

CONSTITUTION

ASEAN CO-OPERATIVE ORGANIZATION (ACO)

CLAUSE 1 NAME

1. The Association shall be known as

ASEAN CO-OPERATIVE ORGANIZATION (ACO)

Hereinafter referred to as "the Association".

2. Meaning of name: **The ASEAN CO-OPERATIVE ORGANIZATION (ACO) means the incorporation of a community-based regional economic development and integration through the practice of economic democracy and the creation of social justice among the cooperative organization/society in the ASEAN countries.**
3. Level: **Lain-lain**

CLAUSE 2 ADDRESS

1. The registered address is

ASEAN SECRETARIAT OFFICE: LEVEL 2, WISMA UNGKU A. AZIZ, JALAN SS 6/1, KELANA JAYA, 47301 PETALING SELANGOR

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

ASEAN SECRETARIAT OFFICE: LEVEL 2, WISMA UNGKU A. AZIZ, JALAN SS 6/1, KELANA JAYA, 47301 PETALING SELANGOR

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

CLAUSE 3 OBJECTIVE

ACO, in keeping with the internationally accepted Principles of Cooperative, is organized for the purpose of:

- a. Promoting close collaboration amongst the Cooperative Movements of ASEAN member countries.
- b. Accelerating the growth and progress of cooperative activities in the region through common endeavors, joint ventures, technical assistance and trade network;

- c. Facilitating business and commercial activities for the Cooperative Movements of ASEAN member countries;
- d. Facilitating and liaising with the Governments of ASEAN member countries to increase the rights and privileges of the Cooperative Movements through legislation or other mean;
- e. Establishing working relations and cooperating with regional and international organizations having similar aims and objectives;
- f. Facilitating the achievement of the goals of ASEAN as stated in the Bangkok Declaration of August 8, 1967;
- g. Initiating and organizing competitions, training and conference related to Cooperative Movements in the ASEAN region;
- h. Raising funds to finance activities of the ACO subject to prior approval by the relevant authorities;
- i. Purchasing, holding or otherwise acquiring any real property or any interest in the same which shall be for the benefit of the Society, or calculated to promote or assist in the promotion of any of the objects of the Society;
- j. Improving, developing, managing, mortgaging, leasing, letting or selling any real or personal property of the Society and turning the same to profit and advantages in any way that the Committee may deem advisable;
- k. Doing such things and applying such funds as are incidental or conducive to the attainment of all or any of the above objects;
- l. Making regulations and by laws as deemed necessary for the implementation of the objects of the Society;
- m. Forming standing committees as deem necessary; and
- n. Promoting, involving and conducting economic, financial and business activities for the Society and member countries.

CLAUSE 4 MEMBERSHIP

1. Membership shall be opened to all national co-operative societies:
 Provided for the purpose of membership of ACO, only one (1) national co-operative society shall be recognized in each ASEAN country.
 Where there is dispute as to the recognition of the national co-operative for the purpose of membership of ACO, it shall be determined by the laws of the respective ASEAN country where the national co-operative society is incorporated or otherwise registered. In the event the laws of the respective ASEAN country is uncertain as to which the national co-operative society is recognized for the purpose of membership of ACO, the national co-operative society who has the highest number of members as compared to other national co-operative societies in the respective ASEAN country shall be deemed to be recognized by ACO.

2. Every application for membership shall be proposed and seconded by two existing members and shall be forwarded to the Secretary General who shall at the first convenient opportunity, submit it to the Committee for approval. The Committee may at its discretion reject any application without assigning any reason thereof.
3. Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed entrance fee and first monthly subscription, be admitted as a member of the Society and shall be entitled to all the privileges of membership.
4. Any members of the ASEAN CO-OPERATIVE ORGANIZATION (ACO) whose office is in Jakarta, Indonesia is automatically deemed to be members of the Society without any requirement to apply for membership of the Society. The Committee is empowered to take such action for any matter to give effect to this transitional provision. For the registration of "ACO" (the Society) under Malaysian Laws, the initial Committee may consist of at least nine (9) Committee Members from Malaysia appointed by Malaysia.

CLAUSE 5 RESIGNATION AND TERMINATION

1. Any member who wishes to resign from the Society shall give two (2) weeks' notice in writing to the Secretary General and shall pay up all dues.
2. Any member who fails to comply with this Constitution of the Society or has acted in a manner to bring disrepute upon the Society 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 himself 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. The entrance fee and subscription payable shall be as follows: -
 - a) Entrance fee: RM3,500.00 (Ringgit Malaysia Three Thousand Five Hundred) or any such other amount as may be determined by the Council.
 - b) Monthly subscription: NIL
2. All yearly subscription shall be payable to the Treasurer in advance by 31st March of each year.

3. Any member who allows his arrears to exceed two (2) months' subscription shall receive a written notification signed by or on behalf of the Secretary General, and shall be denied the privileges of membership until he settles his account.
4. Any member who allows his arrears to exceed three (3) months' subscription shall automatically cease to be a member of the Society, and the Committee may direct legal action be taken against him, provided that they are satisfied that he has received due notice of his debts.
5. The Committee shall have the power to fix a re-entrance fee for any person who has allowed his membership to lapse through arrears.
6. Special subscriptions or levies for particular purposes may be raised from members by resolution of the general meeting of the Society. 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 monthly subscription.

CLAUSE 7 GENERAL MEETING

1. The supreme authority of the Society is vested in a general meeting by the members. At least one third (1/3) of the voting membership of the Society or the voting member present represent twice the total number of committee members, whichever is the lesser, must be present at a general meeting for its proceedings to be valid and to constitute a quorum. The General Meeting shall be presided over by the President. Where necessary, the President may appoint one of the Committee Members as the Chairman of General Meeting or where the President is unable to so appoint, the Chairman of the Conference shall be appointed by the General Meeting.
2. If half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding thirty (30) days or such other days as may be determined by the Committee) to be decided by the Committee; 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 this Constitution of the Society or make any decision affecting the whole membership.
3. An annual general meeting of the Society shall be held as soon as possible after the close of each financial year but not later than April on a date and a time and place to be decided by the Committee. The business of the annual general meeting shall be: -
 - a. To receive the minutes of the previous annual general meeting;

- b. To receive the Committee's report on the working of the Society during the previous year;
- c. To receive the Treasurer's report and the audited accounts of the Society for the previous year;
- d. To select a President and two (2) Vice President and to appoint auditors for the ensuing year;
- e. To deal with such other matters as may be put before it.

The following person are entitled to attend the General Meeting:

- a. Committee Members; and
- b. Delegates

All members may send not more than six (6) delegates to each General Meeting. Notwithstanding the foregoing, the Committee may fix the number of delegates from each member from time to time as well as General Meeting fees payable. The names of the delegates must be sent to the Secretary General before the opening of the General Meeting. The one having the right to vote must be indicated. Delegates to the General Meeting must be "bona fide" members of the members they represent and be subjects of the country represented by the members. Each member is entitled to one (1) vote regardless of how many Committee Members it has or how many its delegates attend the General Meeting or Committee Members. No person shall be allowed to represent or vote for more than one member. If a Committee member or delegates is unable to attend, voting by letter or proxy is permitted provided that voting by a member shall only be carried out by that Member and no other member. Voting shall be taken by a show of hands. If this method of voting does not result in a define majority in favor of a proposal, the vote shall be taken by calling the roll, countries being called in English alphabetical order. The Government of constituent member countries and other ASEAN and international institutions associated with the co-operative movement may be invited as observers to the General Meeting.

4. The Secretary General shall send to all members at least thirty (30) days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Society for the previous year. Copies of these documents will also be made available at the registered place of business of the Society for the perusal of members.
5. An extraordinary general meeting of the Society shall be convened: -
 - a. Whenever the Committee deems it desirable; or
 - b. At the joint request in writing of not less than twice the number of committee members, stating the objects and reason for such meeting.

6. An extraordinary general meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.
7. Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary General to all members at least fifteen days before the date fixed for the meeting.
8. Paragraphs 8(1) and 8(2) of this Clause regarding the quorum and the postponement of an annual general meeting shall apply also to an extraordinary general meeting, but with the provision that if no quorum is present after 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.
9. The Secretary General 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) A committee, styled as the Committee or Council of the Society, consisting of the following and who shall be termed the office-bearers of the Society:

A President

Vice President 1

Vice President 2

A Secretary General

A Treasurer

8 (eight) Ordinary Committee Members

- (a) Elected Committee Members consisting of: -

- i. One (1) President who shall be elected by the General Meeting;
- ii. Two (2) Vice Presidents who shall be elected by the General Meeting from different ASEAN countries who shall be designated as Vice President 1 and Vice President

2, respectively and who shall not be from the same ASEAN country as the President; and

(b) Appointed Committee Members consisting of: -

- i. A representative each appointed by Members of ASEAN countries who are not from ASEAN countries of the President and Vice Presidents; and
- ii. A Secretary General, an Assistant Secretary, (if appointed) and a Treasurer who shall be appointed by the President.

(2) All office-bearers of the Society and every officer performing executive functions in the Society shall be Malaysian citizens and citizens of ASEAN countries. The Committee Members may be represented by duly designated and accredited alternates in Committee Meetings and ACO affairs. The President or chairman of the Council Meeting may permit other people to attend each Committee Meetings and ACO affairs. The Secretary General of ACO and his team shall the secretariat of ACO.

(3) The names for the above offices in paragraph (1)(a) shall be proposed and seconded and election will be by a simple majority vote of the members at the annual general meeting. All the office-bearers shall be eligible for re-election or reappointment each year. In the event a Committee Member ceased to be connected with the member, he shall continue to become a Committee Member unless his designation and accreditation is revoked by the member and in such event, he shall be deemed to have automatically withdrawn from his position and the member shall designate and accredit his successor for the unexpired term. Such person is however eligible for re-election if proposed and seconded by the member. The Committee Members shall hold office for a term of four years and until their successors shall have been elected and have taken office. As regards the Standing Committee of the Committee Member, he shall continue to serve as long as he shall remain connected with the member unless revoked by the Committee or member. In case of inability or incapacity of the Secretary General and Treasurer, the President shall appoint a new Secretary General and the Treasurer for the unexpired term.

(4) The function of the Committee is to organize and supervise the day-to-day activities of the Society 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 to each annual general meeting on its activities during the previous year. In addition to the foregoing, the Council shall have the authority to: -

- a. Carry on activities of ACO, including but not limited to entering into contracts, sponsoring and organizing conferences seminars, training programs, and other joint projects,

appointing representatives to meetings and gatherings, issuing publications of the activities and projects, and otherwise to perform each and every act necessary for the achievement of its purpose;

- b. Grant provisional membership which shall be submitted to the next General Meeting for ratification;
- c. Manage the funds of the Society in such a manner as is deemed expedient;
- d. Arbitrate any dispute between members;
- e. Submit to the General Meeting a report, the audited statement of accounts of the preceding term together with the budget statement for the following term;
- f. Receive from constituent members suggestions, proposals, subject or activities to be considered and examine all proposals to be placed before General Meeting for consideration;
- g. Recommend on all matters which require consideration by the General Meeting;
- h. Adopt rules of procedures for the conduct of each Committee Meeting and General Meeting consistent with this Constitution;
- i. Fill any vacancy which may occur in any office for the unexpired term;
- j. Appoint Standing Committees as deemed fit and set out their terms of reference;
- k. Fix the date and venue of General Meeting or convene an Extraordinary General Meeting;
- l. Delegate all or any of its power to such committee or commission or to any Committee Member;
- m. Enlist by co-opting the services of any person or persons for the purpose of conducting any business within the objects of the Society;
- n. Replace any member of any Standing Committees who ceases to carry out his duties satisfactorily or on representation by his member;
- o. Appoint or dismiss any employee of the Society and at its discretion remunerate any employee of the Society and at its discretion remunerate any employee or any other persons as it deems expedient.
- p. Constitute specialized committees as deem necessary.
- q. Determine any question related to the interpretation of this Constitution;
- r. Adopt rules and procedures for acceptance of members;
- s. Fix the date and place of Committee Meetings;
- t. Suspend members;
- u. Appointment of Auditors (if not appointed by the General Meeting) to examine and certify the accounts of the Society; and
- v. Perform such function and acts and undertake such projects which it may deem necessary for the pursuance of the objectives and purposes of ACO or as provided in this Constitution.

- (5) The Committee shall meet at least four (4) times a year, a month's notice of each meeting shall be given to the members. The President acting alone, or not less than three of its members acting together may call for a meeting of the Committee to be held at any time. At least three members or one half of the Committee members, whichever is lesser must be present for its proceedings to be valid and to constitute a quorum. Each ASEAN country represented at a Committee Meeting shall have one vote regardless how many people from each ASEAN country are sitting in the Committee Meeting. If a Committee Members is unable to attend, voting by letter or proxy is permitted provided that voting by a member shall only be carried out by that member and no other member. Decisions of the Committee shall be adopted upon a vote by a majority of the ASEAN countries attending the meeting.
- (6) Where any urgent matter requiring the approval of the Committee arises and it is not possible to convene a meeting, the Secretary General may obtain such approval by means of a circular letter or by means of email or other electronic means. 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 one-half of the members of the Committee must indicate whether they are in favour or against the proposal; and
 - c. The decision must be by majority vote.

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

- (7) Any member of the Committee who fails to attend three consecutive meetings of the committee without satisfactory explanation shall be deemed to have resigned from the Committee.
- (8) In the event of the death or resignation of a member of the Committee, the Committee shall have the power to co-opt any other member of the society to fill the vacancy until the next election of office-bearers.
- (9) The Committee shall give instructions to the Secretary General and other officers for the conduct of the affairs of the Society. 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 Society.

- (10) 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 this Constitution. Any members can become members of these sub-committee.

CLAUSE 9 DUTIES OF OFFICE BEARERS

- (1) The President shall during his term of office preside at all general meetings, all meeting 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. He shall, in conjunction with the Secretary General and Treasurer sign all cheques of behalf of the Society.
- (2) The Vice President shall deputize for the President during the latter's absence in the following order: The Vice President 1 shall undertake them until a new President is elected. If the Vice President 1 is unable for whatever reason to carry out the duties of the President as aforesaid, the Vice President 2 shall undertake them until a new President is elected. If the Vice President 2 is unable for whatever reason to carry out the duties of the President as aforesaid, one of the Committee Members chosen from amongst themselves shall undertake them until a new President is elected. If the Vice President 1 is unable for whatever reason to carry out the duties of the Vice President 1, the Vice President 2 shall undertake them for the remaining unexpired term or until a new Vice President 1 is elected. If the Vice President 2 is unable for whatever reason to carry out of the duties of the Vice President 2, one of the Committee Members chosen from amongst themselves shall undertake them for the remaining unexpired term or until a new Vice President 2 is elected. A member may at any time replace its representative holding office as Committee Members other than the President and Vice Presidents.
- (3) The Secretary General shall conduct the business of the Society in accordance with this Constitution and shall carry out the instruction of the general meeting and of the Committee. He shall be responsible for conducting all correspondence and keeping all books, documents and paper 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/passport number, date and place of birth, occupation, name and address of employer and residential address. He shall in conjunction with the President and the Treasurer, sign all cheques on behalf of Society. He shall file annual returns within 60 days from the date of the annual general meeting to the Registrar of Societies.
- (4) The Assistant Secretary (if appointed) shall assist the Secretary General in carrying out his duties and shall act for him in his absence.

- (5) The Treasurer shall be responsible for the finances of the Society. He shall keep accounts of all its financial transactions and shall be responsible for their correctness. He shall in conjunction with the President and the Secretary General sign all cheques on behalf of the Society.
- (6) Each Committee Members shall carry out such duty as directed by the President or the Committee.

CLAUSE 10 FINANCIAL PROVISION

1. Subject to the following provisions in this Constitution, the funds of the Society may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its office-bearers and paid staffs, 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 2,500.00 (Ringgit Malaysia Two Thousand Five Hundred Only) 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 accounts shall be in the name of the Society.
3. All cheques withdrawal notices on the Society's account shall be signed jointly by the President, the Secretary General and the Treasurer. In the absence of the President, the Secretary General or the Treasurer for a long period, the Committee shall appoint one of its members to sign in his place.
4. No expenditure exceeding RM 10,000.00 (Ringgit Malaysia Ten Thousand Only) at any one time shall be incurred without the prior sanction of the committee, and no expenditure exceeding RM 50,000.00 (Ringgit Malaysia Fifty Thousand Only) in any one month shall be incurred without the prior sanction of a general meeting. Expenditure less than RM 10,000.00 (Ringgit Malaysia Ten Thousand Only) at any one time may be incurred by the President together with the Secretary General or the Treasurer.
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 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 Society for the perusal of members.
6. The financial year of the Society shall commence on the 1st January and end on the 31st December every year.

CLAUSE 11 AUDITORS

1. Two (2) persons, who shall not be office-bearers of the Society, shall be appointed, by the annual general meeting as Honorary Auditors. They shall hold office for one (1) year and may be reappointed.
2. The Auditors shall be required to audit the accounts of the Society for the year, and to prepare a report or certificate for the annual general meeting. They may also be required by the President to audit the accounts of the Society for any period within their tenure of office, at any date, and to make a report to the Committee.

CLAUSE 12 PROPERTY ADMINISTRATOR / TRUSTEES

1. Three (3) Trustees, who must be over 21 years of age, shall be appointed at the annual general meeting and shall hold office during the pleasure of the society. They shall be vested in them all immovable properties whatsoever belonging to the Society upon execution of a Deed of Trust.
2. The Trustees shall not sell, withdraw or transfer any of the property of the Society without the consent and authority of a general meeting of members.
3. 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, he is unable to perform his duties or unable to do so satisfactorily. In the event of the death, resignation or removal of a trustee the vacancy shall be filled by a new Trustee appointed by a general meeting.

CLAUSE 13 INTERPRETATION

1. Between annual general meetings the committee shall interpret this Constitution of the Society; and when necessary, determine any point on which are silent.
2. Except where they are contrary to or inconsistent with the policy previously laid down by the general meeting, the decisions of the Committee shall be binding on all members of the Society unless and until countermanded by a resolution of a general meeting. The General Meeting may determine the procedures of the General Meeting where it is not provided by this Constitution. In the absence of the such procedures by the General Meeting, the Committee may determine such procedures. Decisions taken at a General Meeting shall become legally operative for the Society and member one month after the closing date of the General Meeting provided it is certified by two members specially appointed by the General Meeting for that purpose or earlier if such decision is certified

by two such members. The Committee is further empowered to take such action for any matter not provided for in this Constitution.

3. In the interpretation of this Constitution unless the context otherwise requires: -

“Appointed Council Members” means the Council Members appointed pursuant to Clause 8(1)(b);

“ASEAN” means Association of South East Asian Nations;

“ASEAN country” means a country who is a member of ASEAN;

“Committee” means the Council or Committee of the Society constituted in accordance with this Constitution;

“Committee Member” in relation to the Committee, means: -

(a) Elected Committee Members; and

(b) Appointed Committee Members;

“Co-operative society” means a co-operative society incorporated or otherwise registered in accordance to the laws of its respective ASEAN country;

“Elected Committee Members” means the Council Members elected pursuant to Clause 8(1)(a);

“Members” in relation to ACO, means a member of this Society as provided by this Constitution;

“National Co-operative Society” means a co-operative society which is recognized as a National Co-operative Society in accordance to this Constitution;

“Society” or “ACO” means “ASEAN” Co-operative Organization” (Pertubuhan Koperasi ASEAN);

“Vice Presidents” means Vice President 1 and Vice President 2, as the case may be.

CLAUSE 14 ADVISOR / PATRON

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

CLAUSE 15 PROHIBITION

1. None of the following games shall be played in the premises of the Society:
Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Ngau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty-One, Thirty-One, Ten and a half, all games of dice, bankers' games, all video games and all games of mere chance.
2. Neither the Society nor its members shall 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.
3. The Society shall not hold any lottery, whether confined to its members or not, in the name of the society, its office-bearers or members without prior approval from the authorities concerned.
4. "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by the society to any of its member.

CLAUSE 16 AMENDMENT OF CONSTITUTION

This Constitution shall not be amended except by resolution of a general meeting. Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to this Constitution shall be forwarded to the Registrar of Societies within sixty (60) days being passed by the general meeting.

CLAUSE 17 DISSOLUTION

1. The Society may be voluntarily dissolved by a resolution of not less than three-fifth (3/5) of the membership present in a general meeting.
2. In the event of the Society being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining fund 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 of Societies within fourteen (14) days of its dissolution.

CLAUSE 18 FLAG, LOGO AND BADGE

1. Flag
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 - Description
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2. Logo
 -
 - Description
 -
3. Badge
 -
 - Description
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