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CONSTITUTION
OF
JOHOR GOLF AND COUNTRY CLUB

(As approved at the Annual General Meeting held on 12th March 2009 and amended at the Annual General Meeting held on 23rd July 2010)

1. NAME

The Club shall be called "Johor Golf and Country Club" (hereinafter referred to as "the Club").

2. REGISTERED OFFICE

The Club's registered office shall be at No : 3211 Jalan Tun Abdul Razak, Johor Bahru.

3. OBJECTIVES

The objectives of the Club shall be:-

(a) to provide and serve as a centre for sporting, social, educational and recreational activities for its members and families;
(b) to conduct sporting, social, educational and recreational activities for the benefits of its members and families;
(c) to promote and develop the various sports conducted by the Club;
(d) to maintain good terms with and to be in good standing with all governing and regulatory bodies of its sport.

The Club is committed to encouraging the highest ethical standards. All individuals involved in the Club should conduct themselves with integrity, transparency, accountability and in a fair and equitable manner.

4. LOGO/EMBLEM

The Club shall have an emblem approved by the Committee.

5. PATRONS

The Committee of the Club may appoint a person of high rank and distinction to be the patron of the Club.

6. MEMBERSHIP

There shall be the following categories of members:-

(a) Honorary Member
(b) Ordinary Member
(c) Life Member
(d) Corporate Member
(e) Junior Member

(f) Term Member

7. HONORARY MEMBER

7.1 His Majesty The Sultan of Johor, His Royal Highness The Tunku Mahkota Johor and the Hon. Prime Minister of Malaysia shall be invited by the Committee to become Honorary Members of the Club. The Committee may from time to time also invite any other person of good standing to become Honorary Member, for such period as they think fit.

7.2 A Honorary Member shall be entitled to all benefits and privileges of membership without payment of any entrance fee or subscription fee except that they shall not be entitled to vote at any General Meeting nor be elected as a Committee Member.

8. ORDINARY MEMBER

Classification

8.1 Ordinary Membership shall be open both to individual citizens and non-citizens of Malaysia. Ordinary membership shall be further classified as follows:-

(a) Government.
(b) Local (Private Sector)
(c) Foreign

Application

8.2 Every application for election as an Ordinary Member shall be made in a form to be provided for the purpose. Such form shall be completed and signed by the applicant, and by his proposer and seconder who must either be an Ordinary or Life Member of the Club for more than five years and presented to the Secretary along with the prescribed Entrance fee or such portion of the Entrance fee as may be decided by the Committee. The application shall be posted on the Club Notice Board.

8.3 The election shall be by ballot by the Committee and no election shall be valid unless two-thirds of the members of the Committee have recorded votes for the candidate.

8.4 The ballot shall take place after the expiry of one month from the date the candidates name was posted. If the Committee is of the opinion that there have been any irregularities in any ballot, it may order a new ballot.

8.5 Upon election the name and address of the member shall be entered in the "Register of Members", and the fact of his election shall be communicated to him by the Secretary in writing.

8.6 If a candidate received insufficient votes for election, another ballot shall take place at such time as the Committee shall direct, but if after three ballots the candidate has not been elected, he shall be deemed to have been excluded from admission

8.7 A candidate who has been excluded from admission may reapply for membership after a period of one year. If he is again excluded, he shall not be eligible again to become a candidate.

8.8 All Entrance fee received by the Club in respect of any application for membership shall be refunded without interest to all unsuccessful applicant.

Entrance Fee and Subscription

8.9 The entrance fee and subscription fee shall be such sum as may from time to time be determined by the Committee.

8.10 Subscription fee shall be chargeable monthly commencing from a date to be fixed by the Committee and shall thereafter be payable in advance on the 1st day of each month.

8.11 The Committee may in its absolute discretion impose a different entrance fee and subscription fee for each class of Ordinary Member.

Conversion of Ordinary Membership

8.12 An Ordinary Member may, with the Approval of the Committee, convert his Ordinary membership into the following status;

(a) Transferable Member;
(b) Outstation Member;
(c) Absent Member.

Transferable Member

8.13 An Ordinary Member may, subject to the payment of a Conversion Fee and on such terms and conditions as prescribed by the Committee, convert his/her Ordinary Membership to that of a Transferable Membership.

8.14 A Transferable Member shall have similar benefits and privileges accorded to an Ordinary Member save and except that such member may, on payment of a Transfer Fee and on such terms and conditions as the Committee may determine, be transferable to a prospective nominee.

Outstation Member

8.15 Any Ordinary Member who for any reason relocates himself/herself beyond such area/district of Johor as the Commtitee may from time to time determine, may with the approval of the Committee and subject to such terms and conditions as the Committee may prescribed, convert his membership status to that of an Outstation Member.

8.16 Application for conversion to be an Outstation Member shall be made in writing to the Secretary accompanied with such evidence of his relocation as the Secretary may require.

8.17 An Outstation Member shall pay in advance a yearly subscription of such amount as determined by the Committee from time to time, provided however that if he shall reside within the District of Johor Bahru, at any time, for more than seven days in any one calendar month, or if he uses the Club intermittently for a total of three days in any one month, he shall be liable in that month to pay the subscription of an Ordinary Member. He may if he so desires, request the Secretary to transfer his name to the list of Ordinary Members.

Absent Member

8.18 Any Ordinary Member who intent to leave West Malaysia for more than a year, may with the approval of the Committee and subject to such terms and conditions as the Committee may prescribed, convert his membership status to that of an Absent Member.

8.19 Application for conversion to be an Absent Member shall be made in writing to the Secretary accompanied with such evidence of his intended absent as the Secretary may require.

8.20 An Absent Member shall pay in advance a yearly subscription of such amount as determined by the Committee from time to time.

8.21 An Absent Member shall immediately notify the Secretary of his return to West Malaysia and request the re conversion of his membership status to that of an Ordinary Member.

9. LIFE MEMBER

9.1 The Committee shall have the right to invite any person who is a citizen of Malaysian as a Life Member upon such term and upon payment of such fee as may be determined by the Committee.

9.2 A Life Member shall be entitled to all the rights benefits and privileges of an Ordinary Member, without payment of any subscription fee.

10. JUNIOR MEMBER

10.1 Junior Membership is open to all Malaysian citizens who are above the age of 18 but under the age of 23 and whose parents are either Ordinary or Life Member of the Club.

10.2 All application for Junior Membership shall be made in the prescribed form and if so desired by the Committee may be subject the application to the provisions of Article 8.2 to 8.6, as the case maybe.

10.3 The Committee may approve the application for Junior Membership subject to the following terms :-

(a) the membership is renewable yearly upon application;

(b) the applicant is, on the date of application a student or undergraduate in any educational institution and such application shall be accompanied by a letter from the educational Institution concerned certifying that such a person is its student or undergraduate;

(c) a Junior Member shall not have any vote at any General Meeting nor be entitled to be elected as a Committee member;

(d) a Junior Member is not entitled to introduce guests;

(e) a Junior Member shall pay a monthly subscription of such sum as may be prescribed by the Committee from time to time;

(f) a Junior Member shall not have signing facilities unless there is a written permission from the parents;

(g) a Junior Member shall cease to be a Junior Member of the Club upon him/her ceasing to be a student or an undergraduate but may elect to be an Ordinary Member at such entrance fee as the Committee shall determine.

11. TERM MEMBER

11.1 Term Membership is open to Malaysians and Foreigners who are posted to Johor Bahru for a short period. The duration of the Term Membership shall not be less than six months and not more than two years.

11.2 Application for Term membership shall be made in the prescribed form and and if so desired by the Committee may be subject the application to the provisions of Article 8.2 to 8.6, as the case maybe.

11.3 The entrance fee shall be of such sum as the Committee may from time to time prescribed and shall be payable in advance.

11.4 A Term Member shall, except for the limitations to its benefits and privileges as provided hereunder, shall be entitled to all other benefits and privileges accorded to an Ordinary Member without payment of any subscription fee.

11.5 A Term Member shall not be entitled to have any vote at a General Meeting nor be elected as a Committee member.

12. CORPORATE MEMBERS

12.1 Subject to such rules and regulations as may be prescribed by the Committee from time to time, any company incorporated or registered in Malaysia or Singapore may apply to be a Corporate Member.

12.2 Application for Corporate membership shall be made in the prescribed form together with such entrance fee as the Committee may prescribe. The Committee shall be entitled to prescribe different entrance fee and subscription fee for Malaysian and Singapore incorporated/registered Companies

12.3 A Corporate Member shall be entitled at any time to nominate two persons to be its Corporate Nominee to enjoy the benefits and privileges of membership to the Club. Nomination of any corporate nominee shall be made in the prescribed form and if so desired by the Committee, may subject the nominee to the provisions of Article 8.2 to Article 8.6, as the case maybe.

12.4 A Corporate Member may at any time by written notice to the Secretary of the Club withdraw its nomination in respect of any of its corporate nominee. Such withdrawal shall only be effective from the date the Secretary has acknowledged the withdrawal notice.

12.5 A Corporate Member may at any time after a lapse of six months from the date of its last nomination, nominate another person to replace an existing corporate

nominee. Such change in nomination shall be made in writing to the Secretary accompanied with such fee as may be determined by the Committee and if so desired by the Committee, may subject the new corporate nominee to the provisions of Article 8.2 to Article 8.6, as the case maybe.

12.6 A Corporate Member shall be responsible for payment of the monthly subscription fee and all charges and indebtedness of its corporate nominee incurred at the Club.

12.7 A corporate nominee shall be entitled to all rights and privileges of an Ordinary Member but shall not be entitled to vote at any General Meeting (unless appointed as the Corporate Member's proxy) and shall not be elected as a Committee.

13 GUESTS

13.1 Any member who by virtue of his membership is entitled to introduce a guest may introduce any person as a guest of the Club by writing the name of the guest, the name and membership number of the member, and the period for which the guest is expected to be a guest at the Club in the Guest Register Book.

13.2 Upon introduction, the guest shall, subject to such terms and conditions and on payment of any requisite fees as may be prescribed by the Committee from time to time, be entitled to the use of the Club's facilities.

13.3 No person shall, unless specially permitted by the Committee, be introduced as a guest more than thrice in any calendar month or more than twelve times in a calendar year.

13.4 The member who introduces the guest shall be responsible for any charges or indebtedness incurred by the guess at the Club. It shall be the duty of such member to acquaint his guest with the rules and regulations of the Club including any restrictions against the use of the golf course and other facilities by the guests.

13.5 The Committee may at any time in its absolute discretion and without assigning any reason thereto withdraw the privileges of the guest to use any facility of the Club.

13.6 A person who has ceased to be a member under Article 18 or has been expelled from the Club under Article 19 or who has been excluded from admission under Article 8.6 or from whom the privileges of the Club has been withdrawn under Article 13.5 shall not be introduced as a guest of the Club.

14. MANAGEMENT

Office Bearers

14.1 The Club shall be managed by a Committee consisting of :-

(a) A President, who shall be the Menteri Besar Johor.

(b) A Deputy President, who shall be the State Secretary Johor.

(c) Two Vice Presidents, one of whom shall be appointed by the President and the other elected at the Annual General Meeting.

(d) A Secretary, who shall be appointed by the President.

(e) A Treasurer, who shall be the State Financial Officer Johor.

(f) A Captain, who shall be appointed by the President.

(g) A Deputy Captain, who shall be elected at the Annual General Meeting.

(h) Six Committee Members, who shall be appointed by the President.

(i) Three Committee Members, who shall be elected at the Annual General Meeting.

Casual Vacancy

14.2 The President may from time to time nominate any Ordinary or Life member to fill any casual vacancy in the Committee. Any member appointed to fill a casual vacancy of an elected Committee member shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Committee at such meeting.

Disqualification

14.3 Any member of the Committee absenting himself from three consecutive meetings without explanation satisfactory to the Committee shall cease to be a member of the Committee but leave of absence for a period not exceeding six months may be granted on application.

Proceedings of Committee Meetings

14.4 At all Committee meetings, the President of the Club shall take the Chair, in his absence, the Deputy or Vice President. Should the Deputy and the Vice President be absent, the Committee shall elect a Chairman from among those present.

14.5 Seven members of the Committee shall form a quorum.

14.6 At any Committee meeting, unless otherwise provided herein, any resolution requiring a vote shall be decided by a simple majority of the Committee member present and voting. The Chairman of the meeting shall have a casting vote.

Powers of Committee

14.7 The Committee shall have the power to appoint a Vice Captain from amongst their members and to appoint Sub Committees and to delegate thereto any or all of its powers under these Articles, and may from time to time revoke such delegation. Any Sub Committee so formed shall in exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Committee, and shall have power with the approval of the Committee to sub delegate any of the powers so delegated.

14.8 Without limiting the generality of the foregoing, the Committee shall in respect of the day to day management of the Club be empowered to undertake the following:-

(a) to employ or engage the services of (including the power to dismiss) managers, accountants, clerks and servants to undertake the day to day administration of the Club on such terms and for such remuneration as the Committee shall deem fit.

(b) to purchase, hire, provide and maintain all kinds of buildings, plant, equipment, motorized vehicles, furniture, implements, tools, utensils, office equipment and stationeries, kitchen utensils and apparatus, dinnerware and such other things as may be required or which may be conveniently used in connection with the Club's facilities and the provisions of amenities to its members and guests;

(c) to promote and hold either jointly or with any other association club or bodies, golf and other sporting competitions and matches and to offer give or contribute towards prizes medals and awards and to promote, give or support any other social recreational or sporting function;

(d) to enter into contracts or arrangements in respect of the Club's facilities on such terms and conditions and upon such consideration as the Committee shall deem fit;

(e) to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other association or club whose objects are similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club;

(f) to promote hold and conduct or to assist in the promotion of shows exhibitions, sports clinics and festivals which may further the objectives of the Club;

(g) to invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined;

(h) to borrow or raise funds and give security for such borrowing on such terms as may be deemed appropriate;

(i) to make donations for patriotic or charitable purposes;

(j) and generally to do such other lawful things as are incidentals or conducive to the attainment of the Club's objects.

Power to make rules regulations and bye laws

14.9 The Committee shall from time to time be empowered to make such rules regulations and bye laws as they think appropriate for:-

(a) the admission and election of candidates for membership and the admission of guests;

(b) the sub division of membership into classes and to prescribed and delimit their respective rights, benefits and privileges.

(c) prescribing the entrance fee, subscriptions, levies and contributions (for development or other purposes as the Committee may think fit) payable by any member;

(d) the control of any privileges to any guest in respect of the use of the Club's facilities including the imposition of such fees, charges or levies for the usage of the Club's facilities by such guests;

(e) the conduct and management of the Club's facilities and premises;

(f) the conduct and management of the Club's monies, accounts and finances;

(g) any other matters conducive to the welfare and comfort of the members or the other users of the Club and for the proper management and conduct of the Club.

14.10 The Committee may from time to time rescind, alter or modify any rules regulations or bye laws it made pursuant to Article 14.9.

14.11 The Secretary shall generally be responsible to carry out the instructions of the Committee. He shall be responsible for conducting all correspondences and keeping all books, documents and papers except the accounts and financial records. He shall attend all meetings and record all proceedings.

14.12 The Treasurer shall generally be responsible for all matters relating to the accounts of the club and shall make up the Annual Statement of Account and Balance Sheet. He shall keep proper books of accounts with respect to all income and expenditure incurred by the Club.

15 GENERAL MEETINGS

15.1 The Annual General Meeting of the Club shall be held each year at such time and place as the Committee shall determine for the following purposes:-

i. to receive and confirm the Annual Report and the accounts for the preceding financial year;

ii. Subject to Article 15.2, the election of the five Committee members as provided under Article 14.1;

iii. the appointment of auditors as nominated by the President.

iv. to transact any other business of which due notice has been given.

15.2 Only Ordinary or Life Member who are Malaysian citizens are entitled to be elected as a Committee member.

Notice

15.3 A notice stating the time and place of any General Meeting and the business to be transacted thereat shall be posted on the Club Notice Board for at least fourteen clear days before the meeting is to be held and a copy of such notice shall be sent by post at the same time to every member of the Club entitled to attend the General Meeting.

15.4 A Corporate Member shall be entitled to nominate one of its corporate nominee as its proxy to attend the General Meeting.

15.5 Any member desirous of moving any resolution at any General Meeting shall give notice in writing to the Secretary not later than seven days before the date of the forthcoming General Meeting. Upon receipt of such notice the Secretary shall send as soon as possible a copy of such notice to each member by post and if such notice has been received by the Secretary before the notice of the General

Meeting has been posted by him he shall include such notice in the notice of the General Meeting.

Proceeding of General Meetings

15.6 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. If within half-an-hour from the time appointed for the meeting a quorum is not present at the meeting, if convened by the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the members present shall be a quorum.

15.7 The quorum for any Annual General Meeting shall be 34 Ordinary and Life Members. The quorum for any Extraordinary General Meeting shall be as specified in Article 15.13.

15.8 The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an ordinary meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

15.9 At any General Meeting a resolution put to the vote of the meeting shall be decided on the show of hands. A declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

15.10 No motion shall be brought before any General Meeting unless the terms thereof shall have been notified in writing to the Secretary not less than seven days before the meeting.

15.11 The President or in his absence the Deputy President or Vice-President shall be the Chairman of all General Meetings. If at any meeting the President or Deputy President or Vice-President is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman, the members present shall choose a member present as Chairman of the meeting.

Votes of Members

15.12 Every member present shall be entitled to one vote upon every motion and in the case of an equality of votes the Chairman shall have a second or casting vote.

Extraordinary General Meeting

15.13 The Committee may call an Extraordinary General Meeting when any question of urgent importance shall arise, and shall be bound to do so on receiving a requisition signed by at least 5% of the total number of Ordinary and Life members of the Club. Such requisition shall state thereon the purpose for which they desire

the meeting to be called. The quorum for such meeting shall be 5% of the total number of Ordinary and Life members of the Club.

16. FINANCIAL PROVISIONS AND AUDIT

16.1 The financial year of the Club shall end on the 31st December in each year.

16.2 The Committee shall be responsible for the management of the Club's fund.

16.3 The Club's accounts shall, as soon as practicable after the end of each financial year, be audited by a professional auditor appointed at the preceding Annual General Meeting.

16.4 All cheques drawn or withdrawal notices on the Club's account shall be signed in such manner as the Committee shall from time to time determine.

16.5 The Club management shall at no time hold more cash in hand as may be determined by the Committee from time to time. All money in excess of the determined amount shall be deposited in a bank approved by the Committee.

17. RESIGNATION

A member may at any time by giving notice in writing to the Secretary resign from membership of the Club, but shall continue to be liable for any subscription fee or other charges and indebtedness due and unpaid up to the date of his resignation.

18. DEFAULTER

18.1 In the event :-

(a) any member shall at any time causes his/her account to be in arrears; or

(b) an Absent member fails and/or neglects to renew his membership as an Absent member ;

then in such event, the Secretary shall issue a notice to the member requiring him to remedy his default within 14 days from the date of the notice failing which the Secretary shall issue a Default Notice and place the same on the Club's Notice Board in which event the member shall become a Defaulter.

18.2 A member who is a Defaulter shall have all his rights and privileges as a member withdrawn until such time he complies with the Default Notice without prejudice to the Club's right to recover all monies due from the member to the Club.

18.3 Upon compliance with the Default Notice, the member may, with the approval of the Committee and subject to the payment of such administrative charges as the Committee shall determine, have his membership reinstated.

19. TERMINATION OF MEMBERSHIP

19.1 A member shall cease to be a member of the Club with immediate effect In the event:-

(a) a member becomes a Defaulter and his membership has not been reinstated after three months from the date he becomes a defaulter; or

(b) dies (except in the case of a Transferable Membership); or

(c) has been adjudicated a bankrupt or in the case of a Corporate Member, has been wound up or has made a composition or arrangement with his creditors under the provision of any statute; or

(d) has been convicted of any criminal offence that carries a jail sentence; or

(e) has been expelled in accordance with Article 20

19.2 A member so ceasing to be a member shall forfeit all rights and privileges of a member in respect of the Club without prejudice to the Club's right to recover all monies due from the member to the Club.

20. DISCIPLINARY PROVISONS

20.1 In the event any member :-

(a) commits an act which in the opinion of the Committee is prejudicial to the interest of the Club, its management or its members; or

(b) shall be in breach of any rules, regulations or Bye-Laws of the Club,

the Committee shall consider the conduct of such member at a meeting of the Committee.

20.2 If at such meeting it is considered that there is sufficient evidence to justify a disciplinary action, a notice in writing specifying the alleged misconduct or breach, shall be given to such member. The member shall be allowed to offer an explanation of his alleged misconduct or breach within the time prescribed in the notice.

20.3 In the event the Committee is not satisfied with his written explanation, the Committee shall then be entitled to suspense the membership of such member pending a Disciplinary Enquiry wherein such member shall have the right to be heard in his own defence.

20.4 If any member refuses to attend any Disciplinary Enquiry after due notice has been given to the member, the Committee may nevertheless proceed with the Disciplinary Enquiry in his absence.

20.6 The Committee may delegate any of its power herein to a Sub-Committee to be called the Disciplinary Committee consisting of not less than seven members of the Committee.

20.7 The Disciplinary Committee shall make such recommendation as it may consider appropriate in respect of any action against the member to the main Committee for decision. Any decision for the expulsion of a member shall not be carried out unless two third of the Committee member at that meeting vote in favour of such decision. In the event of expulsion the member shall cease to be member of the Club with immediate effect and the provision of Article 14.2 shall apply.

21. DISSOLUTION

Subject to the approval of the State Government of Johor, in the event of the Club is being dissolved in any manner whatsoever, all debts and liabilities legally incurred on behalf of the Club shall be fully discharged and distributed of the remaining funds shall be decided by members at the General Meeting.

22. MISCELLANEOUS

22.1 All members shall keep their account with the Club in credit and shall abide and conform to all rules and regulations made by the Committee from time to time in respect of the use of the Club's facilities and amenities.

22.2 The Committee may at any time and from time to time by notice reserve the whole or any part of the Club buildings, premises or courses for any purpose whatsoever for such period or periods and subject to such provisions and limitations as to entry thereon whether by members or any other person or and whether upon terms of payment or otherwise as the Committee may think fit.

22.3 All complaints shall be made to the Secretary who if he shall be unable to deal with them shall submit them to the Committee for decision.

22.4 The Committee shall have full power to decide all questions relating to the management of the Club and all questions arising out of or not covered by any Rule or Bye-Laws and such decisions shall be final.

22.5 In no instance shall a servant of the Club be reprimanded directly by a member other than by a member of the Committee or Sub Committee.

22.6 No act or decision of the Committee made prior to the coming into force of these amendments to the Constitution shall be invalidated by reason of such amendment.

22.7 Wives and children below the age of 18 of Ordinary and Life Members shall be accorded all privileges of such members subject to such rules and regulations as may be prescribed by the Committee from time to time.