

**PERLEMBAGAAN BAGI**

**PERTUBUHAN INDUK**

**MAJLIS NAIB CANSELOR UNIVERSITI SWASTA (VICE CHANCELLOR'S COUNCIL FOR PRIVATE UNIVERSITIES) (VCCPU)**

(PPM-023-16-19112019)

**CLAUSE 1 NAME**

(1) The Association shall be known as

MAJLIS NAIB CANSELOR UNIVERSITI SWASTA

Hereinafter referred to as the Association.

(2) Meaning of name : VICE CHANCELLORS' COUNCIL FOR PRIVATE UNIVERSITIES

(3) Level : LAIN-LAIN

**CLAUSE 2 PLACE OF BUSSINESS**

(1) The registered address is

D/A PEJABAT KETUA PENGARAH PENDIDIKAN TINGGI  
JABATAN PENDIDIKAN TINGGI  
KEMENTERIAN PENDIDIKAN MALAYSIA  
ARAS 9, NO.2, MENARA 2  
JALAN 5/6, PRESINT 5  
62200 WILAYAH PERSEKUTUAN PUTRAJAYA

or at such other place as may from time to time be decided by the Committee;  
and the postal address is

PEJABAT PRESIDEN  
UNIVERSITI MULTIMEDIA  
PERSIARAN MULTIMEDIA  
63100 CYBERJAYA  
SELANGOR

(2) The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

**CLAUSE 3 OBJECTIVE**

## (1) Objectives of The Council

The Objectives of The Council are:

- (a) To act as a consultative platform linking private universities with the Ministry of Education and other relevant agencies in enhancing higher education in Malaysia. The term “private universities” is taken throughout this constitution to include not only Malaysian private universities but also foreign university branch campuses established within the territory of Malaysia and recognised by the Ministry of Education.
- (b) To be a source of advice to the Ministry of Education and/or other agencies on the further development of tertiary higher education in Malaysia.
- (c) To undertake activities, programmes, studies etc. for the benefit of higher education, private higher education and private universities.
- (d) To provide a platform for the Vice Chancellors of private universities in Malaysia to share ideas, experience and resources with regards to higher education and private universities. The term “Vice Chancellors” shall be taken throughout this constitution to include also the heads of Malaysian private universities with alternative titles, such as Presidents or Rectors, as well as the recognised heads of foreign university branch campuses established within the territory of Malaysia, even if such heads do not carry the specific title of Vice Chancellor.
- (e) To promote best practices in higher education.
- (f) To design activities related to higher education quality for mutual benefit at national and international levels.
- (g) To mediate and promote links between local and foreign regulatory and professional bodies.
- (h) To facilitate alignment and mainstreaming of private universities with the national education policy.
- (i) To serve as a platform for discussion on academic and internationalisation matters among private universities and the Ministry of Education.

## (2) Powers of The Council

In the pursuit and furtherance of the objectives, The Council shall have the following powers:

- (a) To arrange regular formal meetings with the Minister, the Secretary General and the Director General of the Ministry of Education, or other appropriate officials of the Ministry or other relevant official bodies, or use other means as appropriate, so that matters relevant to higher education, and particularly private universities, can be brought speedily and efficiently to the notice of the authorities.
- (b) To arrange periodical meetings of the members or any segment thereof.
- (c) To organise workshops, talks or seminars to enhance higher education particularly in relation to matters relevant to private universities.
- (d) To lease or otherwise occupy premises to accommodate a secretariat.
- (e) To collect membership subscriptions or otherwise acquire sums of money to support the objectives of The Council and the execution of its powers.

(1) Membership of The Council shall be open to all Vice Chancellors of private universities registered under the Ministry of Education, Malaysia.

(2) There will be one member per private university, which shall strictly be the current Vice Chancellor as registered and approved by the Ministry of Education.

(3) Upon payment of the prescribed annual subscription, every eligible Vice Chancellor shall be admitted as a member of The Council and shall be entitled to all the privileges of membership.

#### **CLAUSE 5 RESIGNATION & TERMINATION**

(1) Any member who wishes to resign from The Council shall give two weeks' notice in writing to the Secretary and shall pay up all dues.

(2) Any member who fails to comply with the rules of The Council or has acted in a manner to bring disrepute upon The Council may be expelled or suspended for a period of time as the Executive Board deems fit. Before the Executive Board expels or suspends the member, the member shall be informed of the grounds for such expulsion or suspension in writing and be given an opportunity to explain and clear himself in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a General Assembly upon appeal by the said member.

#### **CLAUSE 6 SOURCE OF INCOME**

(1) The subscription payable is initially set as follows:-  
Annual subscription: RM 1000 (Ringgit Malaysia One Thousand)

(2) The annual subscription shall be payable to the Treasurer and shall become due on 1st January of each calendar year. Any member who allows his or her subscription to be in arrears by more than two months shall receive a written notification signed on behalf of the Secretary and shall be denied the privileges of membership until the arrears have been settled.

(3) The annual subscription may be varied by resolution of a General Assembly of The Council.

#### **CLAUSE 7 GENERAL MEETING**

(1) The supreme authority of The Council is vested in a General Assembly of the members, with one vote per member. At least one-third of the voting membership of The Council must be present at a General Assembly for its proceedings to be valid and to constitute a quorum.

(2) If half an hour after the time appointed for the General Assembly a quorum is not

present, the meeting shall be postponed to a date (not exceeding 30 days later) to be decided by the Executive Board; and if a quorum is not present half an hour after the time appointed for the postponed meeting, the members present shall have the power to proceed with the business of the day but shall not have the power to alter the rules of The Council or make any decision affecting the whole membership.

(3) A General Assembly shall be held at least twice per year.

(4) One of the General Assemblies each calendar year will be convened as an Annual General Meeting (hereinafter "AGM") of The Council as soon as possible after the close of each financial year on a date and a time and place to be decided by the Executive Board. The business of the AGM shall be:-

(a) To receive and approve the minutes of the previous AGM;

(b) To receive and approve the Executive Board's report on the working of The Council during the previous year;

(c) To receive and approve the Treasurer's report, financial statements, and the audited accounts of The Council for the previous year;

(d) To approve formally new members of The Council and to approve termination of membership, on the recommendation of the Executive Board;

(e) To elect members of the Executive Board including its Office-Bearers who shall take office following the AGM and serve for a term of two years;

(f) To approve proposals for activities and budgets for the coming year;

(g) To appoint auditors for the ensuing year;

(h) To determine the location of the secretariat;

(i) To determine the annual subscription of members;

(j) To deal with such other matters as may be put before it.

(5) The Secretary shall send to all members at least fifteen days before a General Assembly an agenda including copies of minutes and reports, together with the audited accounts of The Council for the previous year in the case of the AGM. Copies of these documents will also be made available at the registered address of The Council for the perusal of members.

(6) A Special General Assembly may be convened by the Executive Board giving notice of the business it shall consider. The Executive Board shall convene a Special General Assembly to consider an item of special business when it is petitioned to do so by at least two thirds of the members. At the decision of the Executive Board, a Special General Assembly may be conducted electronically.

(7) Paragraph 7 (2) of this constitution regarding the quorum and the postponement of a General Assembly shall apply also to a Special General Assembly, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed Special General Assembly requested by members, it shall be cancelled, and no Special General Assembly shall be convened for the same purpose until after the lapse of at least six months from the date thereof.

(8) The Secretary shall forward to all members a copy of the draft minutes of each General Assembly, including a Special General Assembly, as soon as possible after its conclusion.

## **CLAUSE 8 COMMITTEE**

(1) The management of The Council shall be effected by the Executive Board. The quorum for meetings of the Executive Board shall be one third of its members. Each member of the Executive Board shall have voting rights.

(2) The Executive Board shall consist of four Office-Bearers, namely (i) a Chairman, (ii) a Vice Chairman, (iii) a Secretary and (iv) a Treasurer, plus up to ten ordinary members as well as the Immediate Past Chairman (ex officio) who shall serve for a term of two years.

(3) When vacancies for Office-Bearers and ordinary members of the Executive Board arise at the end of a term, they shall be elected at the AGM.

(4) Names for the Executive Board in paragraph (3) shall be proposed and seconded and election will be by a simple majority vote of the members of The Council at the AGM. All the elected members of the Executive Board shall be eligible for re-election after their term, except that no member of The Council may serve as a member of the Executive Board for more than two successive terms. If the outgoing Chairman has served two terms as a member of the Executive Board, he/she shall be permitted to serve one further term as the Immediate Past Chairman (ex-officio).

(5) The function of the Executive Board is to organise and supervise the activities of The Council and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The Executive Board shall not act contrary to the expressed wishes of the General Assembly without prior reference to it and shall always remain subordinate to the General Assembly. It shall furnish a report to each AGM on its activities during the previous year.

(6) The Executive Board shall meet at least four times a year. Fifteen days notice of each meeting shall be given to the members. The Chairman acting alone, or not less than three of the members of the Executive Board acting together may call for a meeting of the Executive Board to be held at any time. At least one half of the Executive Board members must be present for its proceedings to be valid and to constitute a quorum.

(7) Where any urgent matter requiring the approval of the Executive Board arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter including electronic circular. The following conditions must be fulfilled before a decision of the Executive Board is deemed to have been obtained:-

(a) The issue must be clearly set out in the circular and forwarded to all members of the Executive Board;

(b) At least one-half of the members of the Executive Board must indicate whether they are in favour or against the proposal; and

(c) The decision must be by a majority vote.

Any decision obtained by circular letter shall be reported by the Secretary to the next Executive Board meeting and recorded in the minutes thereof.

(8) Any member of the Executive Board who fails to attend three consecutive meetings of the Executive Board without satisfactory explanation shall be deemed to have resigned from the Executive Board.

(9) In the event of the death or resignation of a member of the Executive Board, the Executive Board shall have the power to co-opt any other member of The Council to fill the vacancy until the next election of office-bearers.

(10) The Executive Board shall give instructions to the Secretary and other officer-bearers for the good conduct of the affairs of The Council. It may appoint such staff as it deems necessary. It may suspend or dismiss any member of the staff for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Executive Board, or for any other reason which it deems good and sufficient in the interest of The Council.

(11) Non-citizens are allowed to hold Executive Board positions provided that at all times that the non-citizen is a Vice Chancellor as defined in Clause 3(d) and eligible for membership under Clause 4(2).

## **CLAUSE 9 DUTIES OF OFFICE BEARERS**

(1) The Chairman shall during his or her term of office preside at all General Assemblies and all meetings of the Executive Board and shall be responsible for the proper conduct of all such meetings. He or she shall have the casting vote and shall sign the minutes of each meeting at the time they are approved. The Chairman shall also, in consultation with the members of the Executive Board, carry out activities consistent with the objectives of The Council, implement decisions of the Executive Board, and determine the date and venue of the meetings of the Executive Board.

(2) The Vice Chairman shall deputise for the Chairman on appropriate occasions.

(3) The Secretary shall be responsible for all matters concerning the administration of The Council. He/she shall prepare the annual and other reports to be circulated to members and tabled at the meetings of the Executive Board and the General Assembly. He/she shall also prepare the agenda for all meetings of The Council. The Secretary shall conduct the business of The Council in accordance with the constitution, and shall carry out the instructions of the General Assembly and of the Executive Board. He/she shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. He/she shall attend all meetings, and record all proceedings. He/she shall keep a membership register consisting of details such as name, identity card number, date and place of birth, occupation, name and address of employer and residential address. He/she shall file annual returns within 60 days from the date of the AGM to the Registrar of Societies. He/she may in conjunction with the Chairman sign cheques on behalf of The Council in the absence of the Treasurer.

(4) The Treasurer shall be responsible for the finances of The Council. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He/she shall submit the annual audited statements of accounts to the AGM for approval. He/she shall in conjunction with the Chairman normally sign all cheques on behalf of The Council.

(5) The ordinary members of the Executive Board shall carry out such duties as directed by the Chairman or the Executive Board generally.

#### **CLAUSE 10 FINANCIAL PROVISION**

(1) Subject to the following provisions in this constitution, the funds of The Council may be expended for the purpose necessary for the carrying out of its objectives, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

(2) The Treasurer may hold a petty cash advance not exceeding RM 2,000 at any one time. All money in excess of this sum shall within seven days of receipt be deposited in a bank approved by the Executive Board. The bank account shall be in the name of The Council.

(3) All cheques or withdrawal notices on The Council's account shall be signed jointly by the Chairman and the Treasurer. In the absence of the Chairman, the Secretary shall sign on behalf of the Chairman.

(4) The Chairman together with the Treasurer or the Secretary are authorised to approve every item of expenditure below and up to RM 5,000. The Executive Board shall approve by a simple majority every item of expenditure above RM 5,000 and up to RM 50,000. A General Assembly shall approve by a two-thirds majority every item of expenditure above RM 50,000.

(5) As soon as possible after the end of each financial year, a statement of receipts

and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under rule 12. The audited accounts shall be submitted for the approval of the next AGM, and copies shall be made available at the registered address of The Council for the perusal of members.

(6) The financial year of The Council shall commence on the 1st January and end on the 31st December every year.

#### **CLAUSE 11 AUDITORS**

(1) Two persons, who shall not be Office-Bearers of The Council, shall be appointed, by the AGM as Auditors. They shall hold office for two years and may be reappointed.

(2) The Auditors shall be required to audit the accounts of The Council for the year, and to prepare a report or certificate for the AGM. They may also be required by the Chairman to audit the accounts of The Council for any period within their tenure of office, at any date, and to make a report to the Executive Board.

#### **CLAUSE 12 PROPERTY ADMINISTRATOR**

- Not applicable -

#### **CLAUSE 13 INTERPRETATION**

(1) Between AGMs the Executive Board shall interpret the constitution of The Council and when necessary, determine any point on which the constitution is silent.

(2) Except where they are contrary to or inconsistent with any policy previously laid down by a General Assembly, the decisions of the Executive Board shall be binding on all members of The Council unless and until countermanded by a resolution of a General Assembly.

#### **CLAUSE 14 ADVISOR/PATRON**

The Executive Board shall, if it deems fit and necessary, appoint qualified persons to be the Advisor or Patron of The Council. The person appointed must give his or her consent in writing.

#### **CLAUSE 15 PROHIBITION**

No press release may be made in the name of The Council or of the Executive Board or any group of members of The Council except:

(1) By the Chairman

(2) By the Secretary when authorised by the Chairman

(3) By a member of the Executive Board, who shall have previously been appointed by a resolution of the Executive Board to serve as its Public Relations Officer, provided that such releases or communications have been approved in advance by the Chairman.

#### **CLAUSE 16 AMENDMENT OF CONSTITUTION**

This Constitution shall not be amended except by resolution of a General Assembly. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the General Assembly.

#### **CLAUSE 17 DISSOLUTION**

(1) The Council may be voluntarily dissolved by a resolution of not less than three-fifths of the membership present in a General Assembly.

(2) In the event of The Council being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a General Assembly.

(3) Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.

#### **CLAUSE 18 FLAG, LOGO AND BADGE**

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## LAMPIRAN

1. Bendera
  - 
  - Keterangan
  -
2. Lambang
  - 
  - Keterangan
  -
3. Lencana
  - 
  - Keterangan
  -