

CONSTITUTION

PERSATUAN KENDERAAN BEREMISI SIFAR

CLAUSE 1 NAME

1. The Association shall be known as

PERSATUAN KENDERAAN BEREMISI SIFAR

Hereinafter referred to as "the Association".

2. Meaning of name : **The Association shall be known as Persatuan Kenderaan Beremisi Sifar (Zero Emission Vehicle Association (ZEVA)) hereinafter referred to as the "Association". It shall be registered under Section 7 of the Act and governed by the present Constitution.**

3. Level : **Lain-lain**

CLAUSE 2 ADDRESS

1. The registered address is

**129, JALAN BANGSAR, 59200 KUALA LUMPUR.
59200 WILAYAH PERSEKUTUAN KUALA LUMPUR**

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

**129, JALAN BANGSAR, 59200 KUALA LUMPUR.
59200 WILAYAH PERSEKUTUAN KUALA LUMPUR**

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

CLAUSE 3 OBJECTIVE

(1) The mission of the Association is to promote the use of BEV towards reducing carbon emission.

(2) The objectives of the Association are to:

(a) provide a platform for all members of the Association to voice their interests to the relevant stakeholders.

(b) contribute to the development of the associated legislations, policies and/or standards related to BEV issues.

(c) produce and maintain BEV-related information, insights and statistics.

(d) enhance the understanding of the public on the use of BEV towards a cleaner environment.

(e) organize events that facilitate networking among members and stakeholders involved in BEV-related activities.

CLAUSE 4 MEMBERSHIP

(1) Membership to the Association shall be open to all companies, associations, societies or any other body of persons incorporated, registered or established in Kuala Lumpur, Putrajaya or Selangor that subscribe to the objectives of the Association.

(2) The Association shall consist of two (2) classes of membership as follows:

(a) Ordinary Members:

(i) TNB and subsidiaries of TNB (“Founder Members”).

(ii) electricity utility companies registered in Kuala Lumpur, Putrajaya or Selangor which are engaged in generation of electricity, maintaining the transmission and distribution grid, and retail of electricity sale.

(iii) BEV importers or manufacturers.

(iv) BEV users associations.

(v) associations of importers and manufacturers that have interest in BEV.

(vi) BEV charging point operators, suppliers or associations.

(vii) BEV battery manufacturing plant owners or associations.

(viii) any corporate body owned and controlled by Malaysians and duly registered in Kuala Lumpur, Putrajaya or Selangor which is involved in the BEV ecosystem and in the opinion of the Committee is fit and proper to be an Ordinary Member.

(b) Associate Members:

(i) training institutes and/or research centers which are interested in the use of BEV to reduce emission.

(ii) any resident association in Kuala Lumpur, Putrajaya or Selangor involved directly or indirectly with the BEV industry.

(iii) any other body as the Committee deems fit.

(3) Every application for membership shall be forwarded to the Executive Secretary who shall at the first convenient opportunity, submit it to the Committee for approval. The Committee, may at its discretion, rejects any application without assigning any reason thereof.

(4) Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and first annual subscription, be admitted as a member of the Association and shall be entitled to all the privileges subject to the class of membership.

(5) If any company wishes to join the Association and its parent company is already admitted as an Ordinary Member, then the company applying for the membership can only join as Associate Member.

(6) Notwithstanding Clause 4(5) above, each of the subsidiaries of TNB involved in the charging point operation, maintenance, technology and installation or transmission and distribution of electricity shall have the right to join as Ordinary Member. Further, each of the subsidiaries of TNB shall be entitled to nominate its representatives for election as the members of the Committee.

CLAUSE 5 RESIGNATION AND TERMINATION

(1) Resignation

Any member which wishes to resign from the Association shall give at least two (2) weeks' notice in writing to the Executive Secretary and shall pay all amount outstanding (in respect of membership or otherwise) to the Association.

(2) Expulsion or suspension

Any member which fails to comply with the Constitution or has acted in a manner to bring disrepute upon the Association may be expelled or suspended for a period of time as the Committee deems fit. Before the Committee 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 itself in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a general meeting upon appeal by the said member.

CLAUSE 6 SOURCE OF INCOME

(1) Entrance and subscription fee

The entrance fee and subscription payable shall be as follows:

- (a) Entrance fee RM 1,000.00
- (b) Annual subscription
 - (i) Ordinary Members RM 3,000.00
 - (ii) Associate Members RM 1,500.00
- (2) Payment of annual subscription

The members shall pay all annual subscription to the Treasurer in advance within thirty (30) days of the month of January each year. Annual fee shall be calculated based on pro-rata basis for those members who joined the Association less than the calendar year.

(3) Penalty for non-payment

Any member which allows its arrears to exceed two (2) months shall receive a written notification signed by or on behalf of the Executive Secretary and shall be denied the privileges of membership until the member settles its account.

(4) Cessation of membership

Any member which allows its arrears to exceed three (3) months shall automatically cease to be a member of the Association and the Committee may direct legal action to be taken against the member, provided that the Committee is satisfied that the member has received due notice of its debts.

(5) Reinstatement of membership

Any member which loses its membership shall be reinstated on payment of all its dues subject to the approval of the Committee. The Committee shall have the power to fix a re-entrance fee for any member which has allowed its membership to lapse through arrears.

(6) Special subscriptions or levies

Special subscriptions or levies for particular purposes may be raised from members by resolution of the general meeting of the Association. If any member fails to pay such subscription within such period as may be resolved, the amount due shall be treated in the same way as arrears of annual subscription.

CLAUSE 7 GENERAL MEETING

(1) Quorum

The supreme authority of the Association is vested in a general meeting of the members. At least fifty percent (50%) of the voting membership of the Association or the voting members present represent twice the total number of the Committee, whichever is the lesser, must be present at a general meeting for its proceedings to be valid and to constitute a quorum.

(2) Postponement of meeting

If within half an hour from the time appointed for the general meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding thirty (30) days) to be decided by the Committee; and if a quorum is not present within half an hour from 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 Constitution or make any decision affecting the whole membership.

(3) Voting rights

(a) Only fully paid up Ordinary Members shall have the right to vote at the general meetings and every such Ordinary Members shall have one (1) vote.

(b) In the event of an equality of votes, the President shall have a second or casting vote.

(c) All votings in the case of election of the Committee shall be by show of hands or an online voting system, whichever is appropriate.

(4) Annual general meeting

An annual general meeting of the Association shall be held as soon as possible after the close of each financial year but not later than April on a date and at the time and place to be decided by the Committee. The business of the annual general meeting shall be to:

(a) receive the minutes of the previous annual general meeting;

(b) receive the Committee's report on the working of the Association during the previous year;

(c) receive the Treasurers' report and the audited accounts of the Association for the previous year;

(d) elect the Committee's members for the term of two (2) years (if the annual general meeting is in the election year);

(e) appoint the auditors of the Association for the ensuing year;

(f) transact any other matters as may be put before it.

The Executive Secretary shall send to all members at least fourteen (14) days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Association for the previous year. Copies of these documents will also be made available at the registered place of business of the Association for the perusal of members.

(5) Extraordinary general meeting

An extraordinary general meeting of the Association shall be convened:

(a) whenever the Committee deems it desirable; or

(b) at the joint request in writing of not less than twenty percent (20%) in the number of Ordinary Members and the written notice shall state the objects and reasons for such meeting.

An extraordinary general meeting requisitioned by members shall be convened within thirty (30) days from the receipt of such requisition by the Committee.

(6) Notice of meeting

Notice and agenda for an extraordinary general meeting shall be forwarded by the Executive Secretary to all members at least fifteen (15) days before the date fixed for the meeting.

(7) Clauses 7(1) and 7(2) of this Constitution regarding the quorum and the postponement of an annual general meeting shall also be applicable to an extraordinary general meeting, but with the provision that if a quorum is not present within half an hour from the time appointed for a postponed extraordinary general meeting requisitioned by the members, the meeting shall be cancelled and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six (6) months from the date thereof.

(8) The Executive Secretary shall forward to all members a copy of the draft minutes of each annual and extraordinary general meeting as soon as possible after its conclusion.

CLAUSE 8 COMMITTEE

(1) Composition of the Committee

The Committee shall consist of the following persons, elected by and among the nominated representatives of the Ordinary Members:

(a) a President;

(b) a Vice President;

(c) a Treasurer; and

(d) twelve (12) other ordinary members.

(2) Election of the Committee

All Committee members shall be elected by way of a simple majority of votes of the Ordinary Members at the annual general meeting.

(3) Top three functions of the Committee

Upon the election of the Committee members, the Committee shall decide on the top three (3) functions by way of mutual consultation.

(4) President

Notwithstanding any other clauses of this Constitution, the representative of the Founder Members shall be the President for the first two (2) years upon the formation of the Association.

(5) Re-election

All members of the Committee shall be eligible for re-election.

(6) Executive Secretary

The Executive Secretary will be appointed by the Committee on a full time basis via an employment contract. There shall be a team which will be formed to support the Executive Secretary. Any payment in connection with the appointment of the Executive Secretary and his team including salaries, costs and other expenses shall be borne by the Association.

(7) Citizenship

All office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian citizens.

(8) Function of the Committee

The function of the Committee is to organize and supervise the day-to-day activities of the Association and to make decisions on matters affecting its running within the general policy laid down by the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting without prior reference to it and shall always remain subordinate to the general meeting. It shall furnish a report for each annual general meeting on its activities during the previous year.

(9) First election of the Committee

On formation of the Association, the first annual general meeting must be held to elect the Committee members. If the Ordinary Members registered with the Association is fewer than fifteen (15) members, the number of the Committee members shall be adjusted in accordance with the maximum number of the registered Ordinary Members.

(10) Meeting frequency and notice

The Committee shall meet at least once every three (3) months and a five (5) days' notice of each meeting shall be given to the members.

(11) Convening of the meeting

(a) The President acting alone, or not less than three (3) of its members acting together may call for a meeting of the Committee to be held at any time.

(b) Any meeting of the Committee may be convened physically or using any technology or method that enables the Committee members to participate and to exercise the Committee members' rights to speak and vote at the meeting.

(12) Quorum

At least fifty percent (50%) of the Committee members must be present for its proceedings to be valid and to constitute a quorum.

(13) Resolution and Voting

All decisions and/or approvals of the Committee must be by way of a majority of votes of the members of the Committee and each Committee member shall have one (1) vote.

(14) Circular

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

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

(b) at least fifty percent (50%) of the members of the Committee must indicate whether they are in favour of or against the proposal; and

(c) the decision must be by way of a majority vote.

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

(15) Cessation of the members

Any member of the Committee who fails to attend three (3) consecutive meetings of the Committee without explanation shall be deemed to have ceased to be a member of the Committee.

(16) Death or resignation of the members

In the event of the death or resignation of a member of the Committee, the Ordinary Members which nominated that member shall be entitled to nominate another person to be appointed by the Committee to fill the vacancy, until the next election of the office-bearers.

(17) Suspension or dismissal of officers and staff

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

(18) Sub-committee

The Committee may appoint any sub-committee for any purpose arising out of or connected with any of the duties, functions and aims laid down under the Constitution. Any members of the Committee or any other persons as the Committee thinks fit can become members of such sub-committee.

CLAUSE 9 DUTIES OF OFFICE BEARERS

(1) President

The President shall during his term of office preside at all general meetings, all meetings of the Committee and shall be responsible for the proper conduct of all such meetings. He shall have the casting vote and shall sign the minutes of each meeting at the time they are approved.

(2) Vice President

The Vice President shall deputize for the President during the latter's absence.

(3) Executive Secretary

The Executive Secretary shall conduct the business of the Association in accordance with the Constitution and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings and record all proceedings. He 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 shall file annual returns within sixty (60) days from the date of the annual general meeting to the Registrar.

(4) Assistant secretary

The assistant secretary (where applicable) shall assist the Executive Secretary in carrying out his duties and shall act for him in his absence.

(5) Treasurer

The Treasurer shall be responsible for the finances of the Association. He shall keep accounts of all the financial transactions of the Association and shall be responsible for their correctness. He shall in conjunction with the President and the Vice President sign all cheques on behalf of the Association.

(6) Ordinary members

The ordinary members of the Committee shall carry out such duties as may be directed by the President or the Committee.

CLAUSE 10 **FINANCIAL PROVISION**

(1) Funds of the Association

Subject to the provisions in this Constitution, the funds of the Association may be expended for the purpose necessary for the carrying out of the Association's 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 fines of any member which may be convicted in a court of law. All funds of the Association (namely entrance fees, annual subscription fees, special subscriptions or levies, re-entrance fees and any other sources of income as may be prescribed by the general meeting or by the Committee from time to time) shall be approved by the Committee and must be duly recorded.

(2) Cash

The Treasurer may hold a petty cash advance not exceeding RM 1,000 at any one time. All money in excess of this sum shall within seven (7) days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of the Association.

(3) Cheques and withdrawal notices

All cheques or withdrawal notices on the Association's account shall be signed by the Authorized Persons in the following manner:

(a) for the sum equivalent to RM10,000 and below, the signatories shall be any two

(2) of the Authorized Persons.

(b) for the sum above RM10,000, the signatories shall be all three (3) Authorized Persons.

In the absence of any of the Authorized Persons for a long period, the Committee shall appoint one (1) of its members to sign in his place.

(4) Expenditure

(a) Expenditure exceeding RM 10,000 at any one time shall not be incurred unless with the prior approval of the Committee.

(b) Expenditure of RM 10,000 and below at any one time may be incurred with the prior approval of the President together with the Vice President or the Treasurer.

(c) Expenditure exceeding RM 500,000 at any one time shall not be incurred unless with the prior approval of a general meeting.

(5) Financial statements

As soon as possible after the end of each financial year, a statement of receipts and payments and the financial statements for the year shall be prepared by the Treasurer and audited by the auditor appointed under the Clause 11. The audited accounts shall be submitted for the approval of the next annual general meeting and copies shall be made available at the registered place of business of the Association for the perusal of members.

(6) Financial year

The financial year of the Association shall commence on the 1st January and end on the 31st December every year.

CLAUSE 11 AUDITORS

(1) External auditor

One (1) person, who shall not be the office-bearer of the Association, shall be appointed, by the annual general meeting, as paid external auditor of the Association. He shall hold office for one (1) year and may be reappointed.

The external auditor shall be required to audit the accounts of the Association for the year, and to prepare a report or certificate for the annual general meeting.

(2) Internal auditor

One (1) person, who shall not be the office-bearer of the Association, shall be appointed by the Committee as the internal auditor of the Association. He shall hold office for one (1) year and may be reappointed.

The internal auditor may be required to audit the accounts of the Association for any period within his tenure of office and provide a report to the Committee, and to perform any other duties as may be assigned to him by the Committee.

CLAUSE 12 PROPERTY ADMINISTRATOR

(1) Trustees

Three (3) Trustees shall be appointed at the annual general meeting by way of a majority vote subject to the approval of the President, and shall hold office during the pleasure of the Association. Subject to the provisions of the Act, they must be individuals over the age of 21 and/or body of persons incorporated, registered or established in Malaysia. The Trustees shall be vested in them all immovable properties whatsoever belonging to the Association upon execution of a Deed of Trust.

(2) Consent and authority of general meeting

The Trustees shall not charge, mortgage, withdraw, sell or transfer any of the property of the Association without the consent and authority of a general meeting of members.

(3) Removal of Trustees

A Trustee may be removed from office by a general meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reasons, the Trustee is unable to perform his/its duties or unable to so do satisfactorily. In the event of the death, removal from office or resignation of a Trustee, the vacancy shall be filled by a new Trustee appointed by a general meeting.

CLAUSE 13 INTERPRETATION

(1) In the event of any question or matter arising not provided for in this Constitution, the Committee shall have the power to decide thereon and their decision shall be final and binding on all members.

(2) Every member of the Association shall be bound by the Constitution and shall be deemed to have full notice whether or not the member has received a copy thereof.

(3) Save to the extent that the context or the provisions of this Constitution

otherwise require:

“Act” means the Societies Act 1966.

“Associate Members” means the members as set out in Clause 4(2)(b) of this Constitution.

“Association” means Zero Emission Vehicle Association (ZEVA).

“Authorized Persons” means the President, Vice President and Treasurer.

“BEV” means Battery Electric Vehicle.

“BEV Ecosystem” means EV that exclusively uses chemical energy stored in rechargeable battery packs, with no secondary source of propulsion (such as hydrogen fuel cell, internal combustion engine, etc.). BEVs use electric motors and motor controllers instead of internal combustion engines (ICEs) for propulsion. They derive all power from battery packs and thus have no internal combustion engine, fuel cell, or fuel tank. BEVs include, but are not limited to, motorcycles, bicycles, scooters, skateboards, railcars, watercraft, forklifts, buses, trucks and cars.

“Committee” means the committee as set out in Clause 8(1) of this Constitution.

“Constitution” means the constitution of this Association, including any amendments thereof for the time being in force.

“EV” means battery electric vehicle, pure electric vehicle, only-electric vehicle or all-electric vehicle which is a type of electric vehicle.

“Executive Secretary” means the secretary as set out in Clause 8(6) of this Constitution.

“Founder Members” means the members as defined in Clause 4(2)(a)(i) of this Constitution.

“Ordinary Members” means the members as set out in Clause 4(2)(a) of this Constitution.

“President” means the president of this Association.

“Registrar” means the Registrar of Societies and includes the Deputy Registrar of Societies as defined under the Act.

“TNB” means Tenaga Nasional Berhad.

“Treasurer” means the treasurer of this Association.

“Trustees” means the trustees appointed by the Association as set out in Clause 12(1) of this Constitution.

Words importing the masculine gender shall include the feminine gender.

Words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations.

CLAUSE 14 ADVISOR / PATRON

The Committee shall if it deems fit and necessary appoint qualified persons to be the advisor or patron of the Association. The person appointed must give his consent in writing.

CLAUSE 15 PROHIBITION

(1) The Association shall not indulge in any form of illegal activities under the Malaysian laws.

(2) Any other activities that are detrimental to the Association are prohibited.

CLAUSE 16 AMENDMENT OF CONSTITUTION

This Constitution shall not be amended except with the unanimous approval of all the Ordinary Members. Such amendments shall take effect from the date of their approval by the Registrar. Any amendments to the Constitution shall be forwarded to the Registrar within sixty (60) days of the amendments being passed by the general meeting.

CLAUSE 17 DISSOLUTION

(1) Subject to the provisions of the Act, the Association may be voluntarily dissolved by a resolution of seventy-five percent (75%) of the membership present in a general meeting.

(2) In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on the Association's behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.

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

CLAUSE 18 **FLAG, LOGO AND BADGE**

1. Flag

Description

Blue and green colours denote sustainability. Blue is also associated with professionalism.

(b) This logo has curved-edged letters for a more dynamic and fluid look, and emphasis is placed on ZEVA in upper case so as to build awareness.

(c) The full name is also spent out at the bottom as this is a new entity and so as to build awareness of the Association.

(d) The vehicle icon represents what this Association stands for, where the cord shapes into a vehicle and it is powered by energy, which is placed in the middle, symbolizing the cord of what powers it.

(e) The font type used is Cairo Italic.

2. Logo

Description

Blue and green colours denote sustainability. Blue is also associated with professionalism.

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3. Badge

Description

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