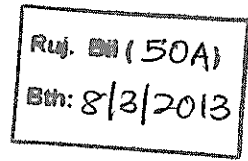


Constitution and Rules
PERSATUAN PEMANDU-PEMANDU PELANCONG SABAH
(SABAH TOURIST GUIDES ASSOCIATION)
(STGA)



ARTICLE 1. NAME

- 1.1 The name of the Association shall be "Persatuan Pemandu-Pemandu Pelancong Sabah", in English "Sabah Tourist Guides Association" and in abbreviation "STGA" hereinafter called the Association.

ARTICLE 2. REGISTERED OFFICE

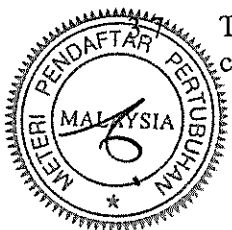
- 2.1 The Registered Office shall be at:
413 Jalan Saga, Likas Mile 4.5 Jalan Tuaran
89400 Kota Kinabalu, Sabah.
Or at such place or places as may from time to time be decided on by the Executive Committee and its postal address shall be at:
- 2.2 The Postal and correspondence address shall be at:
Sabah Tourist Guides Association
P.O.Box 21792, 88775 Luyang, Sabah.
- 2.3 The registered address and postal address of the Association shall not be changed without the prior approval of the Registrar of Societies
- 2.4 The place of meetings of the Executive Committee shall be at the registered office or at the place pre-determined by the Executive Committee.

ARTICLE 3. OBJECTIVES

The objectives of the Association shall be:-

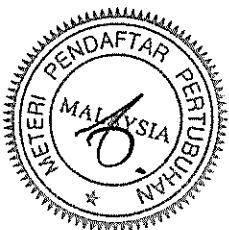
- 3.1 To assist the Government to promote Tourism Trade.
- 3.2 To facilitate the tour operators by providing them with qualified tourist guides for guiding assignments.
- 3.3 To promote international understanding and friendship.
- 3.4 To promote, advance and protect the general welfare and interests of the tourist guides in the State of Sabah, Malaysia.
- 3.5 To promote understanding and fellowship amongst all the tourist guides and the tourist guides Associations of Malaysia.
- 3.6 To represent all tourist guides in the state of Sabah in liaison with all other governmental departments and non-governmental organizations pertaining to the tourist guiding profession and all aspects of tourism.

To assist and to coordinate in the organization of the Malaysian tourist guides training course in conjunction with the Ministry of Tourism (or its successor-in-title).



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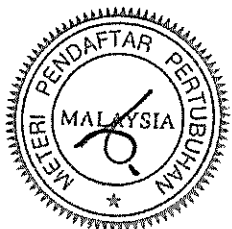
- 3.8 To organize any conference, convention, exposition, seminar, tourist guides training course or tourism related educational program either on its own or in conjunction with other governmental departments and non-governmental organizations.
- 3.9 To coordinate and discuss with the Ministry of Tourism (or its successor-in-title), other governmental departments and non-governmental organizations on resolutions passed at any conferences, conventions or seminar.
- 3.10 To discuss and resolve any issues with the Ministry of Tourism (or its successor-in-title), other governmental departments and non-governmental organizations on all aspects of the tourist guiding profession and the tourism industry.
- 3.11 To promote international, regional and domestic tourism.
- 3.12 To print and disseminate materials and information using various media of communication such as newsletters, guide books, career books, text books and periodicals relevant to the guiding, hospitality and tourism industry and other activities pertaining to the promotion of the objectives stated herein subject to the prior approval of the relevant authorities.
- 3.13 To arrange for alliances or affiliations and to co-operate with institutions, Associations or societies with objectives similar to those of the Sabah Tourist Guides Association on such terms and conditions as may be in the interest of the Sabah Tourist Guides Association.
- 3.14 To apply for purchase, take or lease, charge, in exchange or otherwise acquire or occupy any land or building or moveable which may be required for or used in connection with the objectives of the Association and to charge, sell, lease, give in exchange or otherwise dispose of the same or any part thereof.
- 3.15 To provide clubhouse facilities and such other forms of recreation and amenities for its members and the tourist guides.
- 3.16 To assist in any way for the benefits of the tourist guides during guiding assignment, the improvement of the tourist guide's accommodation, catering, transportation, safety and other relevant issues in Malaysia.
- 3.17 To form co-operative societies for the betterment of welfare for members or subscribe share of the said co-operatives societies.
- 3.18 To encourage and promote charitable activities and support charitable organizations.
- 3.19 To do all such acts and things as may be incidental to or connected with the attainment of any of the above-mentioned objectives.



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ARTICLE 4. MEMBERS

- 4.1 There shall be Four (4) classes of member, namely Honorary Member, Ordinary Member, Associate Member and Lifetime Member.
- 4.1.1 Honorary Members are conferred by the Executive Committee to those person who have rendered outstanding services to the Association and such Honorary Member shall have no voting rights.
- 4.1.2 Ordinary members are those who have undergone and passed a Certified Tourist Guide Training course organized by a licensed institution recognized by the Sabah Tourist Guides Association and have paid their annual subscription fee. They shall have voting right and shall be eligible to hold office in the Executive Committee.
- 4.1.3 Associates Members should be an individual or companies who subscribe to the objectives of the Association. The Associate Members shall not have voting rights and shall not be eligible to hold office in the Executive Committee.
- 4.1.4 Lifetime Members should be an individual who have subscribed to the objectives, rules and regulation of the Association for more than 20 years and whose application is approved by the Executive Committee. The Lifetime Member shall have voting rights and shall be eligible to hold office in the Executive Committee.
- 4.2 All applications shall be submitted in the prescribed form to the Executive Committee for approval. The Executive Committee may, by resolution pass at a meeting of the Executive Committee and without assigning any reason, refuse any application for membership.
- 4.3 Any member may withdraw from the Association at any time after giving one month's notice in writing to the Association of his/her intention to do so.
- 4.4 Any member who fails to comply with the rules of Sabah Tourist Guides Association or has acted in a manner to bring disrepute upon Sabah Tourist Guides Association may be expelled or suspended for a period of times as the Executive Committee deems fit. Before the Executive Committee expels or suspends the member, the member should be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and absolve itself. Such suspension or expulsion shall be enforced unless otherwise reversed by a general meeting upon appeal by the member.
- 4.5 If any member shall be convicted of any criminal offence, he shall thereupon cease to be a member of Sabah Tourist Guides Association.

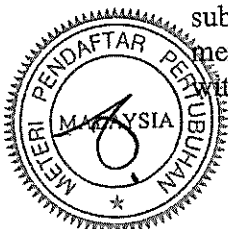


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- 4.6 Consideration to resume membership will be given to members who are going for further studies or overseas with prior notification and supporting documents to the Executive Committee.
- 4.7 It shall be the duty of each member to see his/her subscription is paid up to date and that an official receipt for it is obtained. The responsibility for keeping payments of subscription up to date shall be with the member and not with any official of the Association.
- 4.8 It shall be the duty of a member to notify in writing to the Honorary Secretary as soon as possible of any change of address, contact details or place of employment.
- 4.9 All members shall accept and agree to adhere to the policies, principles and programs of the association, in particular to attend the compulsory orientation meeting of the Sabah Tourist Guides Association.
- 4.10 All tourist guides subject to article 4.1.2 shall be entitle to apply for Ordinary membership with the association. All tourist guides may be accepted for Ordinary membership under the following conditions:
- 4.10.1 That all members agree to abide by this Constitution.
- 4.10.2 That Ordinary Members shall not practice dual membership or hold membership in any other Tourist Guides Association or Chapter of the State or Federal Territory as an Ordinary Member, unless an association or chapter is sanction and recognized by the Sabah Tourist Guides Association.
- 4.10.3 That the acceptance of any Ordinary Member from other tourist guide Association or Chapter of the Council membership be considered only upon the receipt of a letter of release and/or an indication that the said Ordinary Member is free from any outstanding obligations or issues, and/or monetary indebtedness from where the said Ordinary Member belonged to.
- 4.10.4 That all Ordinary Members of the Association agrees to abide by the Sabah Tourist Guides Association Code of Ethics and all rules, regulations, bye-laws and conditions formulated and adopted by the Association for the objective of enhancing and protecting the image and practice of the tourist guiding profession in Malaysia particularly in the state of Sabah.
- 4.11 An Ordinary Membership shall be terminated by the Executive Committee when the Ordinary Member no longer meets the above membership qualifications.

ARTICLE 5. SUBSCRIPTION

- 5.1 Every member, shall, between 1st November and 31st of January of each year, pay to the Association for such year an Annual Subscription or any outstanding annual subscription, the amount of which shall be fixed by the General Meeting. Any member, who fails or neglects to pay such subscription without any valid reason within the dates stated above, shall henceforth cease to be a member.



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5.2 The entrance and annual subscription fees shall be as follows:

	<u>Ordinary Member</u>	<u>Associate Member</u>
Entrance Fee	RM 200	RM 5000
Annual Subscription Fee	RM 100	RM 2500

ARTICLE 6. FINANCE

6.1 The funds of the Association shall derive from:-

- (i) Membership subscription;
- (ii) Donations and Grants;
- (iii) Fund raising projects, with the prior approval of Chief Minister Department or the Prime Minister Department or the relevant authorities, if necessary.
- (iv) Courses organized by Sabah Tourist Guides Association;
- (v) Any other activities as approved by the Executive Committee;

6.2 The Committee shall cause accounts to be kept of all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure take place.

6.3 The financial year of the Association shall end on the 31st December in each year.

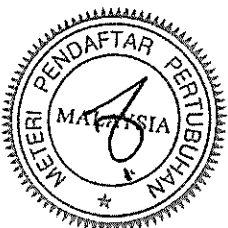
6.4 At the Biennial General Meeting held once in two years, the Executive Committee shall lay before the members a Balance Sheet and an Income and expenditure Account up to the 31st December, of the preceding two years. The account and the Income and Expenditure Account shall be signed by the Honorary President, the Honorary Secretary and the Honorary Treasurer, Notwithstanding this clause, Annual Returns will continue to be sent in compliance with the section 14(1) Societies Act 1966 at the end of each financial year.

6.5 Every such Balance sheet and Income and Expenditure Account shall be accompanied by a report of the Committee as to the state and condition of the Association for the preceding year laid down for its term of office.

6.6 The book of accounts shall be kept at the Registered Office of the Association or by the Honorary Treasurer.

6.7 The funds of the Association shall be under the control of the Committee who shall cause an account to be opened with a bank in Sabah in the name of the Association into which all money belonging to the Association, shall be signed by the Honorary Treasurer and countersigned by either the Honorary President or Honorary Secretary.

6.8 The Treasurer shall be empowered to spend up to RM 1000.00 at any one time with the approval of Honorary President and Vice-President 1 or 2 and all expenditure above RM RM1000.00 shall be approved by the Executive Committee.



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ARTICLE 7. PATRON

On the recommendation of the Executive Committee, the Association may appoint a Patron, person who are not members of the Association but are in sympathy with the objectives of the Association and desire to support it financially or otherwise.

ARTICLE 8. HONORARY POSTS

8.1 HONORARY CHAIRMAN

8.1.1 The Honorary Chairman shall subject to the provision herein be appointed to be deemed necessary by Executive Committee at its Biennial General Meeting and shall hold office for the said period, if the executive committee deemed there is a need.

8.1.2 The Honorary Chairman need not be a member of the Association and shall have no executive powers.

8.2 LEGAL ADVISER

On the recommendation of the Executive Committee, the Association may appoint legal advisers, person who are not members of the Association.

ARTICLE 9. EXECUTIVE COMMITTEE

9.1 The affairs of the Association shall be conducted by the Executive Committee subject to such regulations as may from time to time be determined by the Association at the General Meeting.

9.2 The Executive Committee shall consist of fifteen (15) members. At least half (1/2) of the Executive Committee members must be present physically at an Executive Committee meeting or via video conferencing to be valid and to constitute a quorum.

9.3 All Executive Committee members are to be elected at the Biennial General Meeting of the Association. Only Ordinary members present at the Biennial General Meeting shall be eligible for election to the Executive Committee.

9.4 The Honorary President and Honorary Treasurer shall not hold office for more than two consecutive terms.

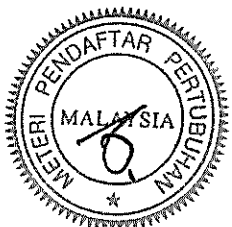
9.5 The Executive Committee shall consist of the following:-

1. An Honorary President
2. An Honorary Vice President (1)
3. An Honorary Vice President (2)
4. An Honorary Secretary
5. An Honorary Assistant Secretary
6. An Honorary Treasurer
7. An Honorary assistant Treasurer
8. An Honorary Education Officer



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9. An Honorary Assistant Education Officer
 10. An Honorary Disciplinary Officer
 11. An Honorary Assistance Disciplinary Officer
 12. An Honorary Membership
 13. An Honorary Special Events & Fund Raising
 14. An Honorary Protocol & Communication
 15. An Honorary Community & Welfare
- 9.6 The Executive Committee shall meet at least once a month and whenever necessary and shall fix their own time and place of meetings. At least three days' notice in writing or whatsoever mean shall be given to each Committee Members. There shall be meeting allowance for each executive member who attending the said meeting of which amount shall be reasonably determined by Executive Committee.
- 9.7 The Executive Committee may from time to time for a particular purpose co-opt such persons who are members into the Executive Committee.
- 9.8 The major expenditure incurred should have the approval of the Executive Committee.
- 9.9 In the absence thereafter of the Honorary President, the Honorary Vice- President(1) will deputize and in his/her absence also, the Honorary Vice-President(2) will deputize and in his/her absence also the Executive Committee shall elect another Honorary Chairman from among themselves who shall conduct the affairs of the Association temporarily.
- 9.10 The Office of a member of the Executive Committee shall be vacated:-
- 9.10.1 By notice in writing to the Honorary President or Honorary Secretary of the Association;
 - 9.10.2 If he/she ceases to be a member of the Association; and
 - 9.10.3 If he/she fails to attend three successive meetings of the Executive Committee without first having obtained the permission of the Honorary President of the Association for the time being or unless he/she is able to satisfy the Executive Committee with adequate reasons for such non attendance.
- 9.11 A casual vacancy may be filled by the Executive Committee but the person so appointed shall hold office only until the next Biennial General Meeting.
- 9.12 Each Executive Committee Member shall be entitled to one vote but the Honorary President at any Meetings shall have an original as well as a casting vote. Motions before the Executive Committee at a meeting thereof shall be passed if a majority of those present in person and voting shall be in favor thereof.
- 9.13 The Executive Committee shall cause proper minutes to be made of proceedings of all meetings of the Association and of the Executive Committee and all business transacted at such meeting and any such minutes of any meeting purporting to be signed by the Honorary President of the next succeeding meeting shall be conclusive evidence without any further proof of the facts stated therein.



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- 9.14 The Executive Committee shall have discretionary powers to issue a written caution to any member for any of the reasons contained in the Rules.
- 9.15 The Executive Committee shall have absolute power to regulate manage and control all the affairs of the Association and to carry out its objectives and exercise all such powers and do all such acts and things if they are of the benefit of the Association.
- 9.16 Motions before the Executive Committee shall be by a majority vote of members present.
- 9.17 The Executive Committee shall keep in touch with the members of the Association by any means of communication and keep them informed of what was taking place in the Association and in the Tourist Industry.
- 9.18 Between Biennial General Meetings the Committee shall interpret the rules of the Association, and when necessary determine any point on which the rules are silent.
- 9.19 All members of the Executive Committee and every officer performing executive functions in the Association shall be Malaysian Citizens.

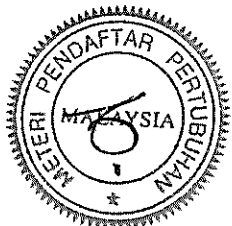
ARTICLE 10. SUB-COMMITTEE

- 10.1 The Executive Committee shall have power to appoint any of its member(s) as required by the Executive Committee at their discretion to form a sub-committee for any purposes; general or specific, to be specified in the resolution appointing such Sub-Committee. Any decision made by a Sub-Committee shall be reported to the Honorary Secretary within seven (7) days and the decision shall be valid and binding unless over ruled by a decision of the Executive Committee.

ARTICLE 11. DUTIES OF OFFICE BEARERS

11.1 Honorary President

- 11.1.1 The Honorary President shall preside over the Biennial General Meeting, any Extraordinary General Meeting and Meetings of the Executive Committee and exercise supervision over the affairs of this Association and perform such other functions as are incidental to his/her office.
- 11.1.2 The Honorary President shall have authority, subject to the ratification of the Executive Committee, to appoint, direct, suspend or remove such employees, as he/she may deem necessary.
- 11.1.3 The Honorary President shall make full reports of the administration of his/her office and of the affairs of this Association to the Executive Committee at every meeting of the said body, and to the members at the Biennial General Meeting.



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11.1.4 The Out-Going Honorary President shall sit in the new Executive Committee for a period of one year and shall be called as "Immediate Past President". His/her role is to ensure the smooth transition between the previous Executive Committee and the new Executive Committee.

11.2 Honorary Vice-President (1) & (2)

11.2.1 The Honorary Vice-President(1) shall be responsible for the internal administration of the Association and shall have administrative control over such office bearers and all other salaried staff of the Association.

11.2.2 In the absence or other temporary disqualification of the Honorary President(1), the Honorary Vice- President(2) shall assume the Honorary Chairmanship and shall exercise the functions of that office.

11.2.3 The Honorary Vice- President 1 or 2 shall also carry out such responsibilities, as may be delegated to him/her by the Honorary Chairman.

11.3 Honorary Secretary

11.3.1 The Honorary Secretary shall cause to be recorded the proceedings of the Biennial General Meeting, any Extraordinary General Meeting, and meetings for the Executive Committee.

11.3.2 The Honorary Secretary shall have charge of and preserve the books, records, files, documents and affairs of Association.

11.3.3 He/She shall maintain a membership register containing the names and particulars of all members.

11.4 Honorary Assistant Secretary

11.4.1 To assist Honorary Secretary

11.4.2 The Honorary Assistant Secretary shall represent Honorary Secretary if the Honorary Secretary is not present.

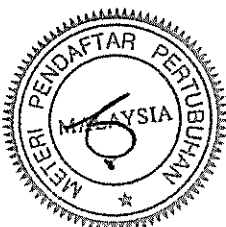
11.5 Honorary Treasurer

11.5.1 The Honorary Treasurer shall prepare the Annual Statement of Accounts for the Association for the preceding financial year for presentation to the Biennial General Meeting or Extraordinary Meeting and the quarterly statement of accounts for presentation to the Executive Committee Meeting.

11.5.2 The Honorary Treasurer shall be the custodian of the funds of the Association and shall make disbursements in accordance with such rules and by-laws as may be précised by the Executive Committee.

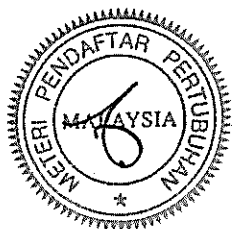
11.5.3 The Honorary Treasurer may be allowed a petty cash advance of RM1,000.00 at any one time subject to approval of Honorary Chairman and Vice Chairman.

11.5.4 The Honorary Treasurer shall also carry out such responsibilities as may be delegated to him/her by the Honorary Chairman.



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- 11.6 Honorary Assistant Treasurer
11.6.1 To assist Honorary Treasurer
11.6.2 The Honorary Assistant Treasurer shall represent Honorary Treasurer if the Honorary Treasurer is not present.
- 11.7 Honorary Education Officer
11.7.1 To conduct, monitor, supervise and coordinate Continuing Tourism Related Education of all members of Association.
- 11.8 Honorary Assistant Education Officer
11.8.1 To assist Honorary Education Officer
11.8.2 The Honorary Assistant Education Officer shall represent Honorary Education Officer if the Honorary Education Officer is not present.
- 11.9 Honorary Disciplinary Officer
To maintain the tour guiding professional's code and ethics and the discipline of the members.
- 11.10 Honorary Assistant Disciplinary Officer
11.10.1 To assist Honorary Disciplinary Officer
11.10.2 The Honorary Assistant Disciplinary Officer shall represent Honorary Disciplinary Officer if the Honorary Disciplinary Officer is not present.
- 11.11 Honorary Membership Officer
To create membership database system and keep an updated data of the members' profile
- 11.12 Honorary Special Events & Fund Raising Officer
His/her duty is to ensure and oversee the fund-raising projects for the Association and to organize events such as Annual Dinner, out of the town meetings, Extraordinary General Meeting and etc;
- 11.13 Honorary Protocol & Communication Officer;
11.13.1 The Honorary Protocol & Communication Officer shall be responsible for the liaison and public relations between the Association and members of the Association, members of Travel trade and members of the public.
11.13.2 The Honorary Protocol & Communication Officer shall be responsible for the publicity of the Association, such as Press releases, the Association's newsletter and other similar publications of the Association. He/She should have prior sanction of the Executive Committee before he/she issues press releases concerning controversial matters.
11.13.3 The Honorary Protocol & Communication Officer shall be responsible for giving tourist information and replying enquiry concerning the association.



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11.13.4 The Honorary Protocol & Communication Officer shall also carry to such responsibilities related protocol matters and any task that may be delegated to him/her by the Honorary President.

11.14 Honorary Community & Welfare Officer

To organize community services and to look into members' welfare on behalf of the Association

11.15 The Executive Committee shall also be delegated to other jobs by the Honorary President from time to time.

11.16 The outgoing Executive Committee shall hand over the registration certificate of the Association, the Rules and Constitution, Copies of the Annual Return, all files of correspondence, and title deeds of properties, account books, cheques and receipts and lists of assets to the new Committee during the occasion of handing over of office.

ARTICLE 12. BUDGET

12.1 Each year the Executive Committee shall adopt a budget for STGA for the succeeding fiscal year. The budget shall anticipate that the total expenses must not exceed that of the total anticipated revenue.

12.2 Such budget may be revised by Executive Committee at any time.

12.3 The Executive Committee, by a two-thirds (2/3) vote of all committee members, may authorize the expenditure of amounts in excess of anticipated revenues, but only in emergency and unforeseen circumstances, provided that the committee member shall not incur any expenditure which will result in indebtedness which exceeds the net assets of Association. Full details of the excess expenditure and the circumstances leading thereto shall be reported by the Honorary President to all members of the Association.

ARTICLE 13. REGISTER

13.1 The Honorary Secretary shall keep at the Registered Office a book or database system to be called "The Register of members of Sabah Tourist Guides Association".

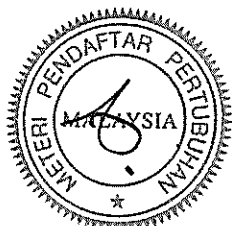
13.2 The Register shall contain the following particulars:-

13.2.1 The name, identity card number, address and occupation of each member.

13.2.2 The date on which the name of any member was inscribed in the Register as such and the date on which any member ceased to be a member.

13.2.3 Such particulars as the Executive Committee may from time to time direct.

13.3 All entries in the Register and all amendments to entries thereon shall be subject to the approval of the Executive Committee and the Register shall be opened to inspection by Office Bearers of the Association during normal hours of business at the registered office.



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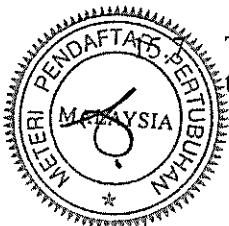
ARTICLE 14. ASSOCIATION'S STAFF

- 14.1 The Executive Committee shall have power to appoint employees or agents for such period on such terms and conditions as may from time to time be determined by the Executive Committee and they shall act under the general direction and be responsible only to the Committee and serve as herein provided and shall not be obliged to carry out wishes and instructions of individual members.
- 14.2 The Executive Committee at their discretion shall remove or suspend any paid employees or agents of the Association.
- 14.3 The employees or agents may from time to time be required to attend all Executive Committee and General Meeting as required by the Executive Committee. He/she may be allowed a petty cash advance of RM300.00 at any one time.

ARTICLE 15. GENERAL MEETING

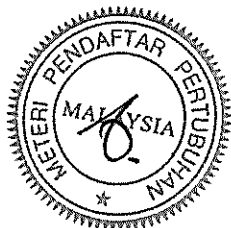
- 15.1 At least once in every two (2) calendar years and not later than 31st March of the year, the Executive Committee shall call a General Meeting of the members at such time and place as may be expedient. Such meetings shall be called Biennial General Meetings.
- 15.2 All other general meetings of the members shall be called Extraordinary General Meetings.
- 15.3 Extraordinary Meeting:-
- 15.3.1 On requisition in writing of any five percent (5%) of total numbers members duly lodged with the Honorary Secretary shall forthwith call an extraordinary General Meeting, with the consent of the Executive Committee.
- 15.3.2 On the requisition of the Executive Committee itself.
- 15.4 If within twenty-one days of receipt of such requisition the Executive Committee does not proceed to cause a meeting to be held the requisition may themselves convene the meeting.
- 15.5 Notice of Biennial General Meeting shall be informed to members one calendar month prior to the date of meeting and Notice of Extraordinary General Meeting shall be informed to members Fourteen Days (14) prior to the date of the meeting. Such notices shall be advertised in local newspaper or STGA official website by specifying the date, time and place of meeting and the business to be transacted.
- 15.6 The accidental omission to give notice of a General Meeting to, or the non receipt of such notice by, any person entitled to receive such notice shall not invalidate any resolution or business transacted at the meeting.

The quorum at a General Meeting shall be half (1/2) of the total membership or twice the number of Committee Members whichever is less.



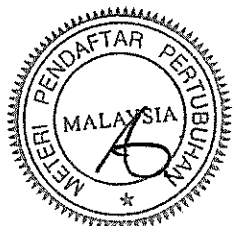
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- 15.8 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. If any other case it shall stand adjourned to the same day in the next week at the same time and place; or at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting, the members present shall be the quorum.
- 15.9 The Honorary President may, with the consent of the meeting at which a quorum is present, adjourn a meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as notice of an original meeting.
- 15.10 Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15.11 No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which adjournment took place.
- 15.12 The business of an Extraordinary General Meeting, amongst others, may include but not limited to:-
- 15.12.1 To receive the Committee's Report and account for the previous years together with the Auditor's Report thereon and if approved to pass them, and to ensure compliance of section 14 Societies Act 1966;
- 15.12.2 To Appoint Auditor.
- 15.12.3 To consider any other business of which not less than seven (7) working days' notice has been deposited in writing with the Honorary Secretary.
- 15.13 The business of a Biennial General Meeting Shall be:-
- 15.13.1 To receive the Committee's Report and account for the previous years together with the Auditor's Report thereon and if approved to pass them, and to ensure compliance of section 14(1) Societies Act 1966;
- 15.13.2 To elect Fifteen (15) office bearers : Honorary President, Honorary Vice-President (1), Honorary Vice President (2), Honorary Secretary, Honorary Assistant Secretary, Honorary Treasurer, Honorary Assistant Treasures, Honorary Education Officer, Honorary Assistant Education Officer, Honorary Disciplinary Officer, Honorary Assistant Disciplinary Officer, Honorary Membership Officer, Honorary Special Events & Fund Raising, Honorary Protocol and Communication, Honorary Community & Welfare according to the term specified;



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- 15.13.3 To Appoint an Auditor;
- 15.13.4 To consider any other business of which not less than seven (7) working days' notice has been deposited in writing with the Honorary Secretary.
- 15.14 Each member present personally at a General Meeting shall be entitled to one vote.
- 15.15 No member shall be entitled to vote in person unless all monies for the time being payable by him/her to the Association have been paid.
- 15.16 At all General Meetings, either Biennial or Extraordinary, a resolution put to vote of the meeting shall, except as herein otherwise provided, be decided on a show of hands unless a poll be demanded by the Honorary President entitled to vote. A declaration by the Honorary President of the meeting that resolution has been carried by particular majority, or lost, or not carried out by a particular majority, shall be conclusive and entry to that effect in the Minutes Book of the Association shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favor of, or against such resolution.
- 15.17 If a poll be demanded it shall be taken at the meeting in such manner as the Honorary President of the meeting shall direct; and the at which result of the poll shall be deemed to be the resolution of the meeting the poll was taken.
- 15.18 The Honorary President of the Executive Committee or in his absence the Honorary Vice President 1 or 2, shall preside as Honorary Chairman at every General Meeting, but if he/she shall not be present within fifteen minutes after time appointed for holding the meeting, then the members present may choose another member of the Executive Committee to take chair or if no Executive Committee member be present the members may then choose other member present to preside.
- 15.19 The proceedings of all General Meetings shall be entered in a Minute Book which on being signed by the Honorary Chairman at the next General Meeting shall be conclusive evidence of the business done and passed at the aforesaid General Meeting.
- 15.20 Nomination of office bearers and Committee Members.
- 15.20.1 Not less than one (1) Calendar month before the date of the Biennial General Meeting, nominations for such vacancies in the Executive Committee for the ensuing session shall be invited from the Ordinary Members.
- 15.20.2 Any two (2) Ordinary Members may nominate any Ordinary Member(s) for inclusion in to the voting paper with the written consent of the person so nominated within a week before the Biennial General Meeting.



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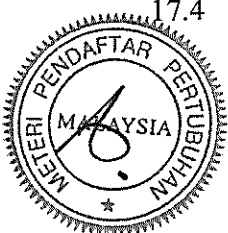
- 15.20.3 In the event that no nomination is received for a particular post of the Executive Committee the Ordinary Members present may nominate any other Ordinary Member for that particular office for the purpose of a ballot.
- 15.21 Voting papers shall be provided at the Biennial General Meeting and voting shall be carried out by ballot paper and returned to the Honorary Secretary during the Biennial General Meeting.
- 15.22 Executive Committee shall nominate two or more members as scrutinizers for the balloting. The scrutinizers shall count the number of eligible votes, and reject any voting paper on which member has voted for a number more than prescribed on the voting paper.

ARTICLE 16. PROPERTY

- 16.1 Pursuant to Section 9(b) of the Societies Act 1996, the Association shall be registered in the name of the Association, and all instrument relating to the property shall be valid and effective as if they had been executed by a registered proprietor provided they are executed by three officer bearers for the time being of the society, whose appointment are authenticated by a certificate of the Registrar, and seal with the seal of the Association.
- 16.2 The property of the Association shall be vested in them. They are not empowered to sell, mortgage or transfer the property of the Association unless given the authority to do so at the General Meeting.

ARTICLE 17. ALTERATION TO RULES

- 17.1 Any proposed alteration, addition or amendment to the Rules or to any subsequent rules which may be adopted hereafter shall be submitted to the Executive Committee in writing. The Honorary Secretary shall thereupon circulate the same to members of the Executive Committee which shall consider the proposal. If thought fit, the Executive Committee shall convene an extraordinary General Meeting to adopt such proposal, with or without modification.
- 17.2 The notice convening any such meeting shall set forth the proposal and the reasons therefore if such has been given and the recommendations of the Executive Committee in connection therewith.
- 17.3 Any proposal which is adopted by resolution passed in accordance with Article 15 (but by a two-thirds majority of those present and entitled to vote thereon) shall be valid and binding upon all members forthwith but subject to sanction or approval of the Registrar of Societies.
- 17.4 Any proposal approved herein shall be submitted to Registrar of Societies within 60 days after the General Meeting.



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ARTICLE 18. NOTICES

All notices sent or required by these rules to be sent to members shall be deemed to have been duly served if sent by the Honorary Secretary through STGA official website and members email addresses that is shown in STGA database system.

ARTICLE 19. INDEMNITY

If any prosecution, action or suit at law be commenced against any member or members of the Executive Committee, the Honorary Secretary or Secretaries, or any employee or agent of the Association for anything done by him/her/them in the proper or reasonable discharge of their duty of the Association, such person or persons shall be deemed and indemnified by end at the cost of the Association from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Association may be applied for such purpose as may be directed by the Executive Committee from time to time. Provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed on any person by sentence or order of a Court of Justice.

ARTICLE 20. DISSOLUTION

The Association shall not be dissolved except with the consent of not less than two-third (2/3) of the members who are present at an Extraordinary General Meeting specially convened for the purpose, and in the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be first fully discharged and after having paid costs of its winding up, the remaining finds if any, shall be distributed among the members whose names appear in the Register at the date of the passing of the Dissolution Resolution pro-rata to the total amount of the subscription paid by each member of the Association since is inception.

ARTICLE 21. DEFINITION OF THE LOGO

21.1 Description of Logo

Spiral Arrow: Pointing towards the peak depict the aim of the Association to cultivate its members so that they could achieve the highest level in the tour guiding profession. Also, it depicts the Guide's ambition to reach the highest level in the guiding profession.

Mountain: Shape of Mount Kinabalu signifying Sabah.

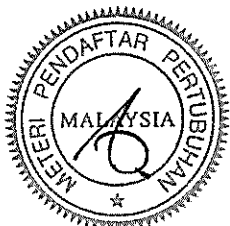
STGA: Sabah Tourist Guides Association.

Est 1977: Established in 1977.

21.2 Meaning of Colours

Blue colour: Tranquility, unity, strength and progress.

White colour: Purity and equality.

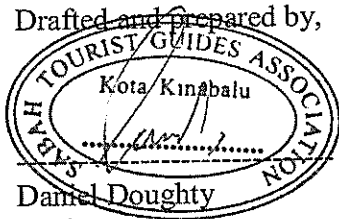


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Est 1977

Drafted and prepared by,



Daniel Doughty
Chairman
2012/ 2014

Verified by,

FAEZAHARTY A.M. IBNU BABA
ADVOCATE & SOLICITOR
SABAH, MALAYSIA.

