

PRIVATE HIGHER EDUCATIONAL INSTITUTIONS ACT 1996

THE CONSTITUTION OF THE UNIVERSITY .....

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PRIVATE HIGHER EDUCATIONAL INSTITUTIONS ACT 1996

THE CONSTITUTION OF THE UNIVERSITY .....

IN pursuance to paragraph 8(*b*) of the Private Higher Educational Institutions Act 1996 [*Act 555*], the Registrar General approves the Constitution of the University ..... as prescribed hereunder.

PART I  
PRELIMINARY

**Citation**

1. This Constitution may be cited as the Constitution of the University .....

**Interpretation**

2. (1) In this Constitution, unless the context otherwise requires—

“Act” means the Private Higher Educational Institutions Act 1996 [*Act 555*];

“Alumni of the University” means the Alumni of the University constituted in accordance with section 49;

“Authority” means any of the Authorities of the University referred to in section 13;

“Board of Directors” means the Board of Directors of the Company;

“Board of Governors” means the Board of Governors of the University constituted under section 14;

“Branch Campus” means a branch of the University;

“chair” means the post of professor as holder of the chair;

“Chancellor” means the Chancellor of the University appointed under section 26;

“Chief Executive” means the Chief Executive of the University appointed under section 28;

“Company” means .....Sdn. Bhd. incorporated under the Companies Act 1965 [*Act 125*];

“Convocation” means a Convocation held in accordance with section 48;

“Constitution” means the Constitution of the University;

“course of study” means either a single course or a set of related courses leading to the award of a certificate, diploma or degree upon the successful completion thereof;

“employee” means any person employed by the University;

“Executive Management Committee of the University” means the committee constituted in accordance with section 17;

“higher education” means instruction or training on or teaching of a course of study leading to the award of a certificate, diploma or degree upon the successful completion thereof;

“Minister” means the Minister charged with the responsibility for higher education;

“officer” means the Chief Executive, Deputy Chief Executive, head of a Branch Campus, Dean of a Faculty, head of a School, a Registrar, Chief Financial Officer, Chief Librarian, Legal Adviser, or the holder of any office as determined by the Board of Governors;

“Pro-Chancellor” means the Pro-Chancellor of the University appointed under section 27;

“Registrar” for the purpose of this Constitution means the Registrar of the University;

“Registrar General” means the Registrar General of Private Higher Educational Institutions appointed under subsection 3(1) of the Act;

“rules” means the rules of the University made in accordance with section 42;

“Senate” means the Senate of the University constituted under section 16;

“SRC” means the Students’ Representative Council elected in accordance with subsection 37(3);

“student” means a registered student, other than a student at an institution allied to the University, who is following a course of study, instruction, training or research of any description at the preparatory, under-graduate, post-graduate or post-doctoral level on a full time or part-time basis in, by or from the University and includes a distance-learning, off-campus, exchange and non-graduating student;

“Students’ Union” means the Students’ Union of the University constituted in accordance with subsection 37(1);

“teacher” means a person employed by the University to be a teacher and includes a senior professor, professor, associate professor, assistant professor, senior lecturer, lecturer, assistant lecturer and tutor; and

“University” means the University .....

(2) References in this Constitution to a section are reference to a section of this Constitution.

## **PART II COMPANY**

### **Incorporation of the Company**

3. (1) For the purposes of establishing and managing the University, there has been incorporated a company in Malaysia under the Companies Act 1965 with the name and style of ..... Sdn. Bhd. with its registered office at .....

(2) The Company incorporated under subsection (1) shall be managed by the Board of Directors in strict accordance with the requirements of the Act and the Companies Act 1965, and shall have powers as prescribed under Memorandum and Articles of Association of the Company.

## **PART III UNIVERSITY**

### **Establishment and registration of the University**

4. (1) There shall be established a private higher educational institution with the name and style of the University ..... which has been approved by the Minister under section 10 of the Act with perpetual succession and with full power and authority under such name—



- (a) to sue and be sued in all courts;
- (b) to have and use a common seal and to alter the same at its pleasure;
- (c) to purchase any immovable or movable property and to take, accept and hold any such property which may become vested in it by virtue of any such purchase or by any grant or donation, lease, subventions, legacies, testamentary disposition or otherwise;
- (d) to sell, lease, exchange or otherwise dispose of any such property not inconsistent with any condition or restriction as may be imposed by the Act or this Constitution; and
- (e) to exercise, discharge and perform all such powers, duties and functions as may be conferred or imposed on the University by the Act or this Constitution.

(2) The powers conferred on the University by subsection (1) shall, unless otherwise expressly provided by the Act or this Constitution, be exercised by the Board of Governors.

(3) The University established under subsection (1) shall, within three years from the date of the approval of its establishment, be registered in accordance with section 24 of the Act, and its registration shall be renewed in accordance with section 24A of the Act.

### **Primary object of the University**

**5.** The primary object for which the University is established is to provide higher education and take any action incidental thereto in accordance with all provisions of the Act and this Constitution.

**Powers of the University**

**6.** (1) Subject to the provisions of the Act and this Constitution, and subject further to the conditions for the approval of the University's establishment and registration, the University shall have the following powers:

- (a) to provide courses of instruction, to hold examinations, to make provision for research, and to take such other steps as may appear necessary or desirable for the advancement and dissemination of knowledge;
- (b) to admit students from within or outside Malaysia for any course of study;
- (c) to confer certificates, diplomas and degrees upon persons who have successfully completed courses of study approved by the University and have satisfied such other requirements as may be prescribed by the University;
- (d) to recognize all relevant qualifications, including degrees and diplomas of other institutions of higher learning, for the purpose of admission to the courses of study, and examinations of the University on such conditions as may be prescribed by the University;
- (e) to confer emeritus professorships or honorary degrees on persons who have contributed to the advancement or dissemination of knowledge or who have rendered distinguished public service;
- (f) to grant certificates to persons who have attained proficiency in any branch of knowledge;

- (g) to institute chairs, lectureships, and other posts and offices;
- (h) to establish a University printing press and to publish books and other matter;
- (i) to erect, equip and maintain libraries, laboratories, museums, lecture halls, halls of residence and all other buildings required for the purposes of the University, whether in Malaysia or elsewhere;
- (j) to institute and award fellowships, scholarships, bursaries, medals, prizes and other titles, distinctions, awards and other forms of assistance towards the advancement and dissemination of knowledge;
- (k) to grant loans or advances to its employees on such terms and conditions as may be approved by the Board of Governors;
- (l) to grant loans or financial assistance to deserving students on such terms and conditions as may be approved by the Board of Governors;
- (m) to conduct commercial research, to promote, utilize and commercialize its research findings and to register and maintain patents, trademarks and other intellectual property rights;
- (n) to enter into contracts and to establish such trusts, as may be required for the purposes of the University;

- (o) to regulate and provide for the residence of employees and students of the University and the welfare and discipline of employees and students;
  - (p) to demand and receive student fees and any other fees as may from time to time be prescribed by the University; and
  - (q) to do all such acts and things, whether or not incidental to the powers aforesaid as may be requisite in order to further instruction, research, finance, administration, welfare and discipline in the University.
- (2) For the avoidance of doubt—
  - (a) the powers under paragraphs 6(1)(g), (h), (k), (n) and (q) shall be exercised by the Board of Governors;
  - (b) the powers under paragraphs 6(1)(a), (b), (c), (d) and (f) shall be exercised by the Senate;
  - (c) the powers under paragraphs 6(1)(e), (j) and (m) shall be exercised jointly by the Board of Governors and Senate;
  - (d) the powers under paragraphs 6(1)(i), (o), and (p) shall be exercised by the Executive Management Committee of the University; and
  - (e) the powers under paragraphs 6(1)(l) shall be exercised by the Chief Executive.

**Establishment of branch or affiliation, etc., with other higher educational institutions**

**7.** The University may—

- (a) with the prior approval of the Minister under section 18 of the Act, affiliate, associate or collaborate with other higher educational institutions, whether private or public, within or outside Malaysia; and
- (b) with the prior approval of the Minister under section 21 of the Act, establish a Branch Campus, within or outside Malaysia.

**Disposition, etc., of business by amalgamation, etc.**

**8.** The University may, with the prior approval of the Minister in accordance with section 19 of the Act, sell, dispose of, reconstruct or take any action which will affect in any material respect, its business relating to education either by amalgamation or otherwise.

**Change of premises**

**9.** The University may—

- (a) with the prior approval of the Registrar General under section 28 of the Act, move its premises to such place as determined by the Board of Governors; and
- (b) with the prior approval of the Registrar General under regulation 10 of the Private Higher Educational Institutions (Registration) Regulations 1997 [*P.U.(A) 544/97*], move and renovate its premises as determined by the Board of Governors.

**Conduct a course of study and affiliation, etc.**

**10.** The University may, with the prior approval of the Registrar General in accordance with section 38 of the Act—

- (a) conduct a course of study or training programme; and
- (b) conduct a course of study or training programme jointly or in affiliation, association or collaboration with any higher educational institution, whether public or private, or professional body, within or outside Malaysia.

**Membership of the University**

**11.** (1) Subject to the provision of Article 153 of the Federal Constitution, membership of the University, whether as an officer, employee, teacher or student, shall be open to all persons irrespective of sex, race, religion, nationality or class.

(2) No test of religious belief or profession shall be adopted or imposed in order to entitle any person to be admitted to such membership or to be awarded any degree, diploma or certificate nor shall any fellowship, scholarship, exhibition, bursary, medal, prize, other distinction or award be limited to persons of any particular race, religion, nationality or class.

**Seal of the University**

**12.** (1) The common seal of the University shall be such seal as may be approved by the Board of Governors on the recommendation of the Chief Executive and such seal may in like manner from time to time be broken, changed, altered and made anew.

(2) The common seal of the University shall be kept in the custody of the Chief Executive.

(3) The common seal of the University shall not be affixed to any instrument except in the presence of—

(a) The Chief Executive; and

(b) one other member of the Board of Governors,

who shall sign their names to the instrument in token of such presence; and such signature shall be sufficient evidence that such seal was duly and properly affixed and that the same is the lawful seal of the University.

(4) Where the instrument referred to in subsection (3) is the scroll of a degree, diploma, certificate or other academic distinction, the common seal of the University shall be affixed to it in the presence of the Chief Executive or an officer authorized by the Chief Executive.

(5) The seal of the University shall be officially and judicially noticed.

(6) Any document or instrument which is not required to be under seal may be executed by the University provided that such document or instrument is executed on behalf of the University by an officer or any person generally or specially authorized by the Chief Executive.

#### PART IV

#### AUTHORITIES OF THE UNIVERSITY

##### **Authorities**

**13.** (1) The Authorities of the University shall be the Board of Governors, Senate, Executive Management Committee of the University, Faculties, Schools,

Studies Committee, Selection Committee, Employee Welfare Committee, Student Welfare Committee and such other bodies as may be determined by the Board of Governors.

(2) Subject to the provisions of this Constitution, the provisions of the Schedule shall apply to members of an Authority.

**Board of Governors**

**14.** (1) The Board of Governors shall consist of—

- (a) a chairman who shall be appointed by the Company;
- (b) all members of the Board of Directors;
- (c) the Chief Executive;
- (d) one professor of the University elected by the Senate from amongst the members mentioned in paragraph 16(1)(d); and
- (e) two persons from within or outside the University who, in the opinion of the Registrar General, have the knowledge and experience which would be of assistance to the Board of Governors.

(2) The Board of Governors shall appoint such number of persons to be *ex-officio* members of the Board of Governors but such members shall not be entitled to vote at the meetings of the Board of Governors.

(3) The Registrar shall be the Secretary of the Board of Governors.

(4) The quorum for any meeting of the Board of Governors shall be one-third of the total members of the Board of Governors including the Chairman and



Chief Executive, but shall not include *ex-officio* members of the Board of Governors.

(5) Subject to this Constitution, the Board of Governors may determine its own procedure.

**Functions and powers of the Board of Governors**

**15.** (1) The Board of Governors shall be the governing, policy making and monitoring body of the University, and may exercise all the powers conferred on the University save in so far as they are by this Constitution or the rules conferred on some other Authority, body or on some other officer of the University.

(2) No resolution shall be passed by the Board of Governors relating to any matter within the powers of the Senate, but the Board of Governors may transmit to the Senate the Board of Governors' opinion on any matter within the powers of the Senate, for the Senate's consideration.

(3) In addition to the functions and powers under subsection (1), the Board of Governors shall—

- (a) provide strategic planning-oversight of the educational character and mission of the University;
- (b) promote efficient and effective management and provide overall review of University operations;
- (c) develop links with the community, corporate sector and industry;
- (d) foster global linkages and internationalization in relation to higher education and research; and

- (e) ensure the implementation of the University's Constitution, laws and policies and to ensure that every Authority, officer or committee keeps within its or his powers and terms of reference.

**Senate**

**16.** (1) The Senate shall consist of—

- (a) the Chief Executive, who shall be the chairman;
- (b) all Deputy Chief Executives;
- (c) all Deans of the Faculties and all heads of the Branch Campuses and Schools of the University; and
- (d) not more than twenty full-time professors and associate professors to be elected for a term of three years by all full-time professors and associate professors of the University.

(2) The Senate may from time to time invite any person, including any student, to attend the meetings of the Senate but shall not be entitled to vote at the meetings of the Senate.

(3) In the absence of the Chief Executive, the Deputy Chief Executive in charge of academic affairs shall preside at any meeting of the Senate.

(4) The Registrar, Chief Financial Officer, Chief Librarian and Legal Adviser shall be *ex-officio* members but shall not be entitled to vote at the meetings of the Senate.

(5) The Registrar shall be the Secretary of the Senate.

(6) The quorum of the Senate shall be two-third of the total members eligible to vote.

(7) The Senate shall be the highest academic body of the University and, subject to the provisions of the Act, this Constitution and the rules, shall have the control and general direction of instruction, research and examination, and the award of degrees, diplomas, certificates and other academic distinctions.

(8) In addition to the functions and powers under subsection 6(2) and subsection (7), the Senate shall perform the following functions and exercise the following powers:

- (a) to set up Faculties and Schools, and departments, units or bodies under such Faculties and Schools;
- (b) with the consent of the Board of Governors, to confer honorary degrees on persons who have contributed to the advancement or dissemination of knowledge, or who have rendered distinguished public service;
- (c) to formulate policies and methods of teaching and learning, examination, research, scholarship and training conducted in, by or from the University;
- (d) to ensure educational standards in the courses of study provided in, by or from the University;
- (e) to determine the feasibility or otherwise of any proposal in respect of any curriculum or course of study conducted or to be conducted in, by or from the University;
- (f) to determine the qualifications required for admission into any course of study provided in, by or from the University;

- (g) to regulate the conduct of assessments and examinations, confirm examination's results and determine appeals;
- (h) to draft policies for the protection of academic freedom and professional excellence; and
- (i) to do all things expedient or necessary for or incidental to the performance of its functions under this Constitution.

(9) In the performance of its duties, functions and responsibilities, the Senate may delegate any of its duties, functions and responsibilities to a committee consisting of its members.

(10) The Senate shall consider any matter transmitted to it by the Board of Governors under subsection 15(2).

### **Executive Management Committee of the University**

**17.** (1) The Executive Management Committee of the University shall consist of—

- (a) the Chief Executive, who shall be the chairman;
- (b) all Deputy Chief Executives;
- (c) at least one Head of Branch Campuses appointed by the Chief Executive;
- (d) the Registrar;
- (e) the Chief Financial Officer;
- (f) the Legal Adviser; and

- (g) such other officers of the University appointed by the Chief Executive.

(2) The Executive Management Committee of the University shall advise the Chief Executive on his administrative and management functions.

### **Faculty and School**

**18.** (1) The University shall be divided into such number and names of Faculties and Schools as may be determined by the Senate.

(2) The Senate may, upon consultation with the Studies Committee, set up departments or other units or bodies in respect of a Faculty and a School.

(3) A Faculty and School shall be responsible to the Senate for the organization of instruction in the subject of study within the purview of the Faculty or School.

(4) The Chief Executive, after consultation with the academic staff of each Faculty, shall appoint a Dean in respect of each Faculty. The Board of Governors shall be informed of the appointments as soon as may be. The Dean shall be chairman of the Faculty and shall exercise such other functions as may be vested in him by the rules; and if owing to his absence on leave or for any other reason the Dean is unable to perform the duties of his office, it shall be lawful for any other senior officer appointed by the Chief Executive to perform such duties of the Dean for such time as such disability may continue.

(5) The Chief Executive shall, after consultation with the academic staff of each School, have power to appoint a head of a School. The Board of Governors shall be informed of the appointments as soon as may be. Such head shall be styled by such title as may be determined by the Senate; and if owing to absence on leave or for any other reason the head of a School is unable to

perform his duties, the Chief Executive may appoint any person to perform such duties for such time as such disability shall continue.

(6) A person appointed under subsection (4) or (5), as the case may be, shall be appointed for a period not exceeding four years, but shall be eligible for reappointment.

(7) Notwithstanding subsection (6), the Chief Executive may terminate any appointment made under subsection (4) or (5) at any time by assigning reason for such termination.

### **Studies Committee**

**19.** A Studies Committee may be appointed by the Senate for either of the following purposes:

- (a) to deal with matters pertaining to any Faculty and School; and
- (b) to consider proposals referred to it by the Senate for the establishment of a new Faculty and School,

and in either case to report thereon to such Faculty or School, or to the Senate, as the case may require.

### **Selection Committee**

**20.** (1) A Selection Committee for recommending appointment to a chair and appointment or promotion to the post of senior professor and professor shall consist of—

- (a) the Chief Executive, who shall be the chairman;

- (b) two members of the Board of Governors appointed by the Board of Governors;
- (c) the Dean of the Faculty or head of the School to which the chair or the professor will be allocated; and
- (d) two professors of the Senate appointed by the Senate.

(2) The appointment for purposes of subsection (1) shall be made in strict accordance with the guidelines issued by the Registrar General.

(3) A Selection Committee for recommending appointment or promotion to the post of Registrar, Chief Financial Officer, Chief Librarian and Legal Adviser shall consist of—

- (a) the Chief Executive, who shall be the chairman; and
- (b) two members of the Board of Governors appointed by the Board of Governors.

(4) A Selection Committee for recommending appointment or promotion of teachers other than those mentioned in subsection (1) shall consist of—

- (a) the Deputy Chief Executive in charge of academic affairs or in his absence for any reason, any other Deputy Chief Executive appointed by the Board of Governors, who shall be the chairman;
- (b) the Dean of the Faculty or head of the School to which the teacher will be allocated; and

- (c) two members of the Senate appointed by the Senate who shall not be lower in rank than the teachers being recommended for such appointment or promotion.

(5) A Selection Committee for recommending appointment or promotion of employee of the University other than those mentioned in subsections (1), (3) and (4) shall consist of—

- (a) the Registrar, who shall be the chairman; and
- (b) two senior officers of the University appointed by the Chief Executive.

### **Employee Welfare Committee**

**21.** (1) The Employee Welfare Committee shall consist of—

- (a) the Chief Executive, who shall be the chairman;
- (b) the Registrar;
- (c) the Chief Financial Officer;
- (d) a member from each registered employee union or employee association of the University; and
- (e) such other officers of the University appointed by the Chief Executive.

(2) The Employee Welfare Committee shall have such functions relating to the welfare of the employees as may be prescribed by rules.



**Student Welfare Committee**

**22.** (1) The Student Welfare Committee shall consist of—

- (a) the Chief Executive, who shall be the chairman;
- (b) the Deputy Chief Executive in charge of student affairs;
- (c) two members elected by the SRC; and
- (d) such other members as may be appointed by the Chief Executive.

(2) The Student Welfare Committee shall have such functions as may be prescribed by rules.

**Term of office of members of Authorities**

**23.** (1) Except as may be prescribed by this Constitution, the term of office of a person elected or appointed to be a member of an Authority, otherwise than *ex-officio*, shall be at least two years but not exceeding four years:

Provided that—

- (a) where the person is elected or appointed because he holds an office or is a member of some other Authority or body, he shall cease to be a member of the Authority if before the expiry of his term of office he ceases to hold such office or to be a member of such Authority or body; and
- (b) a person who retires at the end of his term of office shall be eligible for re-election or reappointment if he is otherwise qualified.

(2) Where a person is a member of an Authority *ex-officio*, a person appointed to act for him shall be a member of the Authority *ex-officio* so long as he is so acting and is otherwise qualified.

(3) The decisions of an Authority shall be valid notwithstanding any vacancy among its members.

### **Meetings**

**24.** (1) The Authority shall meet as and when required to do so by the chairman of the Authority.

(2) Subject to the provisions of this Constitution, the chairman shall preside at a meeting of the Authority and in his absence, the members of the Authority shall elect one of their members to preside over the meeting.

### **Majority**

**25.** (1) Subject to the provisions of this Constitution, a question at any meeting of any Authority shall be decided by a majority of the votes of the members present.

(2) The chairman and every member shall have and may exercise one vote each, but in the event of an equality of votes, the chairman or the member presiding over that meeting shall have and may exercise a casting vote.

PART V  
CHANCELLOR AND PRO-CHANCELLOR

**Chancellor**

**26.** (1) There shall be a Chancellor who shall preside when present at any Convocation and shall have such other powers and perform such other duties as may be conferred or imposed upon him by this Constitution or any rules.

(2) The Chancellor shall be appointed by the Board of Governors, for such period, not exceeding five years, as may be specified by the Board of Governors.

(3) The Chancellor may by writing under his hand addressed to the Board of Governors resign his office, or he may be removed by the Board of Governors.

(4) A person shall be eligible for reappointment to the office of Chancellor.

**Pro-Chancellor**

**27.** (1) The Board of Governors may appoint such persons to be Pro-Chancellor as it may consider proper.

(2) If for any reason the Chancellor is unable to exercise any of his functions under this Constitution or any rules, he may authorize any of the Pro-Chancellor to exercise such functions on his behalf.

(3) Every Pro-Chancellor shall hold office for such period as may be determined by the Board of Governors.

PART VI  
OFFICERS OF THE UNIVERSITY

**Chief Executive**

**28.** (1) There shall be a Chief Executive who shall be appointed by the Board of Governors amongst a person, whether from within or outside the University, who has a highly academic distinction and managerial skills and other criteria as prescribed in guidelines issued by the Registrar General, and upon recommendation made by a committee established under section 47.

(2) Name of such person appointed as the Chief Executive under subsection (1) shall be submitted to the Registrar General for the registration in accordance with section 31 of the Act.

(3) Notwithstanding subsection (1), the Board of Governors may terminate the appointment at any time by assigning reason for such termination.

(4) The Chief Executive appointed under subsection (1) shall not be the chairman or members of the Board of Directors.

(5) The post of the Chief Executive may be known as Vice-Chancellor, President, Rector or by such other names as may be determined by the Board of Governors and such names shall be notified to the Registrar General.

(6) The Chief Executive shall be responsible for the overall administrative, academic and management functions of the University and shall exercise all functions and duties provided in the Act, including general supervision over the arrangements for instruction, research, finance, administration, day to day affairs, welfare and discipline in the University, and shall act under the general authority and direction of the Board of Governors and the Senate.

(7) The terms of office and other conditions of service of the Chief Executive shall be determined by the Board of Governors.

(8) If there is no such Chief Executive appointed under subsection (1), the Registrar General may appoint for a temporary period any person to be the Chief Executive in accordance with subsections 37(4) and (5) of the Act.

**Deputy Chief Executive**

**29.** (1) There shall be at least one Deputy Chief Executive who shall be appointed by the Board of Governors, after consultation with the Chief Executive.

(2) The post of the Deputy Chief Executive may be known as Deputy Vice-Chancellor, Vice-President, Deputy Rector or by such other names as may be determined by the Board of Governors.

(3) The terms of office and other conditions of service of the Deputy Chief Executive shall be determined by the Board of Governors.

(4) The Deputy Chief Executive shall assist the Chief Executive and shall perform his functions and discharge his duties under the direction and control of the Chief Executive.

(5) If for any substantial period the Chief Executive is unable, by reason of illness, leave of absence or any other cause, to exercise any of the functions of his office, the Deputy Chief Executive or, if there is more than one Deputy Chief Executive, then any one Deputy Chief Executive who is nominated by the Board of Governors, shall exercise such functions; and in the event of the absence or disability of the Deputy Chief Executive or all the Deputy Chief Executives, if there be more than one, the Board of Governors shall make such temporary arrangements as it may think fit for the exercise of such functions.

(6) Any nomination or any arrangement made by the Board of Governors under subsection (5) shall be notified to the Registrar General as soon as practicable.

**Head of a Branch Campus**

**30.** (1) Where there is a Branch Campus, there shall be a head of the Branch Campus who shall be appointed by the Board of Governors, after consultation with the Chief Executive.

(2) The post of the head of the Branch Campus may be known by such other names as may be determined by the Board of Governors.

(3) The terms of the office and other conditions of service of the head of the Branch Campus appointed under subsection (1) shall be determined by the Board of Governors.

(4) The head of the Branch Campus shall be the principal executive, administrative and academic officer of the Branch Campus and shall perform his functions and discharge his duties under the direction and control of the Chief Executive.

**Registrar, Chief Financial Officer, Chief Librarian and Legal Adviser**

**31.** (1) There shall be a Registrar, Chief Financial Officer, Chief Librarian and Legal Adviser who shall be appointed by the Board of Governors.

(2) The post of the Registrar, Chief Financial Officer, Chief Librarian and Legal Adviser may be known by such other names as may be determined by the Board of Governors.

(3) The terms of office and other conditions of appointment of the Registrar, Chief Financial Officer, Chief Librarian and Legal Adviser shall be determined by the Board of Governors.

(4) The Registrar, Chief Financial Officer, Chief Librarian and Legal Adviser shall have such powers and duties as may be assigned to him by the Board of Governors and shall perform his functions and discharge his duties under the direction and control of the Chief Executive.

## PART VII EMPLOYEES OF THE UNIVERSITY

### **Appointment of employees of the University**

**32.** (1) All persons employed or to be employed by the University as senior professor, professor, the Registrar, the Chief Financial Officer, the Chief Librarian or the Legal Adviser, shall be appointed as such by the Board of Governors on the advice and recommendation of the Selection Committee.

(2) Every person employed by the University under subsection (1) shall hold office on such terms and conditions as may be prescribed by the Board of Governors.

(3) All persons employed or to be employed by the University other than those mentioned in subsection (1) shall, subject to any rules, be appointed by the Executive Management Committee of the University on the advice and recommendation of the Selection Committee.

(4) Every person employed by the University under subsection (3) shall hold office on such terms and conditions as may be prescribed by the Executive Management Committee of the University.

**Discipline of officers and employees of the University**

**33.** (1) The Board of Governors shall have disciplinary authority over every officers and employees of the University and shall exercise disciplinary control in respect of all such persons in accordance with this Constitution and any rules made under section 41.

(2) The Board of Governors may establish different disciplinary committees for different categories of officer and employee.

(3) The composition of the disciplinary committee established under subsection (2) shall be determined by the Board of Governors.

(4) A disciplinary committee shall exercise its powers in all matters relating to the discipline of every officer and employee placed under its jurisdiction.

(5) An officer or employee who is a member of a disciplinary committee shall not be lower in rank than any officer or employee over whom the disciplinary committee has disciplinary authority.

(6) In any case where a member of a disciplinary committee is himself a complainant in any disciplinary proceedings before the disciplinary committee, he shall not be present in such proceedings and the Board of Governors shall appoint any other person to participate in such proceedings.

(7) Subsection (5) shall apply to any other person appointed to a disciplinary committee under subsection (6).

(8) In the exercise of its disciplinary functions and powers, a disciplinary committee shall have the power to take disciplinary action and impose any disciplinary punishment or any combination of two or more of the disciplinary punishments provided under the rules made under section 41.



(9) A disciplinary committee shall have no jurisdiction in respect of the Chancellor and Pro-Chancellors.

(10) Any officer or employee who is dissatisfied with the decision of a disciplinary committee may, within thirty days from the date of the service of the decision on him, appeal in writing against such decision to the Board of Governors.

(11) When the Board of Governors considers any appeal under subsection (10), members of the disciplinary committee against whose decision the appeal is made shall not be present or in any way participate in any proceedings relating to that appeal.

(12) The Board of Governors shall have the power to confirm, reverse or vary the decision of the disciplinary committee or give such directions on the appeal as it deems fit and proper.

(13) The decision of the Board of Governors upon an appeal shall be final.

## PART VIII STUDENTS OF THE UNIVERSITY

### **Admission of students**

**34.** Subject to the prior approval of the Registrar General to conduct a course of study under section 38 of the Act, a student shall not be admitted to the University to a course of study for a degree or diploma or certificate unless he shall have satisfied such requirements as may be determined by the Senate.

**Discipline and conduct of students**

**35.** (1) The disciplinary authority of the University in respect of every student of the University shall be the Chief Executive

(2) The Chief Executive shall be responsible for the discipline and conduct of students of the University and shall comply with and give effect to directions issued by the Registrar General under section 46 of the Act.

(3) The discipline and conduct of the students shall be dealt with in accordance with Part VIII of the Act.

**Student or students' organization, body or group associating with societies, etc.**

**36.** (1) A student of the University may become a member of any society, organization, body or group of persons, whether or not it is established under any written law, whether it is in or outside the University, and whether it is in or outside Malaysia, other than—

- (a) any political party, whether in or outside Malaysia;
- (b) any unlawful organization, body or group of persons, whether in or outside Malaysia; or
- (c) any organization, body or group of persons which the Registrar General has specified in writing to the Chief Executive to be unsuitable to the interests and well-being of the students or the University.

(2) An organization, body or group of students of the University which is established by, under or in accordance with the Constitution may have any affiliation, association or other dealing with any society, organization, body or

group of persons, whether or not it is established under any written law, whether it is in or outside the University, and whether it is in or outside Malaysia, other than—

- (a) any political party, whether in or outside Malaysia;
- (b) any unlawful organization, body or group of persons, whether in or outside Malaysia; or
- (c) any organization, body or group of persons which the Registrar General has specified in writing to the Chief Executive to be unsuitable to the interests and well-being of the students or the University.

(3) It shall be the responsibility of the Chief Executive to communicate to the students of the University, and the organizations, body or group of students of the University, the names of the organization, body or group of persons specified by the Registrar General under paragraphs (1)(c) and (2)(c) to be unsuitable to the interests and well-being of the students or the University.

(4) The Registrar General may, on the application of a student of the University, exempt the student from the provisions of paragraph (1)(a), subject to such terms and conditions as he thinks fit.

(5) No student of the University and no organization, body or group of students of the University which is established by, under or in accordance with the Constitution, shall express or do anything which may reasonably be construed as expressing support for or sympathy with or opposition to—

- (a) any political party, whether in or outside Malaysia;
- (b) any unlawful organization, body or group of persons, whether in or outside Malaysia; or

- (c) any organization, body or group of persons specified by the Registrar General under paragraphs (1)(c) and (2)(c) to be unsuitable to the interests and well-being of the students or the University.

(6) Notwithstanding subsection (5), a student of the University shall not be prevented from—

- (a) making a statement on an academic matter which relates to a subject on which he is engaged in study or research; or
- (b) expressing himself on the subject referred to in paragraph (a) at a seminar, symposium or similar occasion that is not organized or sponsored by any political party, whether in or outside Malaysia, any unlawful organization, body or group of persons whether in or outside of Malaysia, or any organization, body or group of persons specified by the Registrar General under paragraphs (1)(c) and (2)(c) to be unsuitable to the interests and well-being of the students or the University.

(7) Any student of the University who breaches subsection (1) or (5) shall be liable to disciplinary action.

(8) Any organization, body or group of students of the University which breaches subsection (2) or (5) shall be dealt with in accordance with section 49 of the Act.

### **Students' Union and SRC**

**37.** (1) The registered students of the University, other than external students, shall together constitute a body to be known as the Students' Union.

(2) The Board of Governors may make rules for the conduct of elections to the SRC and for all matters related to it.

(3) The Students' Union shall elect a SRC in the following manner:

(a) the registered students of each Branch Campus, Faculty and School shall elect by secret ballot conducted by the head of the Branch Campus or the Dean of the Faculty or the head of the School, as the case may be, such uniform number of registered students of the respective Branch Campus, Faculty and School to be representatives in the SRC, as may be determined by the Chief Executive;

(b) the registered students as a whole shall elect by secret ballot conducted by any officer appointed by the Chief Executive for that purpose such number of registered students to be representatives to the SRC as may be determined by the Chief Executive, being, in any case, not more than half of the number of representatives elected under paragraph (a).

(4) The SRC shall elect from among its members a SRC President, a SRC Vice-President, a SRC Secretary and a SRC Treasurer, who shall be its only office-bearers, unless otherwise authorized in writing by the Chief Executive; the office-bearers so authorized by the Chief Executive shall be elected by the SRC from the members of the SRC.

(5) The members of the SRC and its office-bearers shall be elected to hold office for one academic year.

(6) The SRC's decision shall be taken by a majority vote with not less than two-thirds of the members being present and voting.

(7) The SRC may form from time to time, with the prior approval in writing of the Chief Executive, appoint *ad hoc* committees from among its members for specific purposes or objects.

(8) No student against whom disciplinary proceedings are pending, or who has been found guilty of a disciplinary offence, shall be elected or remain a member of the SRC or an office-bearer of any student body or committee, unless authorized in writing by the Chief Executive.

(9) A student who has not yet appeared for his first examination in the University for his course of studies, or who has failed, or did not appear for, the last examination held by the University for his course of studies immediately prior to any proposed election or elections to the SRC or by the SRC or to or by any other student organization or body, shall be disqualified from being elected at such election or elections.

(10) The objects and functions of the SRC shall be:

- (a) to foster a spirit of corporate life among the students of the University;
- (b) to organize and supervise, subject to the direction of the Chief Executive, student welfare facilities in the University including recreational facilities, spiritual and religious activities, and the supply of meals and refreshments;
- (c) to make representations to the Chief Executive on all matters relating to, or connected with, the living and working conditions of the students of the University;
- (d) to be represented on any body which may, in accordance with rules made by the Board of Governors for the purpose, be

appointed to undertake student welfare activities in the University; and

- (e) to undertake such other activities as may be determined by the Executive Management Committee of the University from time to time.

(11) The Students' Union or the SRC may maintain any fund or make any collection of any money or property from any source whatsoever subject to the approval by the Chief Executive.

(12) The Treasurer shall keep proper financial statement of the SRC and not later than three months after the end of every financial year, being a financial year as specified by the Chief Executive, a copy of the said financial statement shall be submitted by the SRC to the Chief Executive.

(13) The SRC shall hold meetings from time to time as it may deem necessary and it shall be the duty of the Secretary to keep minutes of every meeting of the SRC and such minutes shall be confirmed at a subsequent meeting.

- (14) (a) For the purpose of this section—

“registered student” means a student who is following a course of study in the University for a degree or diploma or certificate, but shall not include an external student;

“external student” means a student registered at a Branch Campus outside Malaysia or who is pursuing a short term, part-time, exchange or allied programme, whether in or outside Malaysia.

“examination” includes any manner or method of assessment which results in a mark or a grade for a specific course or part of the specific course;

(b) A registered student shall cease to be a registered student under this section—

- (i) upon the publication of the results of the final examination for such course of study, if he passes such examination; or
- (ii) upon the publication of the results of any examination for such course of study, if he fails such examination, until he is, thereafter, registered again for that or another course of study applicable to a registered student under this subsection.

### **Establishment of other student bodies**

**38.** (1) Notwithstanding section 37, it shall be lawful for not less than ten students of the University with the prior approval of the Chief Executive and subject to such terms and conditions as the Chief Executive may specify, to establish a student body consisting of students of the University for the promotion of a specific object or interest within the University.

(2) Student bodies established under subsection (1) shall in their annual general meetings elect their office-bearers.

(3) Subsections 37(4), (5), (6), (7), (8), (9), (11), (12) and (13) shall apply *mutatis mutandis* to a student body established under this section as they apply to the SRC.



**Power to suspend or dissolve students' association, etc.**

**39.** (1) The Chief Executive may, subject to the directions issued by the Registrar General under section 49 of the Act, suspend or dissolve any students' society, association, organization, body or group—

(a) if such society, association, organization, body or group conducts itself in a manner detrimental or prejudicial to—

(i) the safety and security of Malaysia;

(ii) public order; or

(iii) the interest of students; or

(b) if such society, association, organization, body or group violates any provision of any written law.

(2) Any organization, body or group of students aggrieved by the suspension or dissolution made under subsection (1) may, within fourteen days from the date of receipt of the notice of the suspension or dissolution, appeal in writing to the Minister.

**PART IX**  
**CONSTITUTION AND RULES**

**Constitution of the University**

**40.** (1) Subject to the prior approval of the Registrar General under section 30 of the Act, the Board of Governors may amend any provision of this Constitution.

(2) Where at any time the Constitution contains any provision which is inconsistent with the provisions of the Act, the Registrar General may order the Board of Governors to amend the Constitution so as to bring it into accord with the provisions of the Act.

(3) The provisions of the Constitution shall take effect from such date as may be determined by the Registrar General.

### **Disciplinary rules**

**41.** (1) The Board of Governors shall have the power to make such disciplinary rules as it deems necessary or expedient to provide for the discipline of the officers, employees and students of the University, and such disciplinary rules shall be published in a manner as determined by the Board of Governors.

(2) The disciplinary rules made under this section shall prescribe the procedures for disciplinary proceedings and disciplinary appeal proceedings.

### **Power to make rules**

**42.** (1) Subject to the provisions of the Act and of this Constitution and without prejudice to its power to make rules under any other provision of this Constitution, the Board of Governors may make rules for or in respect of all or any of the following matters:

- (a) the powers, functions and duties of the officers of the University;
- (b) the composition, powers, functions and duties of the Authorities of the University;

- (c) the composition, powers, functions and duties of any committee or other body not specifically provided for in this Constitution;
- (d) the conditions of residence and the welfare of students;
- (e) the fees to be charged for courses of study, for residence, for admission to examination, for degrees, diplomas, certificates or other academic distinctions and any other fees that may be levied by the University;
- (f) the management of a Branch Campus, Faculty and School;
- (g) the management of the lecture halls, library, information resources, laboratories, research institutes, halls of residence, and other service facilities of the University;
- (h) matters incidental to or consequential upon any of the matters aforesaid; and
- (i) any other matter within its power which the Board of Governors deems expedient or necessary for the purposes of this Constitution.

(2) Subject to the provisions of the Act and of this Constitution and without prejudice to its power to make rules under any other provision of this Constitution, the Senate may make rules for or in respect of all or any of the following matters:

- (a) the determination of the degrees, diplomas, certificates and other academic distinctions to be conferred by the University;
- (b) the conditions of admission of students;

- (c) matters incidental to or consequential upon any of the matters aforesaid; and
- (d) any other matter within its power which the Senate deems expedient or necessary for the purposes of this Constitution.

(3) Any rules made under subsections (1) and (2) may be revoked or amended by the Board of Governors and the Senate, as the case may be.

(4) Any rules made, amended or revoked under subsections (1) and (2) shall be published in a manner as determined by the Board of Governors and the Senate, as the case may be.

**Inconsistencies between Act, Constitution and rules**

**43.** In the event of—

- (a) any provisions of this Constitution being inconsistent with the provisions of the Act; or
- (b) any rules being inconsistent with the provisions of the Act or this Constitution,

then the provisions of the Act or this Constitution, as the case may be, shall prevail, and such provisions of this Constitution or the rules, as the case may be, shall to the extent of the inconsistency be void.

**PART X  
FINANCE**

**Power of the Board of Directors to regulate and control finances**

**44.** The Board of Directors shall have powers in regulating, controlling and managing the finances of the University.

**Power of the Board of Governors to seek funds, accept gifts, etc.**

**45.** (1) The Board of Governors may on behalf of the University seek funds for academic and research activities of the University and accept by way of grants, gifts, testamentary dispositions, subventions, legacies or otherwise, property and moneys in aid of the finances of the University on such conditions as it may determine.

(2) Register shall be kept of all donations to the University including the names of donors to the University and any special conditions on which any donation may have been given.

**Financial assistance fund**

**46.** (1) A fund shall be established by the Board of Directors to provide financial assistance for the students of the University.

(2) The procedure for managing such fund established under subsection (1) shall be determined by the Board of Governors.

PART XI  
GENERAL PROVISIONS

**Committee to recommend Board of Governors on appointment**

**47.** (1) For the purpose of selecting a qualified and suitable person for the post of Chief Executive, the Board Governors shall, from time to time, appoint a committee to recommend the qualified and suitable candidate on such appointment.

(2) The criteria to be the Chief Executive and the composition of the committee established under subsection (1) shall be in accordance with the guidelines issued by the Registrar General and shall be binding on the Company and the University.

**Convocation**

**48.** (1) A Convocation for the conferment of degrees shall be held annually, or as often as the Board of Governors may direct, on such date as may be approved by the Board of Governors.

(2) In the absence of the Chancellor or of a Pro-Chancellor, authorized for this purpose by the Chancellor, the Chairman of the Board of Governors or the Chief Executive shall preside over Convocation.

**Alumni of the University**

**49.** (1) Subject to the approval of the Board of Governors, it shall be lawful for not less than thirty graduates of the University to form and establish an association to be known as the Alumni of the University.

(2) The Alumni of the University shall be governed and administered in accordance with its constitution and rules made by it and no such constitution and

rules so made or any amendments thereto shall come into force unless and until approval thereof shall have first been obtained from the Board of Governors.

(3) Nothing in this section shall be construed as constituting the Alumni of the University to be an Authority of the University.

**Powers of delegation**

**50.** (1) Subject to the provisions of the Act, where by the provisions of this Constitution or any rules any officer or Authority is empowered to exercise any power or perform any duty, such officer or Authority may by instrument in writing subject to the provisions of this section and to such conditions and restrictions as may be prescribed in such instrument, delegate the exercise of such powers or the performance of such duties to any Authority or to any committee or to any person described therein by name or office.

(2) A delegation under this section may be revoked at any time by the officer or Authority making such delegation.

(3) No delegation of any power or duty under this section shall affect the exercise of such power or the performance of such duty by the officer or Authority making such delegation.

(4) Nothing in this section shall apply to any power to make or approve rules.

**Deprivation of degree, etc., on grounds of misconduct**

**51.** (1) If the Senate is of the opinion that any graduate of the University or any person who has received a degree, diploma, certificate or other academic distinction from the University is guilty of scandalous conduct, it shall be lawful for the Chancellor, on the recommendation of not less than two-thirds of all members of the Senate, after giving to the graduate or the person concerned an opportunity

of being heard, to deprive of any degree, diploma, certificate or other academic distinction conferred upon him by the University.

(2) Scandalous conduct in subsection (1) means wilfully giving any officer, employee or Authority of the University any information or document which is false or misleading in any material particular in obtaining a degree, diploma, certificate or other academic distinction from the University.

**Audited annual report**

**52.** The Chief Executive shall submit to the Registrar General audited annual reports of the Company in relation to the University in accordance with paragraph 33(b) of the Act.

**Repeal**

**53.** The Constitution of the University .....which is approved by the Registrar General on ..... is repealed.

**PART XII**

**SAVINGS AND TRANSITIONAL PROVISIONS**

**Interpretation**

**54.** In this Part—

"appointed date" means the date on which this Constitution shall have effect.

"Company" means .....Sdn. Bhd. incorporated under Companies Act 1965 [Act 125];



"repealed Constitution" means the Constitution of the University ..... which is approved by the Registrar General on ..... and is repealed under section 53 of this Constitution; and

"University" means the University .....

**Validity of actions by the Company or University**

**55.** Any instrument, deed, title, document, bond, agreement and working arrangement executed by the Company or University under repealed Constitution shall, on the appointed date be deemed to have been made under this Constitution and continue to be in force and have effect.

**Rights, etc., of the Company or University not affected**

**56.** (1) All rights, privileges, liabilities, duties and obligations of the Company or University under the repealed Constitution shall, on the appointed date, devolve upon and be deemed to be rights, privileges, liabilities, duties and obligations of the Company or University under this Constitution.

(2) All undertaking given by, and matters pending before the Company or University under the repealed Constitution shall, on the appointed date, be undertaken by or continued before, as the case may be, the Company or University under this Constitution.

(3) All existing liabilities incurred by or on behalf of or for the purposes of the Company or University under the repealed Constitution shall, on the appointed date, be enforced against the Company or University under this Constitution.

**Delegated powers**

**57.** All powers delegated under the repealed Constitution shall, on the appointed date, in so far as the delegation is consistent with this Constitution, be deemed to have been delegated under this Constitution.

**Saving of Statutes, etc.**

**58.** All statutes, rules, regulations, declaration, order, notices, forms and authorization letters issued or made by the Company or University before the appointed date shall remain in force, in so far as statutes, rules, regulations, declaration, order, notices, forms and authorization letters are consistent with, or until replaced or revoked by, the provisions of this Constitution.

**Continuance of service**

**59.** Subject to this Constitution, all persons who immediately before the appointed date were appointed, or employed, by the Company or University under the repealed Constitution shall, on and after that date be deemed to be appointed, or employed, by the Company or University under this Constitution.

**Students of the University**

**60.** All students who immediately before the appointed date were admitted to follow courses of study at the University under the repealed Constitution and, on the appointed date are following such courses of study shall on the appointed date, be deemed to have been admitted under this Constitution.

**Continuance of the SRC and other student bodies**

**61.** (1) The SRC and student bodies which were established under the repealed Constitution shall, on the appointed date, be deemed to be established under this Constitution.

(2) Students who are members of the SRC and student bodies under the repealed Constitution shall, on the appointed date, in so far as eligible to be registered student under section 37 of this Constitution, remain as a member of the SRC and student bodies by whatever name called.

(3) Members elected to hold office in the SRC and other student bodies under the repealed Constitution shall, on the appointed date, be deemed to hold office in the SRC and other student bodies, by whatever name called, under this Constitution and shall hold office till the date on which new elections are held under subsection 37(3) or 38(2) of this Constitution.

### **Continuance of disciplinary proceeding**

**62.** Where on the coming into operation of this Constitution, a disciplinary proceeding against a student of the University is pending, the proceeding shall be continued under and in conformity with the provisions of the law applicable at the time of the commencement of the disciplinary proceeding.

### **SCHEDULE**

*[Subsection 13(2) of the Constitution]*

### **Disqualification**

**1.** The following person shall be disqualified from being appointed or being a member of an Authority of the University:

- (a) if there has been proved against him, or he has been convicted on, a charge in respect of—
  - (i) an offence involving fraud, dishonesty or moral turpitude;

- (ii) an offence under a law relating to corruption;
  - (iii) an offence under the Act; or
  - (iv) any other offence punishable with imprisonment for more than two years;
- (b) if he becomes a bankrupt; or
- (c) if he has been found or declared to be of unsound mind or has otherwise become incapable of managing his affairs.

**Cessation from being a member**

2. A member of an Authority shall cease to be a member—
- (a) if he fails to attend three consecutive meetings of the Authority without leave of the chairman of the Authority; or
  - (b) if his appointment is revoked or he resigns; or
  - (c) if he is disqualified under paragraph 1.

**Resignation**

3. A member of the Authority may resign by giving one month's notice in writing to the chairman of the Authority.

**Filling of vacancies**

4. Where any person ceases to be a member of an Authority by reason of the provisions of this Act, another person may be appointed to fill the vacancy for the remainder of the term for which the member was appointed.

**Allowance**

5. Members of the Authority may be paid such allowance as the Board of Directors may determine.

**Authority may invite others to meetings**

6. (1) The Authority may invite any person to attend a meeting or deliberation of the Authority for the purpose of advising it on any matter under discussion but that person shall not be entitled to vote at the meeting or deliberation.

(2) A person invited under subparagraph (1) may be paid such allowance as the Board of Directors may determine.

**Minutes**

7. (1) The Authority shall cause minutes of all its meetings to be maintained and kept in a proper form.

(2) Every meeting of the Authority in respect of the proceedings of which minutes have been so made shall be deemed to have been duly convened and held and all members thereat to have been duly qualified to act.

**Disclosure of interest**

8. (1) A member of the Authority having, directly or indirectly, by himself or is partner—

(a) an interest in a company or undertaking with which the Authority proposes to make a contract; or

- (b) an interest in a contract or matter under discussion by the Authority,

shall disclose to the Authority the fact of his interest and its nature.

(2) A disclosure under subparagraph (1) shall be recorded in the minutes of the Authority and, unless specifically authorized by the chairman, such member shall take no part in the deliberation or decision of the Authority relating to the contract or matter.

**Validity of acts and proceedings**

9. No act done or proceeding taken under this Constitution shall be questioned on the ground of—

- (a) a vacancy in the membership of, or a defect in the constitution of, the Authority;
- (b) a contravention by a member of the Authority of paragraph 8; or
- (c) an omission, a defect or an irregularity not affecting the merit of the case.

Dated .....

[Ref: .....]

.....

(Name)

*Registrar General of Private Higher Educational Institutions*