

A GUIDE TO AMENDING THE PAM CONSTITUTION.

01.00 Introduction.

01.01 The Constitution of an organization is the set of rules by which the organization governs itself. Much like any other set of rules, such as the *rules of football*, changing the rules should only be done as a last resort and only after careful review of the surrounding circumstances.

Nevertheless, it has to be accepted that some rules are far from perfect and that over time, these rules may become outdated and be in need of change.

01.02 The procedure for amending the PAM Constitution can be found within the Constitution itself but this guide has been prepared to assist any PAM Corporate Member who is interested in pursuing such amendments.

01.03 **The relevant clauses within the Constitution have also been indicated in this Guide for easy reference.**

02.00 Amending the Constitution.

02.01 Currently, the amending of the PAM Constitution can ONLY be carried out through ONE method, i.e.; ***through the tabling and passing of a Resolution at an Extraordinary General Meeting (EGM) (Cl. 7.4(c)).***

Upon the passing of such a resolution though, final approval is still required by the Registrar of Societies before the Constitution can be considered as being amended (Cl. 20.1.3).

02.02 The calling of such an EGM may be by PAM Council OR by any Corporate Member subject to the following :

a. By PAM Council.

Although Council is empowered to call for an EGM *at any time* they deem *expedient (Cl. 7.4(a))*, OR when in receipt of a written requisition from Corporate Members (please see below), the Constitution is silent on the minimum period of notice required to be given to all Members.

In calling for an EGM, it is hoped that Council give at least four (4) weeks notice to ALL Members, before the date of the proposed EGM.

b. By Corporate Members.

Corporate Members may also request Council to call for an EGM upon submission of a ***written requisition*** which is signed by no less than ***fifty (50) bona-fide, Corporate Members.***

Should Council FAIL to call for an EGM within twenty-one (21) days upon receipt of this written requisition, the Members requesting for such an EGM, ***may call and convene the EGM by themselves (CL. 7.4(b)).***

Although the Constitution is again, silent on this, ***it is hoped that the requisitionists, when calling for this EGM to be convened, also give sufficient notice (i.e.; a min. period of four (4) weeks) to ALL Members.***

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- 02.03 When calling for an EGM, any notice sent out to the members should also include the resolution which is to be tabled. Although there is no specific format for the tabling of such a resolution, ***it is advised that the resolution should indicate/quote;***
- a. ***the relevant portion of the existing constitution,***
 - b. ***the proposed amendment to this portion and***
 - c. ***an explanation of the proposed amendment.***

The above item c. may be in the form of a *preamble* to the resolution.
A sample of a proposed resolution can be found in Appendix A.

- 02.04 ***An organization's constitution is meant to serve ALL it's members and it is only fitting as such, that ALL members should be made aware of any attempts to amend the Constitution through the giving of a fair and reasonable notice with full particulars of the proposed resolution which is to be tabled and the date, time and venue of the proposed EGM.***

03.00 **The EGM.**

- 03.01 Currently, the Constitution does not allow for *virtual* EGM's and all EGM's require a *physical meeting* of Members.
- 03.02 Upon the giving of a fair and reasonable notice, PAM Council or the requisitionists may proceed to hold the EGM. The EGM though, ***may only be convened at the appointed date, time and venue if there is a QUORUM (Cl. 7.7).***
- 03.03 The minimum number of Corporate Members required to constitute a ***Quorum*** shall be ***twice the number of members selected and appointed to the PAM Council***, i.e.; if Council has 24 members, the minimum number of Corporate Members required for a QUORUM shall be 48 (i.e.; 2 x 24) ***(Cl. 7.7).***
- 03.04 ***Evidence of such a Quorum (or the lack of it) shall be based on the number of Corporate Members who have signed in for the EGM, at the time of the EGM being called to order.***
- 03.05 ***For an EGM requisitioned by Corporate Members; if there is NO QUORUM within half an hour after the appointed time for the holding of the EGM, the meeting shall be DISSOLVED (Cl. 7.8).***
- 03.06 ***For an EGM called by the PAM Council; if there is NO QUORUM within half an hour after the appointed time for the holding of the EGM, the meeting shall stand ADJOURNED till the same time and day of the following week at the same venue.***

The Chairman is at liberty though, to change the venue for the adjourned meeting if so required ***(Cl. 7.8).***

If at the adjourned meeting as held during the following week, there is still NO QUORUM within half an hour after the appointed time, the Corporate Members present shall be deemed to constitute the QUORUM (Cl. 7.8).

- 03.07 ***The Chairman for the EGM shall automatically, be the President of PAM (Cl. 7.10).***
If the President is not present within 15 minutes of the appointed time, the Deputy President (or in his absence, a Council Member chosen by the Corporate Members present at the EGM) shall become the Chairman.

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Kindly note that the constitution is silent on who shall assume the Chair if neither the President, Deputy President or any members of Council are not present.

- 03.08 As there are no specific requirements within the constitution, the conduct of an EGM is wholly at the Chairman's discretion.
By convention though, upon the EGM being called to order, the Chairman would begin by inviting the proposers of the resolution to present their proposals to the Floor.
This would then be followed by the Chairman asking for contributions from the Floor, either for or against the proposed resolution.
As noted earlier, the time allocated and the number of contributions from the Floor is wholly at the Chairman's discretion.

- 03.09 ***Irrespective of whether the proposers consent to it or not, the EGM is NOT empowered to AMEND the resolution tabled.***

Although again, the constitution is silent on this, the above is based on the principle that ALL Members must be made aware or be fully informed of any proposals to amend the Constitution. Unless each and every Corporate Member turns up at the EGM, it is almost certain that the Membership as a whole though, will not be aware of any amendments made to the resolution if such amendments are made at the EGM.

If any amendments to a resolution are required, the correct procedure is for the proposers to withdraw their resolution, amend it accordingly and re-table it again, in accordance to the above procedures.

04.00 **Voting on the Resolution.**

- 04.01 In order to decide if the proposed amendment to the constitution is to be accepted, ***the EGM is required to vote on the resolution (Cl. 7.11).***

The call for voting is normally made by the Chairman after he is satisfied that there has been sufficient debate.

- 04.02 Although ALL Members are entitled to attend an EGM, ***only Corporate Members*** who have paid their annual subscription for the period/year in question, ***are entitled to vote (Cl. 7.13).***

- 04.03 ***Voting on the resolution shall be by a show of hands*** from the Corporate Members registered as being present at the EGM UNLESS “a poll be demanded by the Chairman OR by at least five members present in person and entitled to vote (sic.)” ***(Cl. 7.11).***

Apart from saying that a poll will be taken “in such manner as the Chairman shall direct” ***(Cl. 7.12)***, there is no other guidance provided in the Constitution and it is a reasonable assumption that a poll in this instance, may be taken to mean a *secret ballot*.

- 04.04 In order for the proposed amendment to be adopted, the resolution has to receive supporting votes amounting to ***NO LESS THAN A TWO THIRD (2/3rd) MAJORITY of the Corporate Members registered as being present at the EGM (Cls. 7.4(c) & 20.1.1).***

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- 04.05 The number of Corporate Members registered as being present at the EGM shall mean the ***number of Corporate Members whom have signed in for the EGM, at the time of the calling for voting.***

Currently, for all General Meetings (incl. EGM's), the only time when attendance is recorded is when Members sign in before joining the Meeting. As this is the ***only documentary proof of the numbers attending, the number of members signing-in shall also form the basis of calculating the required two third (2/3rd) majority.***

Any Member whom is desirous of exercising his right to vote at the EGM is therefore advised to ensure that they are present when voting is called, i.e.: members are advised to schedule their toilet or refreshment breaks, telephone calls or any reasons which would take them away from the EGM, to suit the Chairman's call for voting.

- 04.06 Upon the results of voting being known, ***the Chairman shall make a declaration at the Meeting as to whether a Resolution has been carried (with a particular majority)OR Not carried (with a particular majority).***

The above declaration and the recording of such declaration into the Meeting Minutes shall be deemed as conclusive evidence as to whether the Resolution has been adopted or rejected.

05.00 **Ratification of the Amendment.**

- 05.01 Should the proposed amendment to the Constitution be passed at the EGM, PAM is then obliged to ***submit the amendment to the Registrar of Societies within 60 days of the EGM for approval.***

The Constitutional Amendment shall only take affect after approval by the Registrar of Societies and on the date of approval (Cl. 20.1.3).

*Ar. Joseph Tan Meng Hooi
25th Aug. 2020.*