



吉隆坡暨雪兰莪家具公会  
**KUALA LUMPUR AND SELANGOR  
FURNITURE ASSOCIATION  
(KSFA)**

章程  
**CONSTITUTION**

No. Pendaftaran : PPM-002-10-05101957  
ROS Approval Date : 12 June 2022

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**ARTICLE 1 : NAME**

The Association shall be known as “PERSATUAN PERABOT KUALA LUMPUR DAN SELANGOR”, named "KUALA LUMPUR AND SELANGOR FURNITURE ASSOCIATION" in English, abbreviated as “KSFA”.

Hereinafter referred to as the “Association”

**ARTICLE 2 : PLACE OF BUSINESS**

The registered address and place of business of the Association is at:

***No. 37A, B&C, Jalan Kati/E, Seksyen U19,  
Taman Medan Mas, Kampung Baru Seri Sungai Buloh,  
40160 Shah Alam, Selangor.***

The registered address and place of business shall not be varied or modified without the prior approval of the Registrar of Societies.

**ARTICLE 3 : OBJECTIVE**

3.1 To represent furniture manufacturing and trading industry at Kuala Lumpur and Selangor under the umbrella of an organization.

3.2 To promote good relationships and co-operations amongst furniture industry and improve the reputation and image of the furniture industry..

3.3 To promote better understanding and good relationships between the Association and other guilds and societies and government authorities.

3.4 To promote the Malaysian Furniture Industry internationally.

3.5 To represent the furniture industry in Kuala Lumpur and Selangor area in all discussion or negotiation with the Government concerning issues affecting the furniture industry.

3.6 To organize exhibitions, talks, seminars and business tours aimed at raising the standard of the Malaysian Furniture Industry.

3.7 To make recommendation and provide information to members on matters of mutual or common interest such as market information, trade promotion, product development and technological advancement.

3.8 The Association shall have the power to;

- a) Own movable and immovable properties. All immovable properties must be held in the name of the Association.
- b) Borrow money from licensed financial institutions for the purposes of the Association.

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**ARTICLE 4 : MEMBERSHIP**

**4.1 Types / Qualifications of Members**

4.1.1 Ordinary Member - Any lawfully registered merchants/ entrepreneurs engage in furniture business or manufacturing or related industry in Kuala Lumpur and Selangor shall be eligible for ordinary membership.

4.1.2 Associate Member - Any lawfully registered merchants/ entrepreneurs which do not qualify under Clause 4.1.1 but who recognize the principles and objectives of the Association shall be eligible for associate membership.

**4.2 Procedure for Membership Application**

4.2.1 Applicants shall fill up the prescribed membership application form. The application shall be proposed by an existing qualified member and seconded by another existing qualified member. All application shall be subject to the approval of the Board of Executive Committee. Applicants are required to make payment of the prescribed fee(s) as stipulated under Article 6.1. The membership shall only be valid upon approval and payment of the prescribed fee(s). Notwithstanding the above, the Council of Committee may if authorised by the General Meeting, aa) admit any persons it considers suitable to be members, bb), waive the admission fees or part thereof.

4.2.2 The Board of Executive Committee reserves the right to reject any application without having to assign any reason whatsoever.

**4.3 The Rights of Members**

4.3.1 All members shall have the right to attend the Annual General Meeting and Extraordinary General Meeting.

4.3.2 All members shall have the right to speak, vote, and propose candidate for office. Any nomination for office shall be supported by a proposer and seconder.

4.3.3 Associate members shall enjoy the same rights as ordinary members save and except for Article 4.3.2.

4.3.4 Only Malaysian citizens are eligible for election as office bearers of the association.

4.3.5 Each member shall be entitled to nominate and register with the Association, one person as its authorised representative. The member shall be entitled to replace its registered representative at any time.

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**ARTICLE 5 : RESIGNATION CESSATION AND TERMINATION**

**5.1 Resignation**

5.1.1 Any member may resign from the Association by giving the Association not less than fourteen (14) days notice and make payment of all sums due and payable.

**5.2 Expulsion and Cessation**

5.2.1 The General Meeting shall have the power to expel any member.

5.2.2 The membership of any member(s) shall automatically cease if:

- a) The member is liquidated or dissolved. In the case of voluntary dissolution, on the date the resolution for dissolution is passed and in the case of court order, the date the order is pronounced;
- b) The member is struck off or removed from the register by competent authority having jurisdiction over it;
- c) The member is no longer eligible for membership in accordance with Article 4.1.
- d) The member is expelled by the General Meeting.

5.2.3 Any member who has been expelled by or whose membership is terminated for any reasons whatsoever shall:

- a) have no claims of whatsoever nature against the Association;
- b) not be entitled to any refunds of fees.
- c) be liable to pay any amounts due and owing.

5.2.4 Terminated or expelled members may after a lapse of three hundred and sixty-five (365) days from the date of cessation apply for membership of the Association.

**5.3 Suspension of Membership**

5.3.1 The Council of Committee may suspend the membership of any member if:

- a) The member commits any acts that tarnishes the reputation of the Association or otherwise brings the Association into disrepute;
- b) The member fails to comply with any the Constitution and or Rules of the Association;

The representative of a member whose membership is suspended or terminated shall automatically be suspended or vacated from office as the case may be.

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**ARTICLE 6 : SOURCE OF INCOME**

**6.1 Admission Fees / Fees / Special Subscription**

6.1.1 Every member (ordinary and associate) shall on admission, pay an admission fee of RM2, 000.00 only or such other amount as the Annual General Meeting may determine.

6.1.2 Special subscription: The Council of Committees may impose on members special subscription to defray expenses incurred by the Association.

**ARTICLE 7 : GENERAL MEETING**

**7.1 Supreme Authority**

7.1.1 The general meeting shall be the supreme body of the Association. The General Meeting shall be chaired by a Chairman to be appointed by the Meeting and if there are more than one nomination for the Chair, the same shall be determine by vote on a show of hands. All decisions of the General Meeting shall be binding on Members. The Association shall convene an annual general meeting once a year. Any other meeting shall be known as Extraordinary General Meeting.

7.1.2 General Meetings are empowered to:

- (a) To formulate and amend the Constitution.
- (b) To elect, extend and terminate members of the Council of Committee;
- (c) To monitor the performance of the Council of Committee;
- (d) To accept the statement of surplus allocation;
- (e) To determine the admission fees and the special subscription fees;
- (f) To receive and adopt the annual work plans, budgets and statement of yearly account;
- (g) To expel and terminate membership;
- (h) To appoint external auditors and authorise the Council of Committee to fix their remuneration;
- (i) To dissolve the Association.
- (j) To decide on all matters in relation to the rights and obligations of members and the Association.

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## **7.2 Annual General Meeting**

7.2.1 The Annual General Meeting shall be held on or before 30th of April each year.

7.2.2 Notice of meeting including agenda, copies of minutes, reports and proposals together with the audited statement of accounts of the Association for the preceding year shall be sent by soft copy through email and/or any digital channel to all members at least fourteen (14) days before the Annual General Meeting. Copies of these documents shall also be made available at the registered address or place of meeting of the Association for the perusal of all members.

7.2.3 The agenda of the Annual General Meeting shall include:

- (a) To confirm, if approved, to adopt the minutes of preceding Annual General Meeting;
- (b) To adopt the Council of Committee's report on the working of the Association during the preceding year;
- (c) To receive, and adopt the Treasurer's report and the audited statement of the accounts of the Association for the preceding year;
- (d) To appoint a licensed external auditors and authorise the Council of Committee to fixed their remuneration;
- (e) To discuss such other matters as may be tabled by the Council of Committee;
- (f) To discuss proposals from members for which due notice shall have been given.

7.2.4 All motions to be tabled at General Meetings pursuant to Article 7.2.3(f) shall be submitted to the Secretary General at least seven (7) days before the date of the General Meeting. The Council of Committee may, if necessary, summarise the proposals before presenting to the meeting. All proposals must be supported by a proposer and a seconder. If the proposer and seconder is absent from the General Meeting, the motion shall be deemed to have been withdrawn.

## **7.3 Election**

7.3.1 Nomination forms for the election of Council of Committee members shall be sent by softcopy through email and/or any digital channel to all members at least fourteen (14) days before the date of the General Meeting.

7.3.2 Date of election shall be determined by the Council of Committee.

7.3.3 The Members must personally attend the meeting to collect the ballot paper by presenting their National Registration Identification Cards. The Members shall cast their votes at the meeting.

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7.3.4 The candidates who received the highest number of votes shall be elected as the members of the Council of Committee for a term of two (2) years.

7.3.5 The inaugural ceremony shall be held within thirty (30) days from the date of the Annual General Meeting. The formalities of handing over duties shall also be completed on the same day.

#### **7.4 The Election Committee**

7.4.1 The Election Committee consists of not less than three (3) and not more than seven (7) members shall be established by the Council of Committee to manage and conduct the election.

7.4.2 The Election Committee shall formulate the rules of election.

7.4.3 The Election Committee is empowered to make decision on any matter relating to the election including making rulings on complains arising out of the election and announcement of the results of the election.

#### **7.5 Extraordinary General Meeting**

7.5.1 An Extraordinary General Meeting shall be convened if requested by:

- a) not less than one half of the members of the Council of Committee;
- b) the President;
- c) not less than Fifty (50) members'

All request to convene Extraordinary General Meeting pursuant to this Article shall be addressed to the Secretary General accompanied by the motions to be tabled.

7.5.2 The Secretary General shall convene the Extraordinary General Meeting within thirty (30) days from the date of receipt of such request. Notice of the Extraordinary General Meeting and its agenda shall be given to all members at least fourteen (14) days before the date of the meeting.

#### **7.6 Quorum of meeting**

##### **7.6.1 Annual General Meeting**

At least half of the total number of members of the Association or two (2) times the number of the Council of Committee (whichever is lesser) must be present in person or by proxy to constitute a quorum. If at the time fixed for the meeting a quorum is not present, the meeting shall be adjourned for an hour. If after the adjournment of an hour, there is still insufficient members present in person or by proxy to constitute a quorum, the members present in person and by proxy shall constitute the quorum for the meeting provided however, such meeting shall have no power to:

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- a) amend the constitution of the Association;
- b) transfer, sell or dispose immovable properties;
- c) make any decision that adversely affect the collective interest of members.

**7.6.2 Extraordinary General Meeting**

Save and except for Extraordinary General Meeting requested by members pursuant to Article 7.5.1(c) the quorum is the same as that of Annual General Meeting. In the case of Extraordinary General Meeting convened pursuant to Article 7.5.1(c) the quorum shall be a number equal to not less than two-third (2/3) of the members who requisitioned the Extraordinary General Meeting. If at the time fixed for the meeting a quorum is not present, the meeting shall be adjourned for an hour. If after the adjournment of an hour, there is still no quorum the meeting shall be cancelled. If an Extraordinary General Meeting is cancelled for lack of quorum, a new meeting to consider substantially the same motion may only be convened after a lapse of six (6) months from the date of cancellation.

**7.6.3 The Council of Committee Meeting**

Not less than one half of the members of the Council of Committee must be present to constitute a quorum.

**ARTICLE 8 : COMMITTEE**

8.1 During an adjournment of the General Assembly, the Council of Committee shall constitute the supreme authority. The members of Council of Committee shall hold their post for a term of two (2) years.

8.2 The functions of the Council of Committee are to manage, organize and supervise the affairs and activities of the Association. The Council of Committee shall make decision on matters affecting its operation in accordance with the general policy laid down at General Meeting. The Council of Committee may not act contrary to the expressed wishes or the stated objectives of the General Meeting. Without in any way derogating from the generality of the foregoing, the Council of Committee shall have the power to;

- (a) To elect and replace members of the Board of Executive Committee consisting of eleven members;
- (b) To resolve the resignation of the committee(s), Executive Directors and President;
- (c) To formulate and vary the allocation of income received;
- (d) To recruit and terminate the employment of staffs;
- (e) To prepare the annual work plans, reports and budgets and final accounts;
- (f) To appoint past presidents as Honorary President;

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(g) To implement such activities as may be directed by General Meeting;

(h) To appoint professional advisors and consultants.

8.3 The council of committee shall consist of not less than twenty-one (21) and not more than twenty-seven (27), of which twenty-five (25) shall be elected by the members. The president shall have the rights to recommend the appointment of committee/s to be approved by the council of Committee. The appointed committee/s shall serve the term equivalent to that of elected committees.

8.4 The elected members shall contest by way of an election within two (2) weeks from the date of their election to the office of Board of Executive Committee consisting of the following office bearers:

8.4.1 President

8.4.2 Deputy President

8.4.3 Three Vice Presidents

8.4.4 Secretary General

8.4.5 Deputy Secretary General

8.4.6 Treasurer

8.4.7 Deputy Treasurer

8.4.8 2 Ordinary Executive Committee

8.5 The post of President of the Association shall not be held by the same person for more than two (2) consecutive terms.

8.6 In the event of death or resignation of any member of the Council of Committee, the unsuccessful candidate who received the highest number of votes in the preceding election shall be invited to fill the casual vacancy. If there is no such candidate or the candidate declines to accept office, the Council of Committee shall have the power to co-opt any other voting delegate to fill the vacancy for the remainder of the two year term.

8.7 The Council of Committee may delegate any of its functions to Sub-Committees. All decisions made by the Sub-Committee shall be approved by the Council of Committee and all activities of the Sub-Committee must be reported to the Council of Committee.

8.8 The Council of Committee shall hold the Committee Meeting at least four (4) times per year. The Board of Executive Committee shall convene a meeting at least six (6) times per year. Notice of meeting shall be sent by softcopy through email and/or any digital channel to committee members at least fourteen (14) days before the meeting.

8.9 Employees and anyone who received regular allowance from the Association shall not be eligible to hold any office in the Council of Committee.

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8.10 A resolution in writing agreed to or signed by not less than one half (1/2) of Council of Committee members shall be as effective as a resolution passed at a meeting of the Council of Committee

8.11 All circular resolutions must be reported by the Secretary General at the next Committee Meeting.

8.12 A member of the Council of Committee shall vacate the office if:

- (a) The member fails to attend three (3) consecutive Committee Meetings without leave or any satisfactory reason(s);
- (b) The member is no longer eligible for membership or is expelled from the Association;
- (c) The member resigns and the resignation is approved by the Council of Committee;
- (d) The member is suspended and the duration of the suspension exceeds half the term of office;
- (e) The member is guilty of any illegal acts or misconduct by the disciplinary committee..

8.13 Council of Committee may instruct the Secretary General and or any of its members to carry out the duties of the Association. Standard operating procedure (SOP) of the Association shall be formulated by the Secretary General, reviewed by the President and approved by the Board of Executive Committee before implementation.

8.14 The association members may at any time, by resolution approved by two thirds (2/3) of the members present and voting dissolve the Council of Committee and elect a new Council of Committee or to extend the term of the Council of Committee. The extended term (if any) of the Council of Committee shall not exceed one (1) year.

8.15 The Board of Executive Committee shall inter alia:

- (1) Execute and implement the resolutions of the Council of Committee;
- (2) Assist the President and Secretary General to manage the Secretariat of the Association;
- (3) Set the agenda for Council of Committee's meeting.;
- (4) Manage the daily affairs of the Association;

**8.16.1 Disciplinary Committee**

8.16.1.1 The Board of Executive Committee shall ipso facto assume the role of Disciplinary Committee.

8.16.1.2 The Disciplinary Committee shall investigate and report to the Council of Committee:

- a) any matters referred to it by the Council of Committee;
- b) any complaints from members which in the opinion of the Board of Executive Committee merits investigation.

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8.16.1.3 The Disciplinary Committee shall conduct its investigation and present its finding and recommendation to the Council of Committee expeditiously.

8.16.1.4 The Council of Committee shall have the discretion not to accept the recommendation of the Disciplinary Committee and substitute its punishment.

**8.16.2 Appeal**

8.16.2.1 Any member who is not satisfied with decision of the Council of Committee has the right to appeal to the General Meeting provided such appeal is made in writing within thirty (30) days from the date of the Committees' decision.

8.16.2.2 The decision of the General Meeting on the appeal shall be final and shall not be challenged in any court of law.

**8.17 Motion of No Confidence**

8.17.1 The Council of Committee may if agreed to by not less than one third (1/3) of its members pass a motion of no confidence against the President. The motion of no confidence shall be submitted to the Deputy President.

8.17.2 The President shall vacate his post if not less than one half (1/2) of the Council Committee members at a secret ballot votes in favour of the motion.

**ARTICLE 9 : DUTIES OF OFFICE BEARERS**

**9.1 President**

9.1.1 To manage the affairs of the Association.

9.1.2 To be the Chairman of all Committee meetings of the Association.

9.1.3 To represent the Association and be the chief executive and spokesman of the Association.

9.1.4 The President shall have the power to defray expenditure each month of not more than Ten Thousand Ringgit (RM10,000.00) or such other amount as may be determined by the Council of Committee..

9.1.5 Shall have the second or casting vote in all meetings in of the event of a tie.

9.1.6 Power to propose to the Council of Committee, the suspension of any member of the Council of Committee.

**9.2 Deputy President**

9.2.1 To assist the President in carrying out his duties, deputize and/or act for the President during the absence of the President.

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9.2.2 The Deputy President shall have the power to defray expenditure each month of not more than Five Thousand Ringgit (RM5,000.00) or such other amount as may be determined by the Council of Committee.

**9.3 1st Vice President**

To assist the President in carrying out his duties, deputize and/or act for the President during the absence of both the President and the Deputy President.

**9.4 2nd Vice President**

To assist the President in carrying out his duties deputize and/or act for the President during the absence of the President, the Deputy President and the 1st Vice President.

**9.5 3rd Vice President**

To assist the President in carrying out his duties deputize and/or act for the President during the absence of the President, the Deputy President, the 1st Vice President & the 2nd Vice President.

**9.6 Secretary General**

9.6.1 To manage the daily affairs of the Association and in this connection, formulate standard operating procedures.

9.6.2 To execute resolutions passed at General Meeting and Committee Meeting.

9.6.3 To sign documents and be custodian of all official documents and seal of the Association.

9.6.4 To maintain the register of members.

9.6.5 To submit annual report to the Registrar of Societies within sixty (60) days from the date of Annual General Meeting.

9.6.6 To authorize expenses each month of not exceeding Five Thousand Ringgit (RM5,000.00) or such other amount as may be determined by the Council of Committee.

9.6.7 To examine and verify all payments and receipts.

9.6.8 Shall sign the minutes of each meeting.

**9.7 Deputy Secretary General**

To assist the Secretary General in carrying out his duties, deputize and/or act for the Secretary General during the absence of the Secretary General.

**9.8 Treasurer**

9.8.1 To be responsible for the financial matters of the Association.

9.8.2 To be custodian of all accounting records of the Association.

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9.8.3 To be cheques signatory.

9.8.4 To defray expenditure each month not more than Five Thousand Ringgit (RM5,000.00) or such other amount as may be determined by the Council of Committee.

9.8.5 To execute the budget that is approved by the Council of Committee.

**9.9 Deputy Treasurer**

To assist the Treasurer in carrying out his duties, deputize and/or act for the Treasurer during the absence of the Treasurer.

**ARTICLE 10 : FINANCIAL PROVISIONS**

10.1 The President, Deputy President, Honorary Secretary General and the Honorary Treasurer shall be the signatories of all cheques and financial instruments. All cheques or withdrawal notice on the Association's account shall be signed jointly by any two (2) of the Signatories. The Treasurer shall be a compulsory signatory. The President, and in his absence, the Deputy President and in his absence, the Secretary General shall be the second signatory.

10.2 The Treasurer may hold a petty cash float not exceeding Two Thousand Ringgit (RM2,000.00) or such other amount as may be determined by the Council of Committee. All money in excess of this sum shall be deposited in a bank approved by the Committee. The bank account shall be in the name of the Association.

10.3 All receipts issued by the Association must be signed by Treasurer.

10.4 The Treasurer shall ensure that the year end account of the Association is duly audited in time for submission to the Council of Committee and presentation to members at the Annual General Meeting.

10.5 The fund of the Association shall on no account be used to pay the fine of any member who may be convicted in a court of law.

10.6 The financial year of the Association commences on the 1st of January and ends on the 31st December each year.

10.7 The Board of Executive Committee may approve any expenditure not exceeding Fifty Thousand Ringgit (RM50, 000.00) ) or such other amount as may be determined by the Council of Committee.

**ARTICLE 11 : AUDITORS**

11.1 The Annual General Meeting shall elect the auditor..

11.2 The term of office of the appointed auditors shall be the same as that of members of Council of Committee.

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11.3 The duly audited accounts shall be presented to members at the Annual General Meeting for adoption.

**ARTICLE 12 : PROPERTY ADMINISTRATOR / TRUSTEES**

12.1 All properties of the Association shall be registered in the name of the Association and be placed under the management of Council of Committee. The incumbent President, Deputy President, Secretary General and Treasurer shall automatically become the Office Bearers of the Association. They shall manage all properties belonging to the Association and sign all relevant legal documents on behalf of the Association.

12.2 The Office Bearers shall have the power to invest any money of the Association. They may acquire movable and immovable properties of whatsoever description wherever situate and hold, sell, transfer or otherwise deal with any such investment and properties, provided always that any acquisition or disposal of immovable property shall be subject to the approval of the General meeting.

12.3 The Office Bearers may appoint any licensed financial institutions:

- (a) to manage the funds, investment or other property of the Association; and/or
- (b) to act as custodian or trustee for the Association any investment or other property of the Association.

**ARTICLE 13 : INTERPRETATION**

13.1 During General Meeting, the Council of Committee shall interpret the rules of the Association and if necessary, decide on matters of which the rules are silent.

13.2 Except where they are contrary to or inconsistent with policies laid down by the General Meeting, the decisions of the Council of Committee shall be binding on all members of the Association.

13.3 In the case of discrepancies or conflict between the Chinese Version and the English Version of the Constitution, the latter shall prevail.

**ARTICLE 14 : ADVISOR / PATRON**

**14.1 Honorary President**

14.1.1 The Council of Committee may at the request of the incumbent President appoint any past President as Honorary President. The appointed person must give his or her consent in writing. The Honorary President shall be entitled to the benefits of the Council of Committee and unless he is prior such appointment a member of the Council of Committee, shall have no right to vote at the General Council Meeting. He / She may be assigned to attend any external meeting to act in the interest for the

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association. The Honorary President shall serve the same term of service as that of the term of Council of Committee.

14.1.2 Notwithstanding the above, the immediate past President shall following his retirement from office be appointed as Honorary President for the ensuing term.

**14.1.3 The responsibilities of Honorary President**

At the request of the President, he/she may:-

- (a) represent the Association and attend any functions
- (b) represent Association at Malaysian Furniture Council (MFC)
- (c) attend any activities in the interest of the association.
- (d) be appointed as advisor to any Sub-committee formed by Council of Committee.

**14.2 Advisor / Patron**

The Council of Committee shall have the right to appoint prominent individuals who have made special contributions or rendered meritorious services to the Association to become Honorary Advisor. The appointed person must give his/her consent in writing. The Honorary Advisor shall serve the same term of service as that of the Council of Committee.

**ARTICLE 15 : PROHIBITION**

15.1 Introduction of immoral or illegal activities into the premises are strictly prohibited.

15.2 Neither the Association nor its members shall engage in any anti-competitive activities as defined in the Competition Act, 2010 nor attempt to restrict or in any other manner interfere with the trade or prices or engage in any Trade Union activities as defined in the Trade Union Act, 1959.

15.3 The Association shall not, without the prior approval of the appropriate authorities concerned, hold any lottery draw, in the name of the Association or Council of Committee or Members whether it is restricted to the participation of the members of Association or otherwise.

15.4 No member shall publish any press statement, announcement, article or the like that is deemed to be detrimental to the Association's reputation and interest.

**ARTICLE 16 : AMENDMENT OF CONSTITUTION**

16.1 No amendments of the articles shall be made except with the approval of the General Meeting.

16.2 Any proposals for the amendment of the articles must be notified to the members at least fourteen (14) days before the General Meeting.

16.3 The amended articles duly approved must be submitted to the Registrar of the Societies within sixty (60) days from the date of the General Meeting.

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16.4 The amended articles shall come into effect from the date of their approval by the Registrar of the Societies.

**ARTICLE 17 : DISSOLUTION**

17.1 In the Annual General Meeting, the Association may voluntarily be dissolved with the consent of not less than three quarter (3/4) of the members present and voting in the Annual General Meeting.

17.2 If the Association wishes to dissolve as stipulated in Article **17.1**, all debts legally incurred by the Association must be settled, and the remaining funds must be dealt with in accordance with the decision made by the General Meeting to donate to charitable organization, and shall not be distributed among the members.

17.3 A sub-committee shall be formed with full authority entrusted by the General Meeting to attend to all matters in respect to the dissolution. Notice of dissolution will be given within fourteen (14) days of the dissolution to the Registrar of Societies.

**ARTICLE 18 : FLAG, LOGO AND BADGE**

18.1 LOGO



18.2 The Emblem and Signification

18.2.1 The Green colour symbolizes a peaceful and go green.

18.2.2 The structure of the emblem is formed by alphabet “KSFA” and the establishment year “1956” in green. Symbol of “K” looks like a shelf and “S” looks like a chair to represent furniture industry.

18.2.3 The globe in green colour is symbolizes furniture industry moving forward to a sustainable growth and getting well known internationally in future.

隆雪家具公会  
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## 1. 名称

本会定名为“吉隆坡暨雪兰莪家具公会”，简称“隆雪家具公会”。国文名称为“PERSATUAN PERABOT KUALA LUMPUR DAN SELANGOR”。英文名称“KUALA LUMPUR AND SELANGOR FURNITURE ASSOCIATION”，简称 KSFA。

以下概称为“本会”。

## 2. 地址

本会之注册地址与通讯地址

**No. 37A, B&C, Jalan Kati/E, Seksyen U19, Taman Medan Mas, Kampung Baru Seri Sungai Buloh, 40160 Shah Alam, Selangor.**

未得社团注册官批准，本会注册地址及通讯处不得更改。

## 3. 宗旨

3.1 成立一个具有代表隆雪家具业的总机构。

3.2 促进隆雪家具同业的联系与合作并致力提升马来西亚家具业的良好声誉与形象。

3.3 促进本会与各社团组织以及相关政府部门的联系与交流并建立良好关系。

3.4 推动马来西亚家具迈向国际。

3.5 代表隆雪同业与政府协商与探讨家具业所面对的困难。

3.6 举办展览会、交流会、讲座会，及贸易考察团以提升我国家具业之水准。

3.7 为会员推介及提供资料，如：市场资料、贸易促销、家具新产品及工艺技术等方面的资料。

3.8 本会可行使权利进行：

a) 管理与筹募基金(经有关当局批准)，以贯彻公会的宗旨及购置动产和不动产，并在认为适当及有利的情况下变卖产业。

b) 向合法的银行及金融公司贷款套取基金，以贯彻公会宗旨。

## 4. 会员

### 4.1 会员种类 / 资格

#### 4.1.1 普通会员

凡在吉隆坡及雪兰莪经营家具贸易或家具制造或其他家具相关行业之马来西亚注册商家。

#### 4.1.2 附属会员

凡不符合普通会员资格,但认同商会理念之马来西亚注册商家。

### 4.2 申请入会手续

4.2.1 申请者需填写“永久会员申请表格”，由一名合格会员提议，另一名合格会员附议，经由常务理事会通过，及缴交所规定之会费 6.1 项，会员资格方才生效。尽管有以上所述，理事会可经由会员大会授权 aa) 接纳任何认为合适的人加入会员籍 bb) 豁免其入会费或一部分之会费。

4.2.2 常务理事会有权拒绝任何人之申请，而无需说明理由。

### 4.3 会员权利

4.3.1 会员享有出席常年会员大会，及特别大会之权利。

4.3.2 会员享有发言权，表决权，选举权及被选权。任何选举提名成为理事者应有一名会员提议及一名会员附议。

4.3.3 附属会员不能享有 4.3.2 项之权利，唯享有其它所有之会员福利。

4.3.4 本会理事必须为马来西亚公民。

4.3.5 各会员有资格推选一人代表其公司作为本会会员之授权代表。会员注册公司可在任何时候替换授权代表。

## 5. 退会及开除会籍

### 5.1 退会

5.1.1 任何会员欲退出会籍者，应以十四天之期限通知，并缴清之前所有欠款。

### 5.2 开除

5.2.1 会员大会 有权开除任何会员。

5.2.2 会员资格自动失效，如果：

- a) 已宣布清盘或破产者。会员在自愿清盘下，并决议通过；及在法院命令下，并通过法庭宣告。
- b) 经权责单位或主管机关决议除名者
- c) 丧失 4.1 项会员资格者
- d) 经会员大会决议除名者

5.2.3 不管以任何理由，而被开除或终止之会员，应该：

- a) 无权向本会提出任何索偿
- b) 无权向本会索取退还会费
- c) 需缴清之前所有欠款

5.2.4 退会或被终止会籍之会员如欲重新申请入会，须在会籍被终止三百六十五天（365 天）后可重新申请入会。

### 5.3 冻结会籍

5.3.1 理事会可冻结以下会员之会员籍：

- a) 假如该会员有破坏本会形象或名誉或有损及本会利益者。
- b) 假如该会员有不遵守本会章程者。

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任何冻结或开除之会员若持有理事职务, 应当自动冻结或废止。

## 6. 会费

### 6.1 入会费 / 永久会费 / 特别捐款

6.1.1 永久会费（一般与附属会员）：RM2,000.00（一次缴清，不可退款）或常年会员大会决议之其他款项。

6.1.2 特别捐款：理事会有权通过向会员募捐或向会员鸠收所应缴交之费用。

## 7. 会议

### 7.1 最高决策与权力机关

7.1.1 会员大会为本会最高决策与权力机关。会员大会由一名议长担任会议主持，若委任议长人选超过一人，则会员需以举手的方式进行表决。任何大会之决定需由会员决议之。本会必须每年召开一次常年会员大会，而其他会议则称之为特别会员大会（特大）。

7.1.2 会员大会之职权如下:-

- (a) 订定与变更章程
- (b) 选举、延长或罢免理事
- (c) 监督理事职务之执行
- (d) 使用盈余分配表之同意
- (e) 议决入会费、永久会费及会员捐款
- (f) 接纳年度工作计划、预算及年度财政报表
- (g) 议决会员之除名
- (h) 委任经注册之审核师并授权理事会议决其聘雇之费用
- (i) 议决本会之解散
- (j) 与会员权利义务有关之其它重大事项之议决

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## 7.2 常年会员大会

7.2.1 常年会员大会必须于每年四月三十日当天或之前召开。

7.2.2 秘书长须在常年会员大会开会日期至少十四天前，应通过电子渠道以软件形式，如电邮和/或其他数码方式发送一份开会通知书，包括：会议议程，前期会议记录，会务报告，提案及经过查账稽查的帐目报告。在注册办事处或开会地点需备有上述文件，以方便会员查阅。

7.2.3 常年会员大会处理事项包括：

- (a) 复准前期会议记录
- (b) 提呈及接纳理事会全年会务报告
- (c) 提呈及接纳财政报告与经过稽查的帐目表
- (d) 委任经注册之审核师并授权理事会议决其聘雇之费用
- (e) 讨论理事会提案
- (f) 讨论会员提案

7.2.4 提案须依据 7.2.3(f) 之条文进行，并须于开会日期七天前呈交秘书长，理事会可整理及归纳提案以便纳入议程。所有提案须在大会中讨论，议决须注有提议者及附议者。提议者和附议者务必出席会员大会，反之所提呈之提案将不被受理。

## 7.3 选举

7.3.1 候选人的提名表格必须在选举年之会员大会前十四天，将提名表格通过电子渠道以软件形式，如电邮和/或其他数码方式发送给各会员。

7.3.2 投票日期由理事会决定。

7.3.3 会员必须亲自到本会凭身份证领取选票，并现场投票。

7.3.4 获最高票数之候选人便正式中选为理事，任期两年。

7.3.5 宣誓就职典礼须于会员大会及新届理事会选举后三十天内举行，并于是日完成新旧理事移交手续。

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#### 7.4 选举委员会

7.4.1 选举委员会乃由理事会推荐至少三人或最多七人的合格会员担任之。

7.4.2 选举委员会有权拟定选举之细则。

7.4.3 选举委员会有权对章程中未列明之事项作出决定，候选人不得干预。任何对选举所发生的投诉概由选举委员会会议全权处理。

#### 7.5 特别会员大会

7.5.1 特别会员大会可由：

- a) 超过二分之一理事会连署而召开，
- b) 或会长决定而召开，
- c) 至少五十名有投票权的会员联名要求而召开

上述所要求召开的特别会员大会需以书面说明召开之目的及附上提案，并需呈交予秘书长。

7.5.2 秘书长必须在接到书面通知之三十天内召开特别会员大会，并于大会日期前十四天发出通告及议程予全体会员。

#### 7.6 会议法定人数

##### 7.6.1 常年会员大会

需有至少半数会员，或理事会人数的两倍（以少者为准）出席或授权他人出席方为有效。如至原定会议时间仍未达法定人数，大会得延迟一个小时举行。延迟后，仍未达法定人数，则出席会员或授权他人出席者得进行当日之会议。惟会议无权进行

- a) 修改章程
- b) 不得转让、变卖、或作出变动本会不动产主权之议决
- c) 或做出有影响全体会员之决定。

#### 7.6.2 特别会员大会

法定人数于 7.5.1(c) 同, 惟由会员联名召开者, 其法定人数除需符合 7.5.1(c) 条外, 需有三分之二联名者出席方为有效, 如至原定会议时间仍未达法定人数, 则延迟一个小时举行, 如延迟后仍未达法定人数, 则该会议即取消之。特别会员会因未达法定人数取消后, 须由取消日期起至少六个月后方得以同样之理由召开之。

#### 7.6.3 理事会

需至少二分之一理事出席方为有效。

### 8. 理事会

8.1 会员大会闭会期间, 以理事会为最高权力机构。理事任期以两年为一届。

8.2 理事会的任务是谘询及策划日常会务活动, 并在不违反会员大会原则下可对行政事项作出决定。理事会不得在未获会员大会同意之下, 作出违反会员大会意愿的决定。理事会须向每年的会员大会提呈去年度的活动报告。理事会之职权如下:

- a) 选举或罢免由理事会选任之常务理事
- b) 议决理事、常务理事、会长之辞职。
- c) 对收入之收受及分配方法之订定及变更。
- d) 聘免工作人员。
- e) 拟定年度工作计划、报告及预算、决算。
- f) 委任卸任会长为荣誉会长
- g) 执行会员大会议决之事项。
- h) 委任顾问团

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8.3 理事会最多由二十七（27）人及最低人数二十一（21）人组成。其中二十五（25）名成员由会员投票选出，另外，会长有权推荐委任理事并由理事会通过。受委者的任期与被选者相同。

8.4 中选之理事必须在会员大会后两个星期内复选下列职位及成为常务理事：

8.4.1 会长

8.4.2 署理会长

8.4.3 副会长 3 名

8.4.4 秘书长

8.4.5 副秘书长

8.4.6 财政

8.4.7 副财政

8.4.8 2 名普通常务理事

8.5 会长之职位不得由同一人连任超过两届。

8.6 如遇理事逝世或辞职，理事会可委任当届理事选举中落选而得票最多者以递补所产生的空缺。若无此人或落选者拒绝出任理事职位，理事会有权增选任何有投票权的代表填补空缺直至完成 2 年任期。

8.7 理事会有权成立各类小组以推动会务活动或处理某些事务，也可指示 任何理事执行某些特别事务。各小组所有议决须先获得理事会批准方可执行，而各小组活动也须向理事会提呈报告。

8.8 理事会每年至少须召开四次会议。常务理事会议每年至少应召开六次。会议通知必须于会议日期前十四天，通过电子渠道的方法发出。

8.9 本会任何受薪职员或接受固定津贴者不得担任理事会中任何职位。

8.10 任何紧急事项可通过“通告”方式取得理事会的批准。惟须超过二分之一理事会成员对有关事项以书面表示赞成或反对。

8.11 以简单多数票做出决定，用上述方式取得的决定，秘书长须在下次理事会议上提呈给理事会复准并记录存案。

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8.12 任何理事若有下列事项应即解任:

- (a) 连续三次无故缺席理事会会议
- (b) 丧失 4.1 项会员资格者或被开除者
- (c) 因故辞职经理事会决议通过者
- (d) 受冻结会籍处分期间逾任期二分之一者
- (e) 执行职务违背法令或有其它不正当行为, 经纪律委员会令其退职者

8.13 理事会可指示秘书长或其他理事处理会务标准作业程序 (SOP), 经秘书长初核, 会长复核, 常务理事会通过后实施。

8.14 会员大会得于理事任期未届满前, 经出席会员大会三分之二会员决议, 提前解任并改选全体理事或延长全体理事之任期。但经决议延长任期者, 以一年为限。

8.15 常务理事之职权如下: -

- 一、执行理事会之决议案
- 二、襄助会长、秘书长处理秘书处日常会务
- 三、预先审查理事会之会议议程及各项提报资料
- 四、处理日常会务

8.16.1 纪律委员会

8.16.1.1 纪律委员会乃由常务理事会担任之, 任期与该届理事会相同。

8.16.1.2 纪律委员会应就以下事项进行调查, 并呈报理事会:

- a) 任何由理事会所提交之事项
- b) 在纪律委员会认为应当展开调查会员之投诉

8.16.1.3 纪律委员会所进行的调查结果及处分的建议书, 应提呈理事会。

8.16.1.4 理事会拥有酌处权去判断或不接纳纪律委员会所提呈之调查结果及处分之建议。

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#### 8.16.2 上诉

8.16.2.1 受纪律处分之会员如对理事会之裁决有不满意者, 有权在三十天内以书面要求上诉会员大会。如超过三十天不上诉则当自动放弃上诉之权利。

8.16.2.2 会员大会对有关上诉所作之裁决为最后之裁决, 会员不得通过法律途径提出上诉。

#### 8.17 不信任动议

8.17.1 倘若对在任会长的领导失去信心, 理事会有权提呈动议罢免会长, 惟需通过理事会至少三分之一 (1/3) 人数之同意其动议。动议罢免之理由并通过理事会三分之一 (1/3) 同意的签署证明需以书面呈报至署理会长。

8.17.2 罢免会长之最终决定需得到至少二分之一理事会的同意方能有效通过。

### 9. 理事会成员之职权

#### 9.1 会长

9.1.1 负责管理本会一切事务。

9.1.2 担任本会理事会会议主席

9.1.3 对外的首席代表和发言人。

9.1.4 会长每个月有权批准不超过 RM10,000.00 之行政开支或理事会决议之其他款项。

9.1.5 会议表决时, 若票数相等, 会长可多投决定性的一票。

9.1.6 会长亦可行驶其权利提呈动议罢免会长在下的任何理事职位。

#### 9.2 署理会长

9.2.1 当会长缺席时, 由署理会长代行其职权。

9.2.2 署理会长每个月有权利批准不超过 RM5000.00 之行政开支或理事会决议之其他款项。

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9.3 第一副会长

当会长及署理会长缺席时, 由第一副会长代行其职权。

9.4 第二副会长

当会长、署理会长及第一副会长缺席时, 由第二副会长代行其职权。

9.5 第三副会长

当会长、署理会长及第一、二副会长缺席时, 由第三副会长代行其职权。

9.6 秘书长

9.6.1 负责处理本会日常事务。

9.6.2 执行大会或理事会所通过之议决案。

9.6.3 签署文件及保管一切印信及档案。

9.6.4 保管完整之会员名册。

9.6.5 在会员大会后六十天内向社团注册官提呈年报。

9.6.6 每个月有权批准不超过 RM5, 000.00 之行政开支或理事会决议之其他款项。

9.6.7 审核一切支款单据。

9.6.8 在任何会议记录上签名。

9.7 副秘书长

当秘书长缺席时, 代行其职权。

9.8 财政

9.8.1 负责掌管一切财政开支。

9.8.2 保管各种帐目结册, 并确保其正确性。

9.8.3 签署所有支票。

9.8.4 每个月有权批准不超过 RM5, 000.00 之行政开支或理事会决议之其他款项。

9.8.5 执行理事会所通过的财政预算。

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## 9.9 副财政

当财政缺席时，代行其职权。

## 10. 财务

10.1 会长、署理会长、秘书长及财政均为授权支票签署者。所有本会的支票及银行提款表格需由任何两人联名签署方为有效。财政为必然签署者，另一人则根据职位权限及排列即会长、署理会长或秘书长其中一人签署方为有效。

10.2 财政可以每次保管 RM2,000.00 之零用钱或理事会议决之其他款项。所有超过此数的款项应存入由理事会指定的银行。银行户口应以本会名义开设。

10.3 本会所有开支及发出之收条，应由财政签核。

10.4 财政将年终帐目，单据，收条等整理后，交查帐员稽查，经理事会审核后，方提呈常年会员大会中讨论及通过。

10.5 本会基金不能用作支付任何会员在法庭之罚款。

10.6 每年之一月一日为本会财政年开始，十二月三十一日为本会财政年终结。

10.7 常务理事会可议决不超过 RM50,000.00 开支或理事会决议之其他款项。

## 11. 审核师

11.1 由常年会员大会中推选经注册审核师。

11.2 审核师之任期与当届理事会相同。

11.3 本会一切全年帐目由审核师查核后，向会员大会提呈报告或建议。

## **12. 产业管理者和受托人**

12.1 本会所拥有的一切产业需以本会名义注册并由理事会负责管理。本届会长、署理会长、秘书长及财政为本会当然产业执行人，他们将代表本会执行本会不动产之操作并签署一切有关本会不动产的法律文件。

12.2 商会可在任何合适时机进行投资项目如购置物业、房产或其他投资，同时可持有、出售、转让或以其他方式处理该等投资项目。其投资项目可授权理事会进行处理。

12.3 可委任金融机构：

(a) 管理基金，投资或商会拥有之其它产业

(b) 此人为产业或投资项目之保管人或受托人

## **13. 章程诠释**

13.1 在会员大会上，理事会可针对章程作出诠释，必要时，也可对本章程中未列明事项作出决定。

13.2 在不违反会员大会既定原则下，理事会对行政管理所作出之决定为最终之决定。

13.3 若中英文章程有出入，则以英文为主。

## **14. 顾问 / 荣誉会长**

14.1 荣誉会长

14.1.1 理事会有权委任荣誉会长（此人须是历任会长），受委者须书面同意。荣誉会长可享有理事之权益，除非其被选为理事，否则不能在理事会议上参与投票。荣誉会长可被授委代表本会出席外部会议，惟其在会议上行使之权利需以本会利益为主。受委之荣誉会长之任期与当届理事任期相同。

14.1.2 每届或连任两届之卸任会长必须担任一届（为期两年）当然荣誉会长。

隆雪家具公会  
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#### 14.1.3 荣誉会长之职责

在会长推荐下可担任以下职务:

- (a) 代表本会出席任何会议或活动
- (b) 代表本会出席或担任马来西亚家具总会之会议或职务
- (c) 所代表出席的会议或活动皆应以本会利益为主
- (d) 授委担任理事会所成立的小组之顾问

#### 14.2 顾问

理事会有权敦请德高望重, 对本会有贡献者为顾问, 受委者须书面同意。受委顾问之任期与当届理事任期相同。

### 15. 违禁

15.1 本会严禁在会所内进行任何形式的赌博及非法活动。

15.2 本会或会员不可涉及干扰商业或物价的活动或进行违反 2010 竞争法令的活动, 或参与 1959 职工会法令所阐述的职工活动。

15.3 如果没有得有关当局的批准, 本会不可用本会名义, 理事会名义, 或会员名义, 举办任何形式的彩票活动, 不论是否只限于会员参加。

15.4 所有会员不得在报章上发表或刊登任何有损本会声誉或权益的文告或文章。

### 16. 修改章程

16.1 除非获得会员大会之通过, 本章程不得任意修改。

16.2 任何修改章程之建议必须在会员大会前十四天通知会员。

16.3 通过修改之章程, 必须在会员大会后六十天内, 由秘书长呈报社团注册官。

16.4 修改后之章程, 须从社团注册官批准之日期生效。

## 17. 解散

17.1 在会员大会中，获得不少过四分之三之出席会员同意后，本会即可自动解散。

17.2 本会如欲遵照 17.1 项解散，本会所欠下之有合法债务必须清还，如有剩余款项及产业变卖后之盈利，须遵照会员大会之决定，捐予慈善和教育团体，不得盈余分予会员。

17.3 解散后一切善后工作，须交由会员大会授权的善后委员会处理，解散书须于十四日内呈交社团注册官。

## 18. 商会标志、勋章、会旗

### 18.1 商会标志



### 18.2 会徽之涵义

18.2.1 青色代表和平、环保。

18.2.2 整体构造由“KSFA”组成，1956 年是本会成立年份。其中的“K”字样形状像橱柜，“S”字样形状则像椅子，象征着家具行业。

18.2.3 “地球”形状标示着家具行业走向更美好，响名国际的未来。

(若中英文章程有出入，则以英文为主)