

**PERLEMBAGAAN BAGI  
PERTUBUHAN INDUK  
PERSATUAN PASARAN KARBON MALAYSIA (MALAYSIA CARBON MARKET  
ASSOCIATION)**

(3<sup>rd</sup> July 2024)

## **1 NAME**

The society shall be known as the Persatuan Pasaran Karbon Malaysia (Malaysia Carbon Market Association). Here in after referred as “The Association”

## **2 PLACE OF BUSINESS**

Its registered place of business shall be at Yinson Holdings Berhad, Level 16, Menara Southpoint or at such other place as may from time to time be decided by the Committee. The registered place of business shall not be changed without the prior approval of the Registrar of Societies.

## **3 VISION AND MISSION**

The Malaysia Carbon Market Association (MCMA) is a non-profit organization representing the Malaysian carbon market. MCMA is dedicated to the promotion of carbon markets. MCMA bridges communication among the stakeholders and is engaging with the government to ensure the efficient, ethical and professional growth of the carbon market industry.

Our Vision : Making Malaysian Carbon Markets Accessible to All

Our Mission :

(a) Advocate for a vibrant voluntary carbon market (VCM) ecosystem, in particular facilitating the development of high-quality carbon projects encompassing both technology and nature-based solutions in Malaysia;

(b) Contribute to formulation of national policies so compliance and voluntary carbon markets can effectively and equitably contribute towards Malaysia's Net Zero goal as early as 2050;

(c) Contribute toward talent development, to achieve the highest level of professionalism, knowledge and competency in the carbon markets; and

(d) Collaborate with international and domestic carbon partners in both the public and private sectors so as to foster a greater and interoperable carbon markets to enhance carbon price efficiency and channel funding support towards carbon projects in developing and emerging economies.

## **4 AIM AND OBJECTIVES**

- (1) The Association shall promote the growth of carbon markets and knowledge within Malaysia.
- (2) The Association shall promote the development of Malaysia carbon projects and knowledge internationally and where applicable, shall promote Malaysian carbon standards and and their applications.
- (3) The Association shall undertake to advocate to the federal and state governments and/or government agencies and/or policy makers to facilitate the development of high quality carbon projects in Malaysia.
- (4) The Association shall undertake and/or carry out all activities to enhance the carbon market and industry.
- (5) The Association shall undertake and/or carry out such activities that can foster an end-to-end integrity framework in the Malaysian carbon market and industry.
- (6) The Association shall undertake and/or carry out such activities as are necessary and deemed prudent to accelerate the growth of the carbon market business/industry, including contributing to development of international carbon policies.
- (7) The Association shall undertake and/or carry out such activities as are deemed necessary and or prudent for the interest of its members and/or customers.
- (8) The Association shall undertake and/or carry out such activities as are deemed necessary and/or prudent so as to create and/or improve public confidence in the Malaysian carbon market and industry.
- (9) The Association shall attend to and/or undertake and/or carry out such activities as are necessary to be associated with any other industry and/or association whether internationally and/or locally which are deemed necessary to develop the capacity and capability of the Association and/or its numbers.
- (10) The Association shall attend to and/or carry out and/or undertake any activity/activities which is deemed necessary for the purposes of achieving the objectives of the Association and/or its members.

## **5 MEMBERSHIP**

- (1) There shall be 2 categories of members who are eligible to join the Association namely Ordinary Members, and Honorary Members.
- (2) Only Companies and/or multinational companies registered under the Companies Act 1965 and with the Companies Commission of Malaysia that are

involved in the carbon market industry and/or in the development of the carbon market industry and having its principal place of business in Malaysia are eligible to be Ordinary Members of the Association.

(3) A Ordinary member shall have full rights as members including voting rights and are also eligible to be committee members and office bearers of the Association.

(4) Institutional membership shall be open to institutions of higher learning related to and/or for the promotion of the carbon market and/or information and/or training and/or research or development of the carbon market in Malaysia. An Institutional member shall have no voting rights and shall not hold any post in the association.

(5) Honorary membership shall be open to those bodies or entities who are invited to be honorary members of the association. An honorary member shall have no voting rights and shall not hold any post in the association. The membership of any honorary member shall be at the absolute discretion of the association and can be terminated at any time without any reason whatsoever.

(6) All Ordinary Members are eligible to attend all meetings, congresses and or any other events which are arranged, hosted and/or sponsored co-sponsored by the Association.

(7) All members are eligible to attend the Annual General Meeting and Extraordinary General Meeting of the Association with the exception of Institutional Members and Honorary Members who can attend such meeting as observers only and cannot participate in the meeting.

(8) Every application for membership shall be in writing and shall be proposed and seconded by two existing members and shall be forwarded to the Secretary who shall at the first convenient opportunity, submit it to the Committee for approval.

(9) Every application for Ordinary Membership that 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 of a member as stated herein.

(10) The applicant shall within 14 days of being informed that their application to be a member has been approved attend to pay the Association the entrance fee and the annual subscription which is payable to the Association for the year. The Committee has the discretion to approve an extension of time if such an application or request, in writing, is made by applicant.

## **6 ENTRANCE FEES, SUBSCRIPTIONS AND OTHER DUES**

(1)The entrance fee and subscription payable shall be as follows:-

(a)Ordinary Member

Annual subscription fee for Ordinary Member/Individual RM 1000.00

Entrance fee RM 500

(b)Honorary Member

No entrance fee for an Honorary Member

No annual subscription fee for an Honorary Member

(2)All annual subscriptions shall be payable to the Treasurer in advance but not later than sixty (60) days of the first day of each year.

(3)Any member who allows his arrears for more than sixty (60) day as stipulated in article 6.2, shall receive a written notification signed by or on behalf of the Secretary, and shall be denied the privileges of membership until he settles his account.

(4)Any member who allows his arrears to remain outstanding for a period exceeding one hundred and eighty (180) days shall automatically cease to be a member of the Association, 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.

## **7 RESIGNATION & TERMINATION & EXPULSION**

(1) Any member who wishes to resign shall give two weeks' notice in writing to the Secretary, subject to the member having paid up all dues to the Association.

(2) Any member who fails to comply with the rules of the Association 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 himself in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a general meeting upon appeal by the said member.

(3) Any Member of the Association (whether Ordinary Member or otherwise) may be expelled from the Association in the following manner:-

a) The President of the Association shall issue a notice in writing to the member informing the member of the grounds on which the Association intends to expel the member;

b) If an appeal is made by member in writing, the member shall be given an opportunity to be heard at the Annual General meeting or Extraordinary General Meeting of the Association.

c) The Ordinary Members of the Association shall then vote on the issue as to whether the Member ought to be expelled or not.

d) The decision of the Ordinary Members whether to expel a Member or not is based on a simple majority.

(e) A member who has been expelled or a member whose membership is terminated shall upon his expulsion or termination have no right whatsoever to any of the assets of the Association.

## **8 COMMITTEE MEETING**

(1) The Committee shall meet at least once every 3 months or at any higher frequency as the president deems fit, and a 10 days' prior notice of each meeting shall be given to the Committee members. At least one half of the Committee members with odd numbering must be present for its proceedings to be valid and constitute a quorum. Such meeting can either be held by physical attendance and/or virtual and/or hybrid which is either physical or virtual attendance. The president acting alone, or not less than four of its committee members acting together may call for a meeting of the Committee to be held at any time.

(2) If any urgent matter requiring the approval of the committee arises and it is not possible to convene a meeting, the Secretary may obtain such approval by means of a circular letter. 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 Committee must indicate whether they are in favour or against the proposal; and
- (c) The decision must be by a majority vote.

(3) Any member of the Committee who fails to attend three consecutive meetings of the Committee without satisfactory reason shall be deemed to have resigned from the Committee.

(4) 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 Ordinary member of the Association by way of a full consensus of the committee members to fill the vacancy until the next election of office-bearers. The co-opted members of the committee shall have full voting rights.

(5) The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of the Association. It may appoint 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 decision of the Committee, or for any other reason which it deems good and sufficient in the interest of the Association.

(6) 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 rules. All Ordinary members can become members of these sub-committees.

The president is authorized to appoint 3 additional members to the Committee members. In such a case, the President shall propose the additional members (which shall not exceed three (3) in number) which shall be approved by the Committee by simple majority vote.

## **9 COMMITTEE MEMBERS**

(1) A committee consisting of the following, who shall be termed the office bearers of the Association shall be elected in the annual general meeting: -

- A President
- A Vice President
- A Secretary
- A Treasurer
- 3 Ordinary Committee Members

(2) All office-bearers of the Association and every officer performing executive functions in the Association shall be Malaysian Citizen.

(3) Names for the above offices in paragraph (1) shall be proposed and seconded in a nomination form (to be obtained from the office of the association) and to be submitted to the office of the association at least seven (7) days before the annual general meeting and election will be by a simple majority vote of the members at the annual general meeting.

(4) Any nomination form received by the association after the time limit mentioned as foresaid shall be deemed to be invalid. The association may at its absolute discretion conduct the nomination process and /or the election process at such annual general meeting by physical attendance or by way of a virtual meeting.

(5) 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 the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting our 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.

## **10 DUTIES OF OFFICE-BEARERS**

(1) 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. He shall, in conjunction with the Secretary and Treasurer sign all cheques on behalf of the Association

(2) The Vice President shall deputies for the President during the latter's absence

(3) The Secretary shall conduct the business of the Association in accordance with the rules and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for keeping Association's records 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, 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 Association. He shall file annual returns within 60 days from the date of the annual general meeting to the Registrar of Societies.

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

(5) The Ordinary Committee Members shall carry out such duties as directed by the President or the Committee.

## **11 FINANCIAL PROVISIONS**

(1) Subject to the following provisions in these rules, the funds of the Association maybe 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 authorize the secretariat to hold a petty cash advance not exceeding RM2 000.00 at any one time. All money in excess of this sum within seven days of receipt shall be deposited in banks approved by the Committee. The bank accounts shall be in the name of the Association. The Treasurer shall verify all

monthly transactions of the Association monies.

(3) All cheques and monies transfer on the Association's account shall be approved and signed jointly by the President and the Treasurer. The President shall during his absence appoint the Secretary to approve and sign on his behalf.

(4) No expenditure exceeding RM 5,000.00 per payment shall be incurred without the prior sanction of the Committee meeting, and no expenditure exceeding RM 100,000.00 per payment shall be incurred without the prior sanction of a general meeting. Expenditure less than RM 5,000 at any one time may be incurred by the President together with the Secretary and the Treasurer.

(5) The management accounts of the association shall be tabled on a semi-annual basis to the Committee during the committee meeting. 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 annual general meeting, and copies shall be made available at the registered place of business of the Association for the perusal of members.

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

## **12 AUDIT**

(1) Two members, who shall not be office-bearers of the Association, shall be appointed, by the annual general meeting as Honorary auditors. They shall hold office for one year and may be reappointed.

(2) The Auditors 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. They may also be required by the President to audit the accounts of the Association for any period within their tenure of office, at any date, and to make a report to the Committee

## **13 TRUSTEE**

(1) The purchase and sale of immovable property of the Association shall be approved by a general meeting whereby ownership structure shall also be agreed upon.

(2) The immovable property of the Association shall be registered in the name of the Association and all instruments relating to the property shall be as valid and effective as if they had been executed by a registered proprietor also known as property owner provided that they are executed by three office-bearers for the time



being of the Association, namely President, Secretary and Treasurer or any Committee members appointed by the committee

(3) The Committee of the Association shall protect all property of the Association. The Committee shall not sell, transfer any of the property of the Association without the approval and authority of a general meeting of members.

## **14 DISSOLUTION**

(1) The Association may be voluntarily dissolved by a resolution of not less than three-fifth 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 on its behalf shall be fully discharged, and the remaining funds shall dispose in such manner as may be decided upon by a general meeting.

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

## **15 ESTABLISHMENT AND DISSOLUTION OF BRANCHES**

The society shall operate in Malaysia including Sabah and Sarawak. The society can open branches in any of the states of Malaysia including the states of Sabah and Sarawak subject to the prior approval of the Registrar of Societies.

## **16 GENERAL MEETING**

(1) The supreme authority of the Association is vested in a general meeting of the members. At least one-half of the voting membership of the Association or the voting members 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.

(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 30 days) 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 the rules of the Association or to make any decision affecting the whole membership.

(3) A 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 a time and a 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 Association during the previous year;
- c) To receive the Treasurer's report and the audited accounts of the Association for the previous year;
- d) To elect the committee and to appoint auditors once every two (2) years;
- e) To deal with such other matters as maybe put before it where notice in writing has been submitted to the Association.

(4) The Secretary shall send to all members at least 14 days before the meeting a notice and 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) 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 twice the numbers of committee members, stating the objects and reasons for such meeting.

(6) An extraordinary general meeting requisitioned by members shall be convened upon receipt by the Association of a request in writing and such a meeting shall be convene within thirty days of the receipt of such requisition.

(7) The notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen days before the meeting.

(8) Paragraphs 8(1) and 8(2) of these rules 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 months from the date thereof.

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

## **17 COMMITTEE MEMBERS OF BRANCHES**

(1) A committee of the branch office consisting of the following, who shall be termed the office bearers of the branch office of the Association shall be elected in the annual general meeting: -

- A President
- A Vice President
- A Secretary
- A Treasurer

(2) All office-bearers of the branch office of the Association and every officer performing executive functions in the branch office of the Association shall be Malaysian Citizen.

(3) Names for the above offices in paragraph (1) shall be proposed and seconded and election will be by a simple majority vote of the members at the annual general meeting.

(4) The function of the Committee of the branch office of the Association is to organize and supervise the day-to-day activities of the branch office and to make decisions on matters affecting its running within the general policy laid down the general meeting. The Committee shall not act contrary to the expressed wishes of the general meeting our 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.

## **18 DUTIES OF BRANCHES OFFICE-BEARERS**

(1) 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) The Vice President shall deputise for the President during the latter's absence

(3) The Secretary shall conduct the business of the branch office of the Association in accordance with the rules, and shall carry out the instructions of the general meeting and of the Committee. He shall be responsible for keeping of the branch office of the Association's records 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, date and place of birth, occupation, name and address of employer and residential address.

(4) The Treasurer shall be responsible for the finances of the branch office of the Association. He shall keep accounts of all its financial transactions and shall be responsible for their correctness.

(5) The Ordinary Committee Members shall carry out such duties as directed by the President or the Committee.

## **19 FINANCIAL PROVISION**

All monies will be manage by the main office

## **20 INTERPRETATION**

(1) Between annual general meetings the Committee shall interpret the rules of the Association and when necessary, determine any point on which the rules 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 Association unless and until countermanded by a resolution of a general meeting.

## **21 AMENDMENT OF RULES**

These rules 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 the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

## **22 ASSESSMENT OF RULES**

These rules 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 the rules shall be forwarded to the Registrar of Societies within 60 days of being passed by the general meeting.

## **23 PROHIBITIONS**

(1) None of the following games be played in the premises of the Association, Roulette, Lotto, Fan Tan, Poh, Peh Bin, Belankai, Pai Kau, Tau Ngau, Tien Bgau, Tien Kow, Chap Ji Kee, Sam Cheong, Twenty One, Thirty One, The and a half, all games of dice, bankers' games, all video games and all games of mere chance.

(2) Neither the Association 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 Association shall not hold any lottery, whether confined to its members or not, in the name of the Association, 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 Association to any of its members.

## **24 ADVISORY/PATRO**

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.

## LAMPIRAN

Lambang



Keterangan:

MCMA, defined as the Malaysia Carbon Market Association is a minimalist logo that parallels our goal to minimize the barriers to entry for the carbon market and projects in Malaysia, accelerating domestic ability to achieve their climate goals.