



**CONSTITUTION OF
PERSATUAN PEMILIK OSV MALAYSIA
(MALAYSIA OSV OWNERS' ASSOCIATION)**

1. Name

The Association shall be known as the **PERSATUAN PEMILIK OSV MALAYSIA (MALAYSIA OSV OWNERS' ASSOCIATION)** hereinafter referred as "OSV Malaysia".

Definition : OSV means any Offshore Support Vessel that include Anchor Handling Tug Supply Vessel, Straight Supply Vessel, Anchor Handling Tug, Utility Vessel, Crew Boat, Fast Crew Boat, Utility Crew Boat, Platform Supply Vessel, Diving Support Vessel, Well Testing Vessel, Well Stimulation Vessel, Mobile Offshore Production, Seismic Survey Vessel, Landing Craft Vessel, General Purpose Vessel, Accommodation Vessel, Accommodation Barge, Workboat, Workbarge, Pipelay Barge, Crane Barge, Well Intervention Vessel or any other vessels used for exploration & production of offshore oil and gas.

2. Registered Address

The registered address of OSV Malaysia shall be Level 15, Menara Bank Pembangunan, Bandar Wawasan, No. 1016 Jalan Sultan Ismail, 50250 Kuala Lumpur or at such other place as may from time to time be decided by the Committee. The registered place of business of OSV Malaysia shall not be changed without the prior approval of the Registrar of Societies.

3. Flags, Symbols, Badges Or Other Insignia.

The symbol to be used is enclosed as an attachment (*Attachment 1*).

4. Objectives

- (1) To provide a collective platform for expressing common industry concern for members interest/welfare in promoting OSV industry.
- (2) To promote research and development in addressing Malaysianisation of technical support and services for OSV industry.
- (3) To promote training and human resource development for OSV industry.



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5. Membership

(1) Ordinary Member :

- a) Any corporate body owned and controlled by Malaysian and duly registered in Malaysia who owns OSV(s) registered with Jabatan Laut Malaysia and in the opinion of the Committee is fit and proper to be an Ordinary Member.
- b) The corporate body shall nominate one person as a representative.
- c) The representative must be above the age of 21 years.
- d) An Ordinary Member shall have voting rights and be eligible to hold a position in the Committee.

(2) Associate Member :

- a) Any corporate body owned and controlled by Malaysian who does not qualify to be an Ordinary who in the opinion and discretion of the Committee is beneficial to OSV Malaysia.
- b) An Associate Member shall be entitled to enjoy all the privileges of an Ordinary Member save that he shall not have any voting rights nor be eligible to hold any post in the Committee.
- c) Associate Member means any of the following:
 - i. Classification Society / Surveyor
 - ii. Financial Institution
 - iii. Insurance Company
 - iv. Shipyard
 - v. Maritime Training Institute.
 - vi. Or any other body as the Committee deems fit.

- d) The corporate body shall nominate one person as a representative.
- e) The representative must be above the age of 21 years.

(3) Every application for membership 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. The Committee may at its discretion reject any application without assigning any reason thereof.



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- (4) 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 OSV Malaysia and shall be entitled to all the privileges of membership.

6. Entrance Fees, Subscriptions and other dues.

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

Ordinary Member

Entrance fee **RM 10,000**

Annual subscription fee is based on the number of vessels owned:

- | | |
|--------------------------------------|------------------|
| a. Five (5) vessels and below | : RM3,500 |
| b. Six (6) to twenty (20) vessels | : RM5,000 |
| c. Twenty One (21) vessels and above | : RM7,500 |

Associate Member

Entrance fee **RM 5,000**

Annual subscription **RM 3,000**

- (2) All annual subscription shall be payable to the Treasurer within 30 days of the month of January each year. Annual fee is calculated based on pro-rata basis for those members who joined the association less than the calendar year.
- (3) Any member who allows his arrears to exceed more than 4 months 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) The Committee shall have the power to fix a re-entrance fee for any person who has allowed his membership to lapse through arrears.
- (5) Special subscriptions or levies for particular purposes may be raised from members by resolution of the general meeting of OSV Malaysia. 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.



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7. Resignation & Termination

- (1) Any member who wishes to resign from OSV Malaysia shall give two weeks' notice in writing to the Secretary and shall pay up all dues.
- (2) Any member who fails to comply with the rules of OSV Malaysia or has acted in a manner to bring disrepute upon OSV Malaysia 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.

8. General Meeting

- (1) The supreme authority of OSV Malaysia is vested in a general meeting of the members. More than one half of the voting members of OSV Malaysia 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 OSV Malaysia or make any decision affecting the whole membership.
- (3) All members shall be entitled to attend and speak at General Meetings of OSV Malaysia.
- (4) Only fully paid up Ordinary members shall have the right to vote.
- (5) All votings in the case of the election of Office bearers shall be by show of hands. In the event of an equality of votes, the chairman shall have a second or casting vote.
- (6) Adoption of any motion at the General Meeting shall be by a simple majority vote.
- (7) An annual general meeting of OSV Malaysia 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:-



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- a) To receive the minutes of the previous annual general meeting;
 - b) To receive the Committee's report on the working of OSV Malaysia during the previous year;
 - c) To receive the Treasurers' report and the audited accounts of the OSV Malaysia for the previous year;
 - d) To elect a Committee for the term of 2 years;
 - e) To appoint auditors for the ensuing year; and
 - f) To deal with such other matters as may be put before it.
- (8) The Secretary shall send to all members at least 14 days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of OSV Malaysia for the previous year. Copies of these documents will also be made available at the registered place of business of OSV Malaysia for the perusal of members.
- (9) An extraordinary general meeting of OSV Malaysia shall be convened:-
- a. Whenever the Committee deems it desirable; or
 - b. At the joint request in writing of more than one half of the voting number of committee members, stating the objects and reasons for such meeting.
- (10) An extraordinary general meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.
- (11) Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.
- (12) Paragraphs 8(1) and 8(2) of this 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.
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- (13) The 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.

9. Administration

- (1) A committee, who shall be termed the office-bearers of OSV Malaysia, shall be elected at the General Meetings. The Committee shall consist of the following:
- a) A President
 - b) A Vice President
 - c) An Honorary Secretary
 - d) An Honorary Treasurer
 - e) Seven (7) Ordinary Committee Members (Two (2) out of seven (7) ordinary committee members are appointed by the President)
- (2) All office-bearers of OSV Malaysia and every officer performing executive functions in OSV Malaysia shall be Malaysian citizens.
- (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. All the office-bearers shall be eligible for re-election for every two years.
- (4) The function of the Committee is to organize and supervise the day-to-day activities of OSV Malaysia 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.
- (5) The Committee shall meet at least once every three months.
- (6) Committee meetings shall be convened by the Secretary at the request of the President or of at least 5 members of the Committee. Notice of such meetings shall be given and it shall not be less than 7 calendar days.
- (7) The quorum shall be more than one half of the number of members in the Committee.
- (8) Any Committee member who absents himself from 3 successive meetings without explanation shall be deemed to have ceased to be a member of the Committee.
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- (9) Where 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 more than 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 a majority vote.

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

- (10) 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 OSV Malaysia to fill the vacancy until the next election of office-bearers.
- (11) The Committee shall give instructions to the Secretary and other officers for the conduct of the affairs of OSV Malaysia. 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 OSV Malaysia.
- (12) 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. Any members can become members of these sub-committee.

10. Duties of Office-Bearers

- (1) President
- a) The President shall have the right to call all Committee meetings and to chair the Committee and General Meetings of OSV Malaysia.
 - b) The post of President shall be for two years and no President shall hold Office for more than 2 consecutive years.
 - c) The President shall during his term of office preside at all general meetings, all meetings of the committee and shall be responsible for the



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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.

- d) He shall, in conjunction with the Secretary and Treasurer sign all cheques on behalf of OSV Malaysia.

(2) Vice President

- a) In the absence of the President, all his duties, powers and responsibilities shall devolve upon the Vice President.
- b) The post of Vice President shall be for 2 years and he shall not hold office for more than 2 consecutive terms.

(3) Honorary Secretary

- a) Subject to the directions of the Committee, it shall be the duty of the Secretary to conduct the correspondence of OSV Malaysia to attend all meeting of OSV Malaysia and Committee, to take minutes and communications that may be needed to be read, to superintend the publication of such papers and publications as the Committee may direct, to direct collection of subscriptions and other amounts due to OSV Malaysia and the preparation of the accounts on the expenditure of the funds and to present all accounts on to the Committee for inspection and approval. He shall engage, subject to the approval of the Committee and be responsible for, all persons employed under him and shall generally conduct the ordinary business of OSV Malaysia under the direction of the Committee. He shall maintain the Register of Membership. He shall also send to the Registrar of Societies, the annual returns within 60 days after the Annual General Meeting is held.
- b) The post of Honorary Secretary shall be for 2 years.

(4) Honorary Treasurer

- a) The Honorary Treasurer shall be responsible for the finances of OSV Malaysia and for their correctness.
- b) The post of Treasurer shall be for 2 years and no Treasurer can held off for 2 consecutive terms.

(5) Ordinary Committee Members

- a) All Ordinary Committee Members shall perform such duties and exercise such powers as may be assigned to them by the Committee.



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- b) The post of Ordinary Committee Members shall be for 2 years and they shall not hold office for more than 2 consecutive terms. Ordinary Committee Members appointed by the President shall hold Office until the next Annual General Meeting or when the President retires, whichever is earlier.
- c) The Ordinary Committee Members shall attend all meetings of OSV Malaysia and assist the above officers in their duties.

11. Vacancies in the Committee

- (1) The Committee may co-opt a member as may be needed to fill any vacancy in the Committee to serve until the next General Meeting.

12. Finance

- (1) Subject to the following provisions in this rule, the funds of OSV Malaysia may be expended for the purpose necessary for the carrying out of its objects, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.
- (2) The Treasurer may hold a petty cash advance not exceeding RM1,000.00 (Ringgit Malaysia One Thousand Only) at any one time. All money in excess of this sum shall within seven days of receipt be deposited in a bank approved by the Committee. The bank account shall be in the name of OSV Malaysia.
- (3) The authorized signatories to operate and execute the association's bank account are:-
 - i) President
 - ii) Vice President
 - iii) Honorary Secretary
 - iv) Honorary Treasurer

For the sum equivalent to RM5,000 and below, the signatories shall be any two (2) of the authorized persons. For the sum above RM5,000, the signatories shall be any three (3) of the authorized persons.

- (4) No expenditure exceeding RM5,000.00 at any one time shall be incurred without the prior sanction of the committee. Expenditure less than RM5,000.00



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at any one time may be incurred by the President together with the Secretary 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 appointed Auditors. 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 OSV Malaysia for the perusal of members.
- (6) The financial year of OSV Malaysia shall commence on the 1st January and end on the 31st December every year.

13. Audit

- (1) Two persons, who shall not be office-bearers of OSV Malaysia, 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 OSV Malaysia 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 OSV Malaysia for any period within their tenure of office, at any date, and to make a report to the Committee.

14. Interpretation

- (1) Between annual general meetings the committee shall interpret the rules of OSV Malaysia 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 OSV Malaysia unless and until countermanded by a resolution of a general meeting.

15. Advisor / Patron

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



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16. Prohibitions

- (1) None of any games of mere chance shall be played in the premise of the OSV Malaysia in accordance to the First and Second Schedule of the Common Gaming House Act 1953.
- (2) Neither OSV Malaysia 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) "Benefits" as mentioned under section 2 of the Societies Act 1966 shall not be given by OSV Malaysia to any of its member.

17. Amendments of Rules.

- (1) 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.

18. Dissolution

- (1) OSV Malaysia may be voluntarily dissolved by a resolution of not less than three-fifths of the voting membership present in a general meeting.
- (2) In the event of OSV Malaysia being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by a general meeting.
- (3) Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.



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Attachment 1



Design:

The line art symbol represents sea waves.

The compass symbolizes the direction of OSV Malaysia in steering the Association in enhancing its goals and objectives to the OSV industry.

Blue line art and words symbolize “marine”

The silver line and silver compass denote “professionalism and maturity”

Definition:

The Malaysia OSV (Offshore Support Vessels) Owners Association, or its acronym "OSV Malaysia" represents members of Malaysian ship owners, who own and operate OSVs in providing services in the Oil and Gas industry, accommodation and maintenance facilities with the primary objective of providing a collective platform for enhancing industry harmonization for national interest and its members' welfare, and to facilitate in promoting research and development in the Malaysianisation of technical support and services, and promote training and human resources development for the OSV industry.