

# CONSTITUTION

Registered with the Registrar of Societies on 24<sup>th</sup> September 1985 under the Societies Act 1966 of Malaysia.

## 1. NAME, ORGANIZATION STATUS AND OBJECTIVES

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| 1.1. | The name of the Organization is Organisasi Perancangan dan Penempatan Manusia Kawasan Ketimuran Dunia (Eastern Regional Organization for Planning and Human Settlements).   | NAME                          |
| 1.2. | Its abbreviation shall be EAROPH.   | ABBREVIATION                  |
| 1.3. | Originally constituted as a Regional Chapter of the International Federation for Housing and Planning (IFHP) with its headquarters in The Hague, EAROPH is now an autonomous regional organization. However it retains a close association with IFHP.   | AUTONOMY                      |
| 1.4. | EAROPH is constituted as a nonreligious, non-political, non-profit sharing and non-governmental organization.   | NON-GOVERNMENTAL ORGANIZATION |
| 1.5. | As a regional organization it covers all countries in Asia, Australasia and the Pacific regions.  | AREA COVERED                  |
| 1.6. | The EAROPH Logo depicts the importance of Man and his Habitat. In this respect, three spheres are presented. The central sphere represents Man, the sphere on the left represents the human settlements, while that on the right represents the natural environment. The Logo thus symbolises the aspirations of EAROPH on which it has based its objectives to serve the people in its region. | LOGO                          |

## 2. OBJECTIVES AND ACTIVITIES

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| 2.1. | The objectives of EAROPH are to study and promote the well being of human settlements, with special application to the potentialities and the needs of the countries within the EAROPH region, for the purpose of attaining a better quality of life through, included but not limited to:<br><br>a) The attainment of sustainable human settlements and environment; and<br><br>b) The theory, practice and implementation of all aspects of Urban and Rural Planning and Management, at local, regional, national and international levels.  | OBJECTIVES |
| 2.2. | EAROPH shall pursue these objectives by all suitable means, in particular:<br><br>a) By promoting coordination, cooperation and consultation between all persons and bodies interested in these areas;<br><br>b) By establishing or encouraging the establishment by incorporation or by practical support of national and international organizations whose aims coincide wholly or in part with those of EAROPH;<br><br>c) By the study of principles and facts, by research, by carrying out inquiries, by collecting statistics;<br><br>d) By maintaining a library; by the collection, utilization and dissemination of information and documents published or being published throughout the world, either by conventional means or through the use of Information and Communication Technology (ICT), the material in which is directly or indirectly in consonance with EAROPH's objectives; and by fostering relations with existing libraries; | ACTIVITIES |

- e) By convening and organizing practical studies, courses, lectures and periodic international congresses, and by the organization or promotion of exhibitions, competitions and gatherings for the exchange of views.
- f) By the publication of a review, bulletins, reports and other documents.
- g) By assisting in the setting up of organizations that will enhance and strengthen EAROPH's objectives pertaining to human settlements.
- h) By constituting commissions, consultancies, committees, seminars, groups, permanent or temporary, entrusted with special tasks to assist the private and public sectors.
- i) By establishing and maintaining relationships with public authorities, governmental, intergovernmental or non-governmental organizations, including the regional agencies of the United Nations Organization;
- j) By the creation of bodies legally distinct from EAROPH and collaboration with them to achieve the same aims.

**3. LEGAL SEAT AND OFFICIAL LANGUAGE**

- 3.1. The legal seat of EAROPH shall be in the country in which the EAROPH International Secretariat is located at the time. LEGAL SEAT
- 3.2. As per the EAROPH Bylaws, the EAROPH Council shall determine the location of the EAROPH International Secretariat. LOCATION
- 3.3. The official language of EAROPH shall be English. OFFICIAL LANGUAGE

**4. MEMBERS OF THE ORGANIZATION**

- 4.1. There shall be six classes of membership, termed respectively: MEMBERSHIP CLASSES
  - (1) Organizational members,
  - (2) Organizational Term Members,
  - (3) Individual Members,
  - (4) Individual Life Members,
  - (5) Honorary Members, and
  - (6) Associate Organizational Members.
- 4.2. The following bodies, organizations and individuals, from within or outside of the EAROPH region, are eligible to become members with the approval of the Executive Committee. QUALIFICATIONS FOR MEMBERSHIP
  - a) Technical, educational, scientific, developmental, constructional, financial, social and professional organizations;
  - b) Public and semi-public institutions and local authorities,
  - c) Regional associations and institutions and regional bodies of international organizations;
  - d) Individuals interested in all aspects of human settlements and the environment at local, national or international level.

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| 4.3.                             | Any organizations, institutions, private or public bodies on local, regional, national or international level fulfilling the qualification of membership under Section 4.2 may be approved by the Executive Committee for admission as Organizational Members.  | QUALIFICATIONS FOR ORGANIZATIONAL MEMBERS |
| 4.4.                             | Any organizations, institutions, private or public bodies at local, regional, national or international level that fulfil the qualification of membership under Section 4.3 and are willing to pay membership fees for a term of ten (10) years may be admitted as Organizational Term Members. On expiry, the membership shall have to be renewed for a further period of 10 years.  | ORGANIZATIONAL TERM MEMBERS               |
| 4.5.                             | The Executive Committee may approve any individual fulfilling the qualification of Membership under Section 4 for admission as an Individual Member. The Executive Committee may also approve any Individual of an EAROPH Organizational Member for admission as an Individual Member.  | QUALIFICATIONS FOR INDIVIDUAL MEMBERS.    |
| 4.6.                             | Any individual can opt to pay for a one time membership fee to be eligible for admission as a Life Member for the duration of his/her lifetime or upon voluntary termination of their membership.   | INDIVIDUAL LIFE MEMBERS                   |
| 4.7.                             | By resolutions of the Council on recommendation of the Executive Committee, Honorary Membership may be awarded to any individual who in the opinion of the Council has contributed significantly in promoting better human settlements and improved environments, thus enhancing the quality of life of man; or to any EAROPH individual, whether an Organizational or Individual Member, who has contributed significantly in promoting the objectives of EAROPH. Such persons shall remain as Honorary Members at the pleasure of the Council.  | HONORARY MEMBERS                          |
| 4.8.                             | International organizations which have objectives similar to those of EAROPH may enter into an arrangement of reciprocity and be granted Associate Organizational Membership by the Council on the recommendation of the Executive Committee. Associate Organizational Members and EAROPH shall mutually offer each other's members the same privileges of fee reductions for congresses, seminars, symposia and other organised activities as well as for equivalent purchase prices for various publications.   | ASSOCIATE ORGANIZATIONAL MEMBERS          |
| <b>5. ELECTION OF MEMBERSHIP</b> |   |   |
| 5.1.                             | For admission to EAROPH as Organizational or Individual Members, applications shall be made on Membership Application Forms obtained from the EAROPH Secretariat.   | APPLICATION FOR MEMBERSHIP                |
| 5.2.                             | In the Membership Application Form an Applicant shall subscribe a statement that he is eligible under the Constitution and that he is willing, if elected to be bound by the Constitution, the Byelaws and any other Rules of EAROPH in force at the time.  | APPLICATION FORM                          |
| 5.3.                             | Application Forms for admission to the Organizational and Individual Membership must be forwarded to the Secretary General for submission to the Secretariat Committee for provisional approval either by a meeting or by correspondence. The result shall be made known to the Applicant within one month.   | PROVISIONAL APPROVAL                      |
| 5.4.                             | An application for membership must be accompanied by full remittance of the appropriate entrance fee and first annual subscription. On receipt of the Application form duly filled and accompanied by full remittance, the Secretary General shall accept the Application. The Application shall be tabled before the Secretariat Committee which shall decide by majority decision on the acceptance of the Application for provisional approval, to be referred and approved by the Executive Committee through electronic means. Approval or rejection must be given within one month of notice. Silence on the application means consent of approval. | FULL REMITTANCE                           |

5.5.	In the event that an application is rejected by a majority vote of the Executive Committee, all monies shall be returned to the applicant.	APPLICATION REJECTED
<b>6.</b>	<b>REFUSAL OR TERMINATION OF MEMBERSHIP</b>	
6.1.	The Executive Committee reserves the right to refuse any applicant admission to membership.	RIGHT TO MEMBERSHIP REFUSAL
6.2.	In the event of the Application not being accepted by the Executive Committee, the entrance fee and subscription shall be refunded to the Applicant.	REFUND
6.3.	Membership in EAROPH may be terminated by the Executive Committee should the member:	TERMINATION OF MEMBERSHIP
	a) become a bankrupt; or	
	b) be declared of unsound mind; or	
	c) be convicted of a felony; or	
	d) persistently work against the interests or objectives of EAROPH.	
<b>7.</b>	<b>RE-ADMISSION TO MEMBERSHIP</b>	
7.1.	The re-admission to membership of any person or organization that has ceased to be member of EAROPH shall be dealt with in the same manner as an original application.	RE-ADMISSION TO MEMBERSHIP
<b>8.</b>	<b>ENTRANCE FEES, SUBSCRIPTIONS AND CONTRIBUTIONS</b>	
8.1.	The amount of entrance fees, subscriptions and contributions shall be as per the Byelaws and subject to review by the Executive Committee from time to time.	ENTRANCE FEE AND SUBSCRIPTIONS
8.2.	Annual subscription shall be payable in advance and shall be due on the first day of January in each year. Applications for membership made before the first day of July in any year shall be accompanied by the full amount of annual subscription payable for the current year, while those made after the first day of July shall be half the annual subscription and those made after the first day of December, shall be accompanied by the full amount of subscription for the following year.	ANNUAL SUBSCRIPTION PAYMENT
<b>9.</b>	<b>DEFAULTERS AND PENALTY FOR NON-PAYMENT AND EXEMPTION</b>	
9.1.	Should any member's annual subscription be in arrears for a period exceeding one year, that member shall become a defaulter and a registered letter shall be sent to the individual or organization concerned; and if all arrears be not paid within twelve (12) weeks of the forwarding of such letter, the defaulter shall be suspended or expelled by Resolution of the Executive Committee.	DEFAULTERS
9.2.	No member whose annual subscription remains unpaid for a period of three months shall be entitled to attend or take part in the meetings of EAROPH nor receive any publications of the Organization nor shall be entitled to vote, nor shall be entitled to be nominated for any office until such member has paid in full such subscription arrears.	PENALTY FOR NON-PAYMENT
9.3.	Honorary Presidents, Honorary Members and Associate Organizational Members shall be exempted from the payment of entrance fees and annual subscriptions.	EXEMPTION

## 10. REGISTER OF MEMBERS

- 10.1. A register of members, in both hard copy and electronic form, shall be kept and the name and address of every Individual Member and Organizational Member shall be written in such Register, together with a record showing whether or not the subscription for each current year has been paid. The Secretary General shall keep a Roll of Honorary Members and Associate Organizational Members.

## 11. THE COUNCIL

- 11.1. EAROPH shall be governed and administered through the formation of the following bodies and committees: EAROPH GOVERNANCE
- i) The Council
  - ii) The Executive Committee
  - iii) The Secretariat Committee
  - iv) The office of Secretary General
- 11.2. The Council shall be the supreme governing body of EAROPH. COUNCIL IS SUPREME
- 11.3. The Council of EAROPH shall consist of: COUNCIL COMPOSITION
- a) the President
  - b) the Deputy President
  - c) Honorary Presidents
  - d) One Vice President from each country in the EAROPH region which has six or more Individual and/or Organizational EAROPH Members. The Vice President of the country shall also act as the Chair of a National Chapter.
  - e) the Secretary General
  - f) an Honorary Treasurer and
  - g) ordinary Council Members comprising:
    - i) one Representative from each Organizational Member of EAROPH.
    - ii) one co-opted Council Member for every six Individual Members of EAROPH in each EAROPH Country.
    - iii) a maximum of four experts, one on Housing, one on Urban and Rural Planning, one on Urban Management, and one on the Environment, shall be co-opted from each country in which EAROPH has a national chapter.
    - iv) all Honorary Members of EAROPH.
- 11.4. The Council shall be elected at a Council General Meeting held in conjunction with an International Congress of EAROPH from nominations put forward by the Executive Committee which shall serve as a Nomination Committee. ELECTION OF THE COUNCIL
- 11.5. The Council and the Executive Committee shall be assisted in the day to day management of the Secretariat by the Secretariat Committee. This Committee shall comprise the President, Secretary General, Honorary Presidents and organizational members of the country in which the Secretary General resides. SECRETARIAT COMMITTEE

- 11.6. The office of a Member of Council is vacated forthwith if:
- VACATION OF OFFICE BEARERS
- a) he/she ceases to be a Member of EAROPH.
  - b) he/she resigns the office by notice in writing delivered to the President.
  - c) his/her membership has been terminated under Section 6.3 of this Constitution.

## 12. DUTIES OF THE COUNCIL

- 12.1. The President shall during his/her term of office preside over all Council and Executive Committee and General Meetings and shall be responsible for the proper conduct of such meetings. He/she shall have a casting vote and shall sign the minutes of each meeting at the time they are approved. He/she shall give guidance and assistance to the Secretary General, through the Secretariat Committee, to manage the business of the EAROPH Secretariat and also to the Hon. Treasurer to manage the financial affairs of the organization.
- 12.2. In the absence of the President, the Deputy President shall preside over all Council and Executive Committee and General Meetings. Under such circumstances, he/she shall have a casting vote and shall sign the minutes of meetings over which he/she has presided. However, such minutes shall be counter-signed by the President. The Deputy President shall, with the assistance of the Secretary General, be responsible for the organization of the International Congress of EAROPH to be held in his/her country.
- DEPUTY PRESIDENT
- 12.3. All Past Presidents shall be Honorary Presidents for Life. All past Secretaries General may be nominated by the members of the Secretariat Committee for appointment by the Council as Honorary Presidents. All Honorary Presidents shall continue to serve in the Council if they so wish, and in any other specific capacity the Council may designate.
- HONORARY PRESIDENTS
- 12.4. The Chairman of any National Chapter shall act as a Vice President of EAROPH, and shall serve as the principal link between his/her country and EAROPH. In association with other Council Members and Executive Committee Members from that country, he/she shall be responsible for the EAROPH Membership development in that country, supply news on all matters related to Human Settlements to the EAROPH Secretariat for publication, organize EAROPH activities such as seminars and workshops, and any other projects designated by the Executive Committee.
- VICE PRESIDENTS AND CHAIR OF NATIONAL CHAPTERS
- 12.5. The Secretary General shall conduct the business of the EAROPH International Secretariat, assisted by its staff and in accordance with the rules of the organization. He/she shall carry out the instructions of the Council through its Executive and Secretariat Committees. He/she shall be responsible for conducting all correspondence and keeping all books, documents and papers except the accounts and financial records. The Secretary General shall be responsible for:
- SECRETARY GENERAL
- organizing the international congresses, conferences, seminars with the full assistance of an organising committee in a host country;
  - setting all projects in motion and when they are being managed by a working committee, maintaining and monitoring them through the EAROPH International Secretariat;
  - maintaining close communication with the Council, the Executive Committee and the members;
  - initiating membership development;

- offering assistance to members and their National Chapters related to the betterment of all aspects of Human Settlements.
- 12.6. The Honorary Treasurer shall prepare annual budgets in consultation with the Secretary General. He/she shall keep accounts of all financial transactions with the assistance of the EAROPH Secretariat staff and shall be responsible for the accuracy of the accounts. HONORARY TREASURER
- 12.7. All members of Council shall promote the objectives of EAROPH within their own country through the National Chapters, and shall whenever and wherever possible: COUNCIL MEMBERS
- give full assistance to EAROPH Members in organizing activities related to planning, human settlements and the environment;
  - offer assistance to members and any of their national bodies related to planning human settlements and the environment;
  - maintain close communication with the Council, the Executive Committee, the Secretariat Committee and the members; and
  - initiate membership development
- 12.8. The Council shall remain in office until an election is held at the Council General Meeting during an International Congress of EAROPH, after which the incoming Council shall take office. TERM OF OFFICE
- 12.9. The Council shall meet at least once every two years but this period may be extended so as to coincide with an International Congress of EAROPH, provided the total period does not exceed three years. In the event that the international activities of EAROPH are intensified, the Executive Committee may decide that the Council Meetings be held at shorter intervals or less than two years. COUNCIL GENERAL MEETING
- 12.10. A total of twenty (20) Council Members present shall form a quorum for a Council General Meeting. QUORUM FOR COUNCIL MEETING
- 12.11. The Secretary General, with the approval of the President, shall give notice of a Council Meeting to all members of Council thirty days in advance. NOTICE OF COUNCIL GENERAL MEETING
- 12.12. At the request of at least twenty (20) Council Members, the Secretary General shall call for an Extraordinary General Meeting by giving thirty days (30) clear notice to all the members of Council. EXTRAORDINARY GENERAL MEETING
- 12.13. All resolutions at Council General Meetings shall be decided by a simple majority except as otherwise provided for in this Constitution. In the case of an equality of votes, the Chairman shall have a casting vote. VOTES
- 12.14. The President, or in his absence the Deputy President, shall preside at all meetings of the Council. If at any meeting the President or Deputy President be not present within thirty minutes after the time appointed for the meeting, the members of the Council present shall choose one of their number to be the Chairman. CHAIR OF COUNCIL MEETINGS
- 12.15. Through the Secretary General, the Council shall cause proper minutes to be made of resolutions and proceedings of all meetings of EAROPH, of the Council and of the Committees, and all business transacted at such meetings. Such Minutes of any meeting, which shall be distributed to all Council members within one month of the meeting, if signed by the Chairman of the next succeeding meeting, shall be deemed to be approved records of these meetings. In the event that the Secretary General cannot be present at any EAROPH meeting, the Chairman shall appoint a Secretary from the members present. MINUTES OF MEETINGS

12.16. A meeting of members of the Council at which a quorum is present shall be competent for the time being to exercise all the authorities, powers and discretions by or under the Constitution of EAROPH that are vested in the Council generally.	COUNCIL EXERCISES THE AUTHORITIES
<b>13. EXECUTIVE COMMITTEE OF THE COUNCIL</b>	
13.1. Following the election of the new Council at the Council General Meeting, the out-going Council shall elect the Executive Committee comprising:	ELECTION OF THE EXECUTIVE COMMITTEE
i) the President (newly elected)	
ii) the Deputy President (newly elected)	
iii) Honorary Presidents	
iv) Vice Presidents (newly elected)	
v) the Secretary General (newly elected)	
vi) the Hon. Treasurer (newly elected)	
vii) one member from each country where EAROPH has no fewer than three members shall be elected to serve.	
viii) the President and the Secretary General of any Associate Member shall serve as Ex. officio Member.	
ix) the Chairman of the Publication Committee shall serve as Ex. officio Member.	
x) the Legal Adviser shall serve as Ex. officio Member.	
xi) the Auditor shall serve as Ex. Officio Member.	
<b>14. DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE</b>	
14.1. The Executive Committee shall meet from time to time to review the proper running of EAROPH. The Executive Committee shall perform duties as delegated by the Council.	DUTIES OF EXECUTIVE COMMITTEE
14.2. Whenever necessary, the Executive Committee shall implement new rulings or guidelines to maintain the proper running of EAROPH and also to deal with all matters of policy of EAROPH.	RESPONSIBILITIES
14.3. The Executive Committee has the power to approve applications for membership as per Section 4.	MEMBERSHIP APPROVAL
14.4. The Executive Committee shall meet at least once a year.	MEETINGS
14.5. The quorum shall be twelve Executive Committee Members.	QUORUM
14.6. Notice of meeting shall be 30 days.	NOTICE OF MEETING
14.7. Members who are not part of the Executive Committee may be co-opted to assist with technical matters and may attend meetings, but they shall have no voting rights unless they carry proxies.	CO-OPT MEMBERS

- 14.8. The Executive Committee: The President shall preside at all Meetings and in his absence the Deputy President shall take his/her place. In the event that neither the President nor the Deputy President is present within 30 minutes of the appointed time for the meeting, the members of the Executive Committee shall choose a Chairperson from among those present to conduct the meeting, provided there is a quorum. CHAIR OF EX-CO
- 14.9. An Executive Committee Member has vacated his/her office forthwith if: VACATION OF OFFICE BEARERS
- a) he/she ceases to be a Member of EAROPH.
  - b) he/she resigns his office by notice in writing delivered to the President.
  - c) his/her membership has been terminated under Section 6.3 of this Constitution.
- 15. COMMISSIONS, COMMITTEES AND WORKING PARTIES**
- 15.1. On the recommendation of the Executive Committee, the Council shall have the power to appoint Working Commissions, Committees and Parties, which shall have the power to appoint their own Chairman, Vice Chairman and Honorary Secretary from amongst their members, for the purpose of dealing with specific subjects or projects connected with the objectives of EAROPH. The reports of such Commissions, Committees or Working Parties shall be submitted to the Council through the Executive Committee for ratification. WORKING COMMISSIONS, COMMITTEES AND WORKING PARTIES
- 15.2. The Working Commission, Committees and Working Parties may conduct their own correspondence and business but, save as hereinafter provided, they shall not take any public action nor accept any pecuniary responsibility, unless previously authorised by the Executive Committee. In any emergency they may take such public action as shall have been sanctioned by the President or in his absence by the Deputy President acting on his behalf. DUTIES AND RESPONSIBILITIES
- 15.3. At the end of each year of office the Working Commissions, Committees and Working Parties shall each forward to the Executive Committee a report of their proceedings during the preceding year of office, which report or summary thereof shall be incorporated in the Secretary General's report to the Council General Meeting to be held in conjunction with an International Congress of EAROPH. ANNUAL REPORT
- 15.4. With the approval of the Executive Committee, a Working Commission, Committee or Working Party may co-opt any person, to serve on the Commission, Committee or Working Party CO-OPT MEMBERS
- 15.5. Following the election of the Executive Committee, the same may give its endorsement to the Secretariat Committee, comprising: SECRETARIAT COMMITTEE
- a) The President or in his absence, the chairman of the national chapter,
  - b) The Hon. Presidents,
  - c) The Hon. Treasurer,
  - d) The Secretary General,
  - e) National Organizational members, and
  - f) Individual members in the country in which the Secretary General resides.
- 15.6. The Secretariat Committee shall meet from time to time to guide and review the proper running of EAROPH, including financial matters. It shall perform such duties on behalf of the Executive Committee. DUTIES AND RESPONSIBILITIES

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| 15.7.                             | The Secretariat Committee may form sub-committees to assist and advise in the day-to-day management of EAROPH  | SUB-COMMITTES                           |
| 15.8.                             | All applications for membership to the EAROPH International Secretariat shall be on a temporary basis until formal approval by the Executive Committee.  | TEMPORARY APPROVAL                      |
| 15.9.                             | For better administration and management of EAROPH, the Secretariat Committee may recommend guidelines & policies for adoption by the Executive Committee.   | RECOMMENDATION OF POLICIES & GUIDELINES |
| <b>16. NATIONAL CHAPTERS</b>      |  |   |
| 16.1.                             | On the recommendation of the Executive Committee, the Council shall have the power to appoint a National Chapter, including the Chapter's Working Commissions, Committees and Working Parties, which shall have the power to appoint their own Chairman, Vice Chairman and Honorary Secretary from amongst their members for the purpose of dealing with specific subjects or projects connected with the objectives of EAROPH. The reports of such National Chapters, Commissions, Committees or Working Parties shall be submitted through the Secretary General to the Council for ratification.                  | NATIONAL CHAPTERS                       |
| 16.2.                             | The National Chapters and their Working Commissions, Committees and Working Parties may conduct their own correspondence and business but, save as hereinafter provided, they shall not take any public action nor accept any pecuniary responsibility unless previously authorised by the Executive Committee. In any emergency they may take such public action as shall have been sanctioned by the President or in his absence by the Deputy President acting on his behalf.   | RESPONSIBILITIES OF NATIONAL CHAPTERS   |
| 16.3.                             | At the end of each year of office, the National Chapters and their Working Commissions, Committees and Working Parties shall each forward to the Executive Committee a report of their proceedings during the preceding year of office, which report or summary thereof shall be incorporated in the Secretary General's report to the Council General Meeting to be held in conjunction with an International Congress of EAROPH.   | ANY REPORT                              |
| 16.4.                             | With the approval of the Executive Committee, a National Chapter and its Working Commission, Committee or Working Party may co-opt any person to serve on the National Chapter, a Commission, a Committee or a Working Party.  | POWER TO CO-OPT                         |
| <b>17. THE BUSINESS OF EAROPH</b> |  |   |
| 17.1.                             | On behalf of the Council, the business of EAROPH shall be managed by the Executive Committee, who may exercise all such powers of EAROPH, or all such acts as may be exercised and done by the Organization, and as are not by the Rules of this Constitution required to be exercised or done by the General Meeting, subject nevertheless to these Rules and to such further Rules as may be prescribed by the General Meeting, but no Rules made by the General Meeting shall invalidate any prior act of the Council or Executive Committee which would have been valid if such further Rules had not been made. | BUSINESS OF EAROPH                      |
| 17.2.                             | On matters that abide by the provisions of this constitution, the Executive Committee may delegate administrative business and operations and any acts decided by the Council to the Secretariat Committee, which shall act in the best interests of the Organization.   | DELEGATION TO SECRETARIAT COMMITTEE     |
| 17.3.                             | In its activities, EAROPH may be assisted by the National Chapters, subject to the Constitution of the Organization and the Rules made by the General Meeting. All activities of National Chapters are to be reported to the Secretary General.  | NATIONAL CHAPTERS                       |

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| 17.4.      | Under no circumstances shall the National Chapters undertake actions which may result in liabilities to EAROPH. EAROPH shall not be responsible for any financial liabilities if so incurred by any National Chapters.   | FINANCIAL LIABILITIES                              |
| 17.5.      | National Chapters must abide by the local Laws of their respective countries. EAROPH shall not be responsible for any unlawful acts committed by any National Chapters.  | UNLAWFUL ACTS                                      |
| <br>       |  |  |
| <b>18.</b> | <b>FINANCIAL MATTERS</b>   |  |
| 18.1.      | The Council shall, unless otherwise directed by any deed or trust, have the power to invest through its Executive Committee and under the management of the Secretary General and the Hon. Treasurer, any surplus income, funds, donations, bonds, debentures, debenture stock or fixed deposits of any bank. The Secretary General is empowered by the Council to carry out all investment transactions on behalf of EAROPH, in consultation with the Secretariat Committee, with the proviso that all agreements on investments must bear the signature of the Secretary General and the Hon. Treasurer, and a copy of such payments must be forwarded to the EAROPH President within two (2) calendar months.   | INVEST SURPLUS FUNDS                               |
| 18.2.      | All moneys belonging to EAROPH and not invested shall be kept in Fixed Deposits with EAROPH's bank, while keeping a maximum of RM10,000 at any time in the cash account to meet monthly expenses. Any payment voucher that exceeds the value of RM250 shall be countersigned by any two members of the Secretariat Committee upon their approval of the reasons of expenditure as stated therein. All vouchers must be presented at a Secretariat Committee meeting for approval in retrospect.  | PROPER FINANCIAL MANAGEMENT OF EAROPH FUNDS        |
| 18.3.      | The Secretary General shall present a report on the state of affairs of EAROPH and the Hon. Treasurer shall submit an audited account of EAROPH finances to the Executive Committee Meeting in each year. The Hon. Treasurer's Financial Report and the Annual Interim Accounts or Audited Accounts shall be included in the Secretary General's Annual Report for the preceding year ending 31 <sup>st</sup> day of December. The Executive Committee shall present a summary of these reports through the Secretary General to the Council at its Council General Meeting held in conjunction with an International Congress of EAROPH. A copy of the report and the accounts shall be issued to every Member at least 30 days before the Council General Meeting.   | ANNUAL FINANCIAL REPORT AND AUDITED ACCOUNTS       |
| 18.4.      | The Council shall, through its Executive Committee and with the assistance of the Secretary General and the Hon. Treasurer, cause to be kept such accounting and other records as will sufficiently explain the transactions and financial position of EAROPH and enable true and fair annual accounts and balance sheets and any documents required to be attached thereto to be prepared from time to time, and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited. The Secretary General and the Hon. Treasurer shall cause appropriate entries to be made in the accounting and other records in a timely manner. All accounts including investment records, credits and liabilities of EAROPH shall be kept at the EAROPH International Secretariat and shall at all times be open to inspection by any elected EAROPH officers at a convenient time or by any Member of EAROPH who has made a written request to inspect the accounts within reasonable time. The financial year of EAROPH shall end on the 31 <sup>st</sup> December of each year. | PROPER ACCOUNTING AND MEMBERS' RIGHT OF INSPECTION |
| 18.5.      | The Council shall be authorised to accept donations, either in aid of the General Funds of EAROPH or to defray expenses which may be incurred in carrying out special undertakings connected with the organization's work.   | DONATIONS  |
| 18.6.      | Through its Executive Committee the Council may arrange for the publication in any manner which they may deem advisable of such technical papers, documents and publications as may be considered by the Executive Committee to be likely to promote the objectives of EAROPH.   | PUBLICATIONS                                       |

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| 18.7.               | Through its Executive Committee, the Council shall have the power to hold competitions and award prizes to any deserving winners of merit on the technology of improving human settlement planning, development and management.   | COMPETITION<br>PRIZES AND AWARDS       |
| 18.8.               | For the time being, the members of Council and other officers of EAROPH and its trustees (if any) shall be indemnified out of the funds of EAROPH against all costs, charges, losses, damages and expenses which they shall incur or be put to on account of any act, deed, matter or thing which shall be executed, done or permitted by them in or about the bona fide execution of their respective offices and EAROPH shall reimburse them all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of EAROPH or otherwise in the execution of their respective offices except such costs, losses and expenses as shall happen through their respective neglect, default or wilful act and no member of the Council or other officer or trustees shall be chargeable for any money which he/she shall not actually receive nor be answerable for the act, receipt, neglect or default of any other member of the Council or officer or trustee or of any banker, collector, agent or other person appointed by the Council or such trustees (as the case may be) with whom or into whose hands any property or moneys of EAROPH may be deposited nor for the insufficiency of any security or investment in or upon which any of the moneys of EAROPH shall be invested by order of the Council nor for any loss or damage which may happen in the execution of his/her office unless the same shall happen through his/her own neglect, default or wilful act. | INDEMNITY                              |
| 18.9.               | The Council shall be authorised to determine the annual subscription according to the Rules. The Council shall be authorised to accept subscriptions for the General Funds of EAROPH to defray expenses which may be incurred in carrying out any special undertakings connected with the organization's work. The Council shall be authorised to allow National Chapters to be given a subvention of 50 per cent of annual subscription collected from members of that chapter, and 15 per cent from the life members in that National Chapter.  | FIXING OF ANNUAL<br>SUBSCRIPTIONS      |
| <b>19. MEETINGS</b> |   |  |
| 19.1.               | Meetings of EAROPH shall be as follows:<br><br>a) Ordinary Meetings<br><br>b) Council General Meetings held in conjunction with an International Congress of EAROPH<br><br>c) Extraordinary General Meetings  | DESCRIPTION OF<br>MEETINGS             |
| 19.2.               | The Ordinary Meetings of EAROPH shall be held and conducted as prescribed by the Executive Committee from time to time.   | ORDINARY MEETINGS                      |
| 19.3.               | The Council General Meeting held in conjunction with an International Congress of EAROPH shall be deemed as the General Meeting of EAROPH and it shall be held once in every 2 years as far as practicable, provided that every such meeting shall be held not more than thirty-six (36 ) months after the holding of the last Council General Meeting.   | COUNCIL GENERAL<br>MEETINGS            |
| 19.4.               | The business of the Council General Meeting shall be as follows:<br><br>a) To receive the general report of the Council<br><br>b) to receive, to consider, and to pass the accounts for the year ended 31st December last preceding<br><br>c) to elect a President<br><br>d) to elect a Deputy President  | BUSINESS OF COUNCIL<br>GENERAL MEETING |

- e) to elect Vice Presidents
  - f) to elect a Secretary General
  - g) to elect an Honorary Treasurer
  - h) to elect Council Members
  - i) to appoint an Auditor
  - j) to appoint a Legal Adviser
  - k) to transact any other business
- 19.5. There shall be no fewer than thirty (30) days' notice of an Ordinary Meeting or a Council General Meeting specifying the place, date and time of meeting and in the case of special business the general nature of such business shall be given to those members of EAROPH who are entitled to receive notices from EAROPH.
- 19.6. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any member shall not invalidate any proceeding nor any resolution passed at any such meeting.
- 19.7. No business shall be transacted at any Ordinary Meeting nor Council General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes, the quorum at an Ordinary Meeting or a Council General Meeting shall be one-half of the total voting members or a total of twenty (20) Council Members, whichever is the lesser.
- 19.8. The Chairman may, with the consent of any meeting at which a quorum is present adjourn a meeting from time to time and from place to place as the meeting shall determine.
- 19.9. If within half an hour from the time appointed for the holding of an Ordinary Meeting or a Council General Meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned until such time and place as the Chairman shall appoint. If at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the members present shall be a quorum.
- 19.10. The President of EAROPH shall preside at every Ordinary Meeting and Council General Meeting. If any time he/she shall not be present within thirty minutes after the time appointed for holding the meeting the Deputy President or in his/her absence, a member shall be elected from those presence to chair the meeting.
- 19.11. At all Ordinary and Council General Meetings a resolution put to the vote of the meeting shall, except as herein otherwise provided, be decided by a show of hands, unless a poll be demanded by the Chairman or by at least five members present in person and entitled to vote. A declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minutes Book of EAROPH shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 19.12. In the case of equality of votes, either on a show of hands or by poll, the Chairman of the meeting shall have a further or casting vote.
- 19.13. The Secretary General together with one Vice President or Honorary President and two other EAROPH Members shall serve as scrutineers to count the votes and their decision on any matter relating thereto shall be final. If the Resolution so submitted to a general poll be supported by a simple majority it shall be declared carried and shall be the Resolution of EAROPH. The Council shall be bound to take a poll under the provision of this Constitution at any time on
- NOTICE OF ORDINARY AND COUNCIL GENERAL MEETINGS
- OMISSION OF NOTICE
- QUORUM OF ORDINARY AND COUNCIL GENERAL MEETINGS
- ADJOURMENT OF A MEETING
- MEETING ADJOURNMENT AND DISSOLUTION AND QUORUM FOR MEETING RECOVERED
- THE CHAIR
- MODE OF DECIDING RESOLUTIONS
- CASTING VOTE
- SCRUTINZERS AND POLL

receipt of a written requisition signed by no fewer than 30 Members from no fewer than four (4) countries and such poll shall be taken not less than 60 days after the delivery of such requisition to the Secretary General.

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| 19.14. | Any Extraordinary General Meeting may be called at any time by the Council whenever they deem it expedient and they shall also do so upon receipt of a written requisition signed by no fewer than twenty voting members of EAROPH, stating the reason for convening such meeting.   | EXTRAORDINARY<br>GENERAL MEETING                       |
| 19.15. | An Extraordinary Meeting may be called to decide on any matters involving a change in the Constitution or any other special matters requisitioned by the members.  | ADMENDMENT TO<br>CONSTITUTION                          |
| 19.16. | If within thirty (30) days of receipt of such requisition the Council does not proceed to cause a meeting to be held, the requisitioners themselves may convene the Extraordinary General Meeting.   | GENERAL MEETING<br>FAILURE TO CALL AN<br>EXTRAORDINARY |
| 19.17. | Upon a Resolution of Council, due notice of which has been given to every member of Council and which has been carried by a four-fifths majority of those present and voting at a Meeting of Council, it shall be competent for the Council to refer any question in regard to which the Council is of the opinion that the matter is of sufficient importance to take a poll of all members and those who have a right to vote on the matter in question. Thereupon a postal vote shall be taken by sending a copy of the proposed Resolution and a voting paper by post to each member, and the same shall be returnable to the Secretary General not later than 45 days after it has been posted. | REFERENDUM BY<br>POSTAL VOTE                           |
| 19.18. | In view of logistical problems and financial constraints causing infrequent meetings of Executive Committee Members, the President or in his absence the Deputy President may carry out Executive Committee Postal Meetings to consider urgent matters related to the management of EAROPH put forward by the Secretary General. Decision in such postal meetings shall be reached by a simple majority vote.  | POSTAL MEETING   |
| 19.19. | The Constitution or any Rules set therein shall not be amended or altered except by the concurring vote of not less than two-thirds of the total membership of the members present at a Council General Meeting. No proposal to amend or alter the Constitution shall be considered unless it has been submitted in writing to the President vide the Secretary General at least 60 days before the day of the meeting. No amendments or alterations shall be effective without the prior approval of the Registrar of Societies.  | AMENDMENT OF<br>CONSTITUTION                           |

## **20. DISSOLUTION**

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| 20.1. | Upon a dissolution of EAROPH, whether voluntary or by operation of any law, if after the satisfaction of all the legal debts and liabilities, there shall remain any property whatsoever, the same shall not be paid to nor distributed among the members of EAROPH nor any of them, but shall be given to other Organizations or Associations having objectives similar to those of EAROPH. | DISSOLUTION |
|-------|--|-------------|

# EAROPH BYLAWS

## 1. PREAMBLE

- 1.1. Through its Executive Committee, the Council decides on Bylaws under the provision of the Construction of EAROPH. Any amendments to the Bylaws must obtain the prior approval of the Registrar of Societies.

## 2. HEADQUARTERS

- 2.1. The Headquarters of EAROPH shall be situated in the capital city of a country where the Secretary General is residing or in a major city the Secretariat Committee in that country so decides.
- 2.2. EAROPH's present place of business shall be the Ministry of Housing and Local Government, Malaysia, stated as follows:

EAROPH International Secretariat  
Level 2, Block K, Ministry of Housing & Local Government  
Pusat Bandar Damansara, 50644 Kuala Lumpur  
Malaysia

Tel: +60 3 2092 5217 Fax: +60 3 2092 4217 <http://www.earoph.info>

## 3. MEMBERSHIP

### 3.1. Classes of Memberships:

- (a) Organizational Members
- (b) Organizational Term Members (10 years)
- (c) Individual Members
- (d) Individual Life Members
- (e) Honorary Members
- (f) Associate Members

### 3.2. First Associate Member

In recognition and appreciation of its assistance and continuing support in the early stages of EAROPH's establishment, the International Federation of Housing and Planning IFHP is accepted as EAROPH's first Associate Member unless otherwise revoked by a resolution of the Council.

## 4. Application for Membership

- (a) Applicants shall give their full name, their place of work and residence and details of their academic qualifications, professions and accomplishments and their current position in their business organization in their application Form. Two EAROPH Members who will support the application shall countersign the Form.
- (b) In the case of any Applicant not being personally acquainted with two EAROPH Members herein required to endorse his/her application, the Executive Committee if satisfied with the qualifications has the power to support and approve the application.

- (c) In the case of an Organizational Membership, the Applicant shall insert in the Application form details of their Organization, current President and Secretary (Or Secretary General) and the name and designation of a Representative who shall act officially on all matters connected with EAROPH when elected. Whenever a new Representative is being appointed, the organization shall notify the EAROPH Secretary General in writing as soon as possible.

5. **ONLY MEMBERS CAN VOTE AND HOLD OFFICE**

- 5.1. Only Individual Members and representatives of Organizational Members shall have the right to vote and hold office in EAROPH.

6. **DEATH OF A MEMBER**

- 6.1. Upon the death of any member, the Secretary General shall inform the Council and shall remove his name from the Membership Register of EAROPH.

7. **RESIGNATION OF MEMBERSHIP**

- 7.1. Any Member may at any time, by giving notice in writing to the Secretary General, resign his membership provided that a Member who is under any financial liability to EAROPH shall not be entitled to resign until all financial liabilities are cleared, and sanction of the Council is obtained.

8. **DEFAULTERS**

- 8.1. When a member becomes a defaulter through non-payment of his subscription, the Secretariat shall send out a notice of reminder. A second reminder shall be sent if no response is obtained within two months of the first reminder. Failure to settle the subscription after the second notice will mean a levy surcharge or penalty of 10% of the annual subscription fee.
- 8.2. On failure to settle any outstanding amount of the subscription within three months of the surcharge being levied, the member shall be suspended from the list. The member may appeal to the Council for re-instatement provided such appeal is made within three months from the date of notice of suspension. All appeals shall be sent to the Secretary General by registered airmail. Upon the defaulter giving to their satisfaction an explanation of the non-payment, the Council shall have power to reinstate the expelled defaulter in the former position as a member subject to all arrears up to the date of reinstatement being fully paid by such Individual or Organizational Member.

9. **ELECTION OF COUNCIL MEMBERS**

9.1. **The Post of President**

The Nomination Committee, as provided under Section 11.2.1 of the Constitution, shall as far as possible seek a suitable candidate for the Post of President from the country which is responsible for the hosting and organizing of the EAROPH International Congress concurrently with the election. In the event that no suitable candidate accepts nomination, the Nomination Committee shall seek from other EAROPH countries a suitable candidate, who, in their opinion, has appropriate experience in EAROPH and the qualifications related to the intents and objectives of the Organization. Such candidate shall be elected by Council.

9.2. **The Post of Deputy President**

The Nomination Committee, shall as far as possible seek a suitable candidate from the country which will be hosting and organizing the next International Congress of EAROPH following the election. In the event that such country cannot confirm its acceptance to host and organize the next EAROPH International Congress even at the time of election, the President, in consultation with the Executive Committee and the Secretary General, shall negotiate with another EAROPH country to host and organize the next Congress and nominate an EAROPH Member from that country to be the Deputy President for election by the Council.

9.3. **The Post of Secretary General**

A Secretary General shall be elected for two terms, each constituting two years, at a Council meeting held in conjunction with an International Congress of EAROPH. The Nomination Committee shall seek a suitable candidate from the country in which the General Secretariat is sited or is to be sited. The out-going Secretary General shall be eligible for re-election to hold office for a further two terms on nomination by the Executive Committee but he/she shall not be elected to office a third time.

9.4. **The Post of Honorary Treasurer**

The Nomination Committee shall seek a suitable candidate from the country where the General Secretariat is sited. The Hon. Treasurer shall be responsible for the financial management of the Organization.

10. **MEMBERSHIP CARD AND/OR CERTIFICATE**

10.1. A card and/or certificate of membership in the form approved by the Council through its Executive Committee shall be issued to all members of the Organization.

11. **MEMBERSHIP PROCESSING FEES AND ANNUAL SUSCRPTIONS**

11.1. The entrance fees and subscriptions shall be as follows:

The entrance fees and subscriptions shall be as follows:

Individual Membership

Entrance Fee	US 14.00
Annual Subscription	US 22.00
Total	<u>US 36.00</u>

Organizational Membership

Entrance Fee	US 20.00
Annual Subscription	US 74.00
Total	<u>US 94.00</u>

Individual Life Membership

Entrance Fee	US 20.00
Life Membership Fee	US 343.00
Total	<u>US377.00</u>

Extended Organizational Term Membership

Entrance Fee	US 20.00
EOT Membership Fee	US 557.00 (for a ten year period)
Total	<u>US 577.00</u>

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End of Constitution & By-Laws