall be elected at the Annual General Meeting of the Institute provided that no person shall be elected to such office until he has been a Corporate member for at least 4 years and shall have served 3 full terms as a member of Council and provided further that he shall not hold office for more than 4 years in succession at a time. The <b>D</b>eputy President shall deputise for the President during the latter's absence. The Vice President shall deputise for the President during the absence of both the President and Deputy President.</p>	<p>For information only and correction of typo.</p> <p>When deputising for the President, the Deputy President and Vice President should have the same powers as the President.</p>

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1.6	8.15	<p><b>Votes</b></p> <p>Questions arising at any meeting of the Council shall be decided by a majority of votes except as otherwise provided for in this Constitution. In case of an equality of votes the Chairman shall have further or casting vote.</p>	<p><b>Votes</b></p> <p><del>Questions</del> <b>Matters</b> arising at any meeting of the Council shall be decided by a majority of votes except as otherwise provided for in this Constitution. In case of an equality of votes the Chairman shall have <b>a</b> further casting vote. All Council members shall abide by the decisions taken.</p>	<p>Change of nomenclature to be consistent with the amendment to Clause 3.3.</p>
1.7	8.16	<p><b>Chairman of Council</b></p> <p>The President, or in his absence the Deputy President or Vice President or Honorary Secretary or Honorary Treasurer or Immediate Past President shall preside at all meetings of the Council. If at any meeting the President, the Deputy Presidents the Vice President, Honorary Secretary, Honorary Treasurer or Immediate Past President be not present within half an hour after the time appointed for the meeting, the meeting shall be postponed.</p>	<p><b>Chairman of Council</b></p> <p>The President, or in his absence, the Deputy President or Vice President or Honorary Secretary or Honorary Treasurer or Immediate Past President shall preside at all meetings of the Council. <b>The Chairman shall be empowered to maintain order and proper conduct during the meetings.</b> If at any meeting the President, <del>the</del> Deputy Presidents, <del>the</del> Vice President, Honorary Secretary, Honorary Treasurer <del>or</del> <b>and</b> Immediate Past President <del>be</del> <b>are</b> not present within half an hour after the time appointed for the meeting, the meeting shall be postponed.</p>	<p>Amendment is necessary to grant whoever is chairing a meeting the power to maintain order and proper conduct of the meeting.</p>
1.8	8.18	<p><b>Powers of Council</b></p> <p>A meeting of members of the Council at which a quorum is present shall exercise all the authorities, powers and discretions by or under the Constitution of the Institute for the time being vested to the Council. All expenditure incurred shall have the approval of the Council.</p>	<p><b>Powers of Council</b></p> <p>A meeting of members of the Council at which a quorum is present shall exercise all the authorities, powers and discretions by or under the Constitution and <b>Bye-Laws</b> of the Institute for the time being vested to the Council. All expenditure incurred shall have the approval of the Council.</p>	<p>Add the word Bye-Laws to make it abundantly clear.</p>

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No.	Clause	Existing	Proposed amendments	Rationale
1.9	8.20	<p><b>Vacation of Office by Office Bearers or Ordinary Member of Council</b></p> <p>Subject to the Societies Act 1966 the Office of an office bearer or Ordinary member of Council is vacated forthwith if:</p> <p>(a) he ceases to be member of the Institute.                      (b) he be absent from more than three consecutive meetings of the Council without prior leave of absence.                      (c) he resigns his office by notice in writing delivered to the Council.                      (d) his membership has been terminated under Clause 5.1 of the Constitution.                      (e) he has been convicted of any offence against the Societies Act 1966.                      (f) he has been convicted of any offence under any other law and sentenced to a fine of not less than two thousand ringgit or to imprisonment for a term of not less than one year.                      (g) if there is in force against him any order of detention, restriction, supervision, restricted residence, banishment or deportation under any law relating to the security of, or public order in Malaysia or any part thereof, or to prevention of crime, preventive detention, restricted residence, banishment or immigrations.</p>	<p><b>Vacation of Office by Office Bearers or Ordinary Member of Council</b></p> <p>Subject to the Societies Act 1966 the Office of an office bearer or ordinary member of Council is vacated forthwith if:</p> <p>(a) he ceases to be member of the Institute.                      (b) he <b>is</b> absent from more than three consecutive meetings of the Council without prior leave of absence.                      (c) he resigns his office by notice in writing delivered to the Council.                      (d) his membership has been terminated under Clause 5.1 of the Constitution.                      (e) he has been convicted of any offence against the Societies Act 1966.                      (f) he has been convicted of any offence under any other law and sentenced to a fine of not less than two thousand ringgit or to imprisonment for a term of not less than one year.                      (g) if there is in force against him any order of detention, restriction, supervision, restricted residence, banishment or deportation under any law relating to the security of, or public order in Malaysia or any part thereof, or to prevention of crime, preventive detention, restricted residence, banishment or immigrations.  <b>(h) he has initiated legal proceedings against the Institute, its subsidiaries, its members, or its officers for acting in their capacity of representing the Institute.</b></p>	<p>The Institute cannot effectively defend itself from a lawsuit initiated by its Council member whereby the plaintiff would have privileged access to discussions regarding the case.</p>

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1.10	CLAUSE 9	DUTIES OF OFFICE BEARERS  DUTIES OF OFFICERS	DUTIES OF OFFICE BEARERS <b>AND ORDINARY MEMBERS OF COUNCIL</b>  DUTIES OF OFFICERS	
1.11	9.1	<p>9.1 President</p> <p>The President shall during the term of office preside at all meetings of the Council and shall be responsible for the proper conduct of all such meetings. He shall have a casting vote and shall sign the minutes of each meeting at the time they are approved. He shall, in conjunction with the Deputy President or Honorary Treasurer, sign all cheques on behalf of the Institute.</p>	<p>9.1 President</p> <p>The President shall during the term of office preside at all meetings of the Council <b>and shall be empowered to maintain order and proper conduct of the meetings.</b> He shall have a casting vote and shall sign the minutes of each meeting at the time they are approved.</p> <p><b>He shall be empowered to nominate members of the Institute to be appointed to positions within Committees and subsidiaries of the Institute, and may at any time, propose to rescind such nominations. All appointments or rescissions shall require the approval of the Council by a majority of votes.</b></p> <p>He shall, in conjunction with the Deputy President or Honorary Treasurer, sign all cheques on behalf of the Institute.</p>	<p>This amendment is proposed to clarify the role of the President in appointing members to roles within the Institute with the approval of Council. Likewise, if the President proposes to rescind appointments previously made, his/her proposal shall require the support by a majority of council members.</p>
1.12	9.3	<p><b>Deputy President and Vice President</b></p> <p>The deputy President shall deputise for the President during the latter's absence. The Vice President shall deputise for the President during the absence of both the President and Deputy President.</p>	<p><b>Deputy President and Vice President</b></p> <p>The <del>d</del>Deputy President shall deputise for the President during the latter's absence. The Vice President shall deputise for the President during the absence of both the President and Deputy President.</p>	

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1.13	9.7	NEW CLAUSE	<p><del>DUTIES OF ORDINARY COUNCIL-MEMBERS</del> <b>MEMBERS OF COUNCIL</b></p> <p><b>Ordinary Members of Council</b></p> <p><b>Ordinary members of Council to fulfil and abide by the Aims and Objectives of the Institute and the decisions of Council.</b></p> <p><b>Members of Council shall undertake roles in Committees, and/or subsidiaries of PAM as appointed by Council, and upon his appointment to such roles, he shall faithfully execute his duties and responsibilities in accordance with the Constitution and Bye-Laws of the Institute.</b></p>	<p>Members are elected to the Council to serve the Institute by working collectively with the rest of the Council Members with the Council's duties and responsibilities being shared amongst its respective Members. If a member is unwilling to work with his fellow Council members or abide by the decisions of Council, they would be deemed to be not fulfilling their duties as prescribed in this amendment.</p>
1.14	Byelaw 15.0	<p>15.0 PAM CODE OF CONDUCT</p> <p>A member shall abide by the following principles:</p>	<p>15.0 PAM CODE OF CONDUCT</p> <p>A member shall abide by the following principles <b>and the accompanying Guide to the PAM Code of Conduct:</b></p>	<p>Proposal to fully incorporate the contents of the Guide to the PAM Code of Conduct in totality to remove ambiguity as to whether the 'Guide' is binding on all members.</p>